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

FOURTH REPORT OF THE INFORMATION OFFICER

OCTOBER 24, 2022

INTRODUCTION

1. LTL Management LLC (the "**Debtor**" or "**LTL**") is an indirect subsidiary of Johnson & Johnson ("**J&J**"), which operates a worldwide business in healthcare, pharmaceuticals, and consumer goods. The Debtor was formed through a corporate restructuring within the J&J group of companies that was completed prior to the Debtor commencing proceedings under the U.S. Bankruptcy Code.[1] As part of the corporate restructuring, LTL was allocated certain assets and liabilities, including substantially all of the talc-related claims against its predecessor company, the entity formerly known as Johnson & Johnson Consumer Inc. ("**Old JJCI**"). The corporate

[1] Capitalized terms not defined have the meaning set forth below.

restructuring and subsequent chapter 11 filing by the Debtor are the subjects of significant disputes among the parties in the Chapter 11 Case.

2. The Debtor's stated purpose in commencing the Chapter 11 Case and the related CCAA Recognition Proceedings is to attempt to equitably and permanently resolve all current and future talc-related claims against the Debtor, including approximately 38,000 pending talc-related ovarian cancer claims and additional mesothelioma claims. The Debtor has advised that it believes that confirmation of a plan of reorganization that equitably resolves current and future talc claims is in the best interest of its estate because it would avoid significant legal costs, provide fair treatment of talc claimants, and expedite and efficiently provide distributions to claimants. The majority of participating groups of talc-related plaintiffs, but not all, have indicated that they prefer to continue litigating their talc-related claims outside of the bankruptcy process.

3. On March 18, 2022, the New Jersey Bankruptcy Court ordered the Mediation among the Debtor and certain of its stakeholders to attempt to facilitate a resolution of some or all of the issues in the Chapter 11 Case. On May 16, 2022, the New Jersey Bankruptcy Court entered an Amended Mediation Order, with changes to create a framework for broader participation by parties representing the various stakeholder groups among the talc claimants, including Canadian talc claimants. On May 27, 2022, the New Jersey Bankruptcy Court entered an order appointing an additional mediator to mediate a comprehensive resolution of issues in the case, including all matters related to consumer protection claims by certain U.S. states. The Mediation is ongoing and is subject to confidentiality terms.

4. Among other events in the Chapter 11 Case which are detailed herein, on August 15, 2022, the New Jersey Bankruptcy Court entered the *Order Appointing an Expert Pursuant to Federal*

Rule of Evidence 706 (the "**Expert Appointment Order**"). The Expert Appointment Order provides that the expert (the "**Court Appointed Expert**") shall prepare a report estimating LTL's liability for present and future talc-related claims whether arising in the United States or Canada. The New Jersey Bankruptcy Court granted the Expert Appointment Order on its own motion to try to advance the interests of all parties towards a successful resolution of the Chapter 11 Case.

PURPOSE

5. The purpose of this Fourth Report of the Information Officer (the "**Fourth Report**") is to provide information to the CCAA Court and Canadian stakeholders with respect to:

(i) the Chapter 11 Case including, among other things, the status of the Mediation, motions to lift the stay, and the Expert Appointment Order;

(ii) the appeals of the Dismissal Opinion and the Injunction Opinion;

(iii) the Information Officer's activities;

(iv) the Information Officer's recommendation on the Debtor's motion for an Order, among other things;

(1) recognizing and granting full force and effect in Canada to the Expert Appointment Order pursuant to section 49 of the CCAA;

(2) approving the actions, conduct and activities of the Information Officer, as described in the First Report of the Information Officer dated February 24, 2022 (the "**First Report**"), the Second Report of the Information Officer dated March 3, 2022 (the "**Second**

Report”), the Third Report of the Information Officer dated May 20, 2022 (the “**Third Report**”), and this Fourth Report; and

(3) approving the accounts of the Information Officer and its legal counsel as set out in the Fee Affidavits (as defined and described below).

TERMS OF REFERENCE

6. In preparing this Fourth Report and making the comments herein, the Information Officer has relied solely on information and documents provided by the Debtor and its Canadian and U.S. legal counsel and on publicly available court documents filed by various parties (collectively, the “**Information**”).

7. The Information Officer has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Information Officer has not audited, or otherwise attempted to verify the accuracy or completeness of such information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards (“**GAAS**”) pursuant to the *Chartered Professional Accountants Canada Handbook* and, accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

8. Unless otherwise indicated, the Information Officer’s understanding of factual matters expressed in this Fourth Report concerning the Debtor and its businesses is based on the Information, and not independent factual determinations made by the Information Officer.

9. Unless otherwise stated, all monetary amounts contained herein are expressed in United States Dollars.

STATUS OF THE PROCEEDINGS

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

11. The Debtor commenced the Chapter 11 Case following, among other things, an increase in the number and pace of filing of lawsuits against Old JJCI and J&J, which allege that JOHNSON'S® Baby Powder and, in some cases, a product called "Shower to Shower", cause ovarian cancer and mesothelioma. The Debtor is of the view that these claims have no valid scientific basis. The plaintiffs take the opposite view.

12. Following the first day hearings held on October 20, 2021 and October 22, 2021, the North Carolina Bankruptcy Court granted certain administrative orders and a temporary restraining order that enjoined talc claims solely against the Debtor and Old JJCI.

13. The North Carolina Bankruptcy Court entered an order on November 15, 2021: (i) declaring that the automatic stay applies to prohibit; and (ii) preliminarily enjoining the commencement or continuation of Enjoined Talc Claims[2] against certain "Protected Parties", as

---

[2] "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 (whether direct, derivative, joint and several, successor liability, vicarious liability, fraudulent or voidable transfer or conveyance, alter ego or otherwise). For the avoidance of doubt, Enjoined Talc Claims include, without limitation, all talc personal injury claims and other talc-related claims allocated to the Debtor from Old JJCI in the documents implementing the 2021 Corporate Restructuring (as defined below). The Enjoined

set out in the order, for 60 days (i.e., until January 14, 2022), subject to modification or extension by an order of any court (the "**U.S. Preliminary Injunction Order**").

14. On that same day, the North Carolina Bankruptcy Court made a ruling (reflected in an order dated November 16, 2021) transferring the Chapter 11 Case to the District of New Jersey. The case is now before Judge Kaplan of the United States Bankruptcy Court for the District of New Jersey (the "**New Jersey Bankruptcy Court**").

15. On December 1, 2021, the Official Committee of Talc Claimants (the "**TCC**"), filed a motion to dismiss the Chapter 11 Case, which was followed by similar motions and joinders from parties representing individual plaintiffs (collectively, the "**Motions to Dismiss**"). The Motions to Dismiss argued, among other things, that the Chapter 11 Case was not filed in good faith and that the plaintiffs should be permitted to pursue their remedies against the Debtor and its non-Debtor affiliates through the tort system.

16. On December 15, 2021, the New Jersey Bankruptcy Court entered an order authorizing the Debtor to act as foreign representative (in such capacity, the "**Foreign Representative**") on behalf of its estate (the "**Foreign Representative Order**").

17. On December 16, 2021, the Debtor served an application pursuant to Part IV of the *Companies' Creditors Arrangement Act* (the "**CCAA**") to have the Chapter 11 Case recognized by the Ontario Superior Court of Justice (Commercial List) (the "**CCAA Court**") as a foreign main proceeding (the "**CCAA Recognition Proceedings**").

Talc Claims do not include talc-related claims for which the exclusive remedy is provided under workers' compensation statutes and similar laws.

18. On December 17, 2021, the CCAA Court issued two orders pursuant to Part IV of the CCAA:

(i) the Initial Recognition Order (Foreign Main Proceeding), which, *inter alia*, recognizes the Debtor as the "foreign representative" and the Chapter 11 Case as a "foreign main proceeding", as defined in section 45 of the CCAA, and stays all proceedings in Canada against the Debtor (the "**Initial Recognition Order**"); and

(ii) the Supplemental Order (Foreign Main Proceeding) (the "**Supplemental Order**"), which, *inter alia*, recognizes the U.S. Preliminary Injunction Order and the Foreign Representative Order, gives the U.S. Preliminary Injunction Order and the Foreign Representative Order full force and effect in all provinces and territories in Canada pursuant to section 49 of the CCAA, and appoints Ernst & Young Inc. (the "**Information Officer**") as Information Officer in the CCAA Recognition Proceedings.

19. On January 15, 2022, the New Jersey Bankruptcy Court entered an order *inter alia* extending the terms of the U.S. Preliminary Injunction Order to February 28, 2022.

20. From February 14 to 18, 2022, the New Jersey Bankruptcy Court conducted a hearing of the Motions to Dismiss and the motion for an extension of the U.S. Preliminary Injunction Order (the "**Extended Injunction**").

21. On February 25, 2022, the New Jersey Bankruptcy Court released two opinions, denying the Motions to Dismiss (the "**Dismissal Opinion**") and granting the Extended Injunction (the "**Injunction Opinion**").

22. Also on February 25, 2022, Justice Conway granted an extension of the stay of proceedings set out in the Supplemental Order to March 8, 2022, to allow all parties in Canada the opportunity to review and consider the impact of the New Jersey Bankruptcy Court's decisions.

23. On March 1, 2022, the Foreign Representative served a motion record, seeking an order recognizing the order implementing the Extended Injunction (the "**Extended Injunction Order**") to be entered by the New Jersey Bankruptcy Court.

24. On March 7, 2022, Justice Wilton-Siegel granted an order which, among other things, recognizes and gives the Extended Injunction full force and effect in all provinces and territories in Canada pursuant to section 49 of the CCAA (the "**Injunction Recognition Order**").

25. On March 18, 2022, the New Jersey Bankruptcy Court entered an order (the "**Mediation Order**") appointing two mediators (the "**Co-Mediators**"), designating the Debtor and its affiliates, the Official Committee of Talc Claimants I ("**TCC I**"), the Official Committee of Talc Claimants II ("**TCC II**"),[3] and any Court-appointed future talc-claimants representative(s) as mediation parties (the "**Mediation Parties**"), and directing the parties to participate in a mediation process described in further detail below (the "**Mediation**"). The Mediation Order also imposes confidentiality provisions on the Mediation Parties.

---

[3] As described in the Third Report (defined below), following a motion before the New Jersey Bankruptcy Court, TCC I and TCC II have been reconstituted into a single TCC.

26. Also on March 18, 2022, the New Jersey Bankruptcy Court entered an order appointing Randi S. Ellis (the "**FTCR**") to represent Future Talc Claimants[4] in connection with the Chapter 11 Case. Ms. Ellis was selected through a process established by the New Jersey Bankruptcy Court, permitting parties to submit names to the court for consideration.

27. Following input from the parties, on May 16, 2022, the New Jersey Bankruptcy Court entered an amended order governing the terms of the Mediation of the issues in the Chapter 11 Case (the "**Amended Mediation Order**"). A copy of the Amended Mediation Order is attached hereto as **Appendix "A"**.

28. Given the granting of the Amended Mediation Order and the commencement of the Mediation, the Information Officer provided an update to stakeholders in its Third Report regarding the Mediation and the Chapter 11 Case. The Third Report (without Appendices) is attached hereto as **Appendix "B".**

29. On May 27, 2022, the New Jersey Bankruptcy Court entered an order appointing the Honorable Donald H. Steckroth as a Co-Mediator for the Mediation of all matters related to the estimation and plan treatment of the consumer protection claims held by various states ("**Consumer Claims Mediation**"), as well as all matters related to the estimation and plan treatment of personal injury claims against the estate related to talc or talc-containing products (the "**Consumer Claims Mediation Order**"). The Consumer Claims Mediation Order directs the Ad

[4] "**Future Talc Claimants**" means all persons or the representatives of estates of natural persons that may assert a demand for payment, present or future, that: (a) is not a claim during the proceedings prior to the entry of an order confirming a plan of reorganization (the "**Plan**"), because such natural person was diagnosed with disease after such time; and (b) arises out of the same or similar conduct or events that gave rise to the claims to be addressed by an injunction issued to enjoin entities from taking legal action for the purpose of directly or indirectly collecting, recovering, or receiving payment or recovery with respect to any claim or demand that, under the Plan, is to be paid in whole or in part by a trust established pursuant to section 524(g)(2)(B)(i) and/or 105(a) of the Bankruptcy Code.

Hoc Group (as defined below) and the Debtor to participate in the Consumer Claims Mediation, but it does not include states that are not part of the Ad Hoc Group or other governmental entities. The Consumer Claims Mediation Order is attached as **Appendix "C"**.

30. At a status conference on June 14, 2022, the New Jersey Bankruptcy Court acknowledged that the parties had submitted reports with very different views on the process to develop a confirmable plan. Among other things, Judge Kaplan asked the parties to submit statements for the omnibus hearing in July of 2022 on whether a process for the estimation of the Debtor's aggregate liability for present and future talc claims would be appropriate.

31. As discussed further below, at a hearing on July 26, 2022, the New Jersey Bankruptcy Court heard arguments regarding the need for estimation of the quantum of the talc claims in the proceedings and the potential for termination or modification of the Extended Injunction.

32. On July 28, 2022, the New Jersey Bankruptcy Court ruled that estimation would proceed and an expert would be appointed. Judge Kaplan was not prepared to lift or modify the Extended Injunction or the stay of proceedings but advised that parties may renew their motions again after the report by the court appointed expert for estimation is filed. He did, however, permit (i) certain claimants to seek third party discovery to preserve evidence and prepare for trial in case the United States Court of Appeals for the Third Circuit (the "**Circuit Court**") reverses the Dismissal Opinion and the Injunction Opinion and (ii) the insurers to take certain third-party discovery. Judge Kaplan emphasized that the parties needed to focus on the Mediation and there would be mandatory in-person mediation sessions. The appeal is discussed in further detail at paragraph 44.

33. On September 14, 2022, the New Jersey Bankruptcy Court heard arguments on the motion to enjoin the actions by the states of Mississippi and New Mexico (the "**State Actions**"). The

central issue was whether Mississippi and New Mexico (the “**States**”) are exercising police and regulatory powers or whether they are seeking to liquidate monetary claims. The Debtor argued that it had met the test for a preliminary injunction and that advancing the State Actions would not assist in the Mediation. The States both contended that there is an urgent need to hold J&J responsible, to remove product from homes and shelves, and to deter further bad acts by punishing J&J in the name of consumer protection. The States argued that the State Actions were necessary to allow the States to communicate with consumers and facilitate other steps to protect consumers. The States also argued that the indemnity between JJCI, J&J and LTL is not relevant to this proceeding and does not impact the Debtor. The Ad Hoc Group and the TCC supported the States’ opposition to the stay. On October 4, 2022, the Court issued an opinion granting the Debtor’s motion to enjoin the State Actions.

THE CANADIAN TALC LITIGATION

34. In Canada, as of the Petition Date, there were five talc-related proceedings commenced against Old JJCI, Johnson & Johnson Inc. (a Canadian subsidiary), and other parties (the “**Canadian Litigation**”). The Debtor has advised the Information Officer that the Canadian Litigation relates solely to ovarian cancer claims. None of the Canadian Litigation has been set for trial.

35. Since the filing date, the Debtor has advised the Information Officer that it has been served with twelve (12) additional statements of claim in Canada (collectively, the “**Post-filing Claims**”). The Information Officer wrote to counsel to the plaintiffs and advised that such actions contravene the Extended Injunction Order and the Injunction Recognition Order, and that accordingly, no further steps may be taken by the named plaintiffs to advance the Post-filing Claims. Plaintiffs’

counsel then advised the Information Officer that the Post-filing Claims were issued in order to address limitation period issues.

36. The Extended Injunction provides that any applicable time periods for commencement of claims are tolled until the later of "(a) the end of such period, including any suspension of such period occurring on or after the commencement of the case; or (b) 30 days after the termination or expiration of the preliminary injunction issued by this Order." Through conversations with the Debtor's Canadian counsel, counsel confirmed to the Information Officer that the Debtor is of the view that this language tolls applicable limitations periods during the period in which the Extended Injunction is effective and claimants therefore do not need to issue statements of claim to preserve applicable limitations periods. The Debtor and the Information Officer have conferred with the applicable plaintiffs' counsel regarding the operation of the Extended Injunction Order and the Injunction Recognition Order. The Information Officer and the Debtor do not intend to take any further action regarding the Post-filing Claims, provided no further claims are served and no further steps are taken in connection with the Post-filing Claims.

MEDIATION

37. On March 18, 2022, the New Jersey Bankruptcy Court ordered the Mediation among the Debtor and certain of its stakeholders to attempt to facilitate a resolution of some or all of the issues in the Chapter 11 Case.

38. Following entry of the Mediation Order, various insurers and the proposed representative plaintiff in the Alberta litigation ("**DiSanto**") sought modifications to the Mediation Order to permit additional parties to participate in the Mediation. In addition, the proposed representative plaintiff in the Ontario litigation ("**Baker**") asked that the New Jersey Bankruptcy Court deny the

DiSanto request to participate in the Mediation, or defer the request until a Canadian court could determine the appropriate representative party for Canadian claimants.

39. In addition:

(i) the United States Trustee (the "**UST**") brought a motion seeking an order further clarifying the scope of the Mediation and requesting that the Mediation Order be modified to clarify that the Mediation does not affect the statutory disclosure obligations regarding the settlement or plan proponent of the bankruptcy proceeding;

(ii) the Ad Hoc Committee of States Holding Consumer Protection Claims (the "**Ad Hoc Group**"), acting on behalf of 40 member states and one district, brought a motion seeking an order modifying the scope of the Mediation to only affect the parties to the Mediation; and

(iii) the Information Officer provided informal comments to the Co-Mediators, through counsel to the Debtor, seeking additional disclosure to the Information Officer.

40. At the May 3, 2022 hearing, the New Jersey Bankruptcy Court considered the requested modifications to the Mediation Order. On May 16, 2022, the New Jersey Bankruptcy Court entered the Amended Mediation Order, with changes to create a framework for broader participation by stakeholder groups representing the various stakeholder groups among the talc claimants, including Canadian talc claimants. The Amended Mediation Order also imposes confidentiality provisions on the Mediation Parties.

41. With respect to the Canadian plaintiffs, the Amended Mediation Order provides that each of DiSanto, Baker, and the proposed representative plaintiff in British Columbia will be entitled to participate in the Mediation. The Amended Mediation Order also provides that any other Canadian representative(s) including the Canadian representatives of the other putative classes active in Canada, who request to participate in the Mediation and agree to be bound by the terms of the Amended Mediation Order, may participate in the Mediation if the Co-Mediators determine in their sole discretion that such party should participate in the Mediation or the New Jersey Bankruptcy Court orders that such representative should participate.

42. Additionally, the Amended Mediation Order requires the Co-Mediators to provide the Information Officer with periodic oral updates and access to unredacted mediation reports.

43. The Information Officer has received a number of updates from one of the Co-Mediators and will continue to monitor the progress of the Mediation. While it is not involved in the negotiations, the Information Officer is subject to the same confidentiality terms as the Mediation Parties.

THE APPEALS

44. As described in detail in the Second Report and the Third Report, there has been substantial litigation in the Chapter 11 Case with respect to the Motions to Dismiss and the Extended Injunction. Among other things, the claimants challenged the Debtor’s good faith in entering into the corporate transactions to create the Debtor (the “**2021 Corporate Restructuring**”) and the filing of the Chapter 11 Case.

45. On February 25, 2022, the New Jersey Bankruptcy Court entered the Dismissal Opinion and the Injunction Opinion. The decisions address the arguments that were set out in the pleadings

and argued before the court. In sum, Judge Kaplan found that the Chapter 11 Case was not filed in bad faith and that the use of bankruptcy proceedings to resolve the ongoing talc litigation was a valid reorganizational purpose. Judge Kaplan further determined that the Extended Injunction was appropriate in the unusual circumstances presented. The Extended Injunction will remain in place for the duration of the Chapter 11 Case and will be reviewed at regular intervals.

46. Following the decisions of the New Jersey Bankruptcy Court on February 25, 2022, multiple parties filed appeals of the orders resulting from the Dismissal Opinion and the Injunction Opinion, including Aylstock, Witkin, Kreis & Overholtz, PLLC, TCC I, TCC II, and Arnold & Itkin LLP (“**Arnold & Itkin**” and collectively, the “**Appealing Parties**”).

47. To expedite an appellate determination of the issues, the Appealing Parties sought direct certification to the Circuit Court, thereby bypassing the appeal to the United States District Court for the District of New Jersey.

48. On March 30, 2022, Judge Kaplan delivered a decision from the bench in which he indicated that he would grant the motions for direct certification in order to expedite the appeals, and on April 4, 2022, the New Jersey Bankruptcy Court entered orders granting the motions.

49. On May 11, 2022, the Circuit Court entered an order granting the petitions for permission to appeal directly to the Circuit Court.

50. On September 19, 2022, the Circuit Court, with a panel comprised of Judge Ambro, Judge Restrepo, and Judge Fuentes, heard the appeals of the Dismissal Opinion and the Injunction Opinion. The Circuit Court has not yet rendered a decision.

51. Regarding the Dismissal Opinion, the TCC argued, among other things, that core bankruptcy principles were violated by Judge Kaplan's decision. The appellants, including the TCC, the UST and Arnold & Itkin, made oral submissions on, among other things, (i) compliance with the Bankruptcy Code provisions, including the absolute priority rule (requiring payment of creditors before equity holders), and (ii) public policy incentives that may arise from permitting pre-filing corporate transactions.

52. LTL's submissions highlighted the deferential standard of review applicable in this scenario and pointed to the detailed factual findings in Justice Kaplan's opinions, while also disputing the public policy and legal arguments raised by the appellants.

53. The Circuit Court reserved its decision. No timeline has been provided for release of the decision.

ESTIMATION

54. At the hearing on June 14, 2022, Judge Kaplan indicated that in light of the competing views on the appropriate next steps in the proceedings, he was considering, among other things, appointing a court appointed expert to render an independent opinion on the estimate of the value of talc claims. Judge Kaplan asked the parties to make any submissions in writing regarding the need for estimation of talc claims.

55. In response to Judge Kaplan's requests, the Debtor, the TCC, certain individual plaintiffs and the insurers filed materials with the New Jersey Bankruptcy Court, outlining their views on estimation proceedings. The Debtor and the FCTR were in support of establishing a process for estimation of the Debtors' talc liabilities. The TCC, among other things, argued that estimation would not move the bankruptcy proceedings forward. Instead, the TCC offered two suggestions to

advance the proceedings: (i) termination of the Debtor’s exclusive right to file a plan of reorganization to allow the TCC to file a plan and (ii) lifting the preliminary injunction to allow 12 cases to go forward to verdict (but not appeal) to give the parties additional information on the value of the cases.

56. Similarly, representatives of certain other talc claimants opposed the estimation on multiple grounds, including: (i) estimation is not necessary to facilitate voting; (ii) the issues will be moot if the Circuit Court rules in favour of the appellants; (iii) estimation has not been productive in other, similar proceedings; (iv) estimation is not appropriate where there is no “limited fund” and; (v) estimation is not appropriate because the only means to liquidate a personal injury claim is a jury trial.

57. Both the Debtor and the FTCR supported the appointment of an independent expert to evaluate the talc claims. The FTCR argued that the best path forward would be a mediated resolution and that an independent expert could assist with a resolution by ensuring that issues already determined in the multi-district litigation proceedings were not relitigated. The FTCR also supported the proposal to terminate exclusivity as of September to encourage the parties to work towards a plan and avoid further litigation.

58. The Debtor, similarly, argued that mediation, with the benefit of a court appointed expert, would provide the most efficient path forward. The Debtor proposed a detailed schedule with discovery rights for the parties. In the Debtor’s proposal, estimation would take place before June 2023 and be interspersed with mediation sessions.

59. Certain of the Debtor's insurers also filed a response, requesting that any estimation order make clear that the estimation would not determine the insurer's liability or otherwise impair their rights and defences.

60. Following a hearing on July 26, 2022, on July 28, 2022, Judge Kaplan read a decision from the bench in which he advised the parties he would be appointing a court appointed expert on his own motion to value talc claims in the proceedings. On that same day, the New Jersey Bankruptcy Court entered an order identifying Mr. Kenneth R. Feinberg as the proposed court appointed expert and requiring parties to file an opposition to Mr. Feinberg's appointment by August 11, 2022. A copy of the order, which attaches correspondence from Mr. Feinberg outlining his qualifications, is attached hereto as **Appendix "D"**.

61. The proposed expert, Kenneth R. Feinberg, also filed a declaration regarding his qualification and his understanding of his proposed role in estimating the "volume and value of current and future ovarian and mesothelioma claims relating to the Case, whether arising in the United States or Canada." A copy of the expert's declaration is attached hereto as **Appendix "E".**

62. As set out in the Appendices, Mr. Feinberg is a lawyer and an experienced mediator. He is not an expert in talc estimation, but he will retain professionals, including an economic modeling firm, to assist him in developing his report. Mr. Feinberg has extensive experience in alternative dispute resolution and the development and administration of compensation funds in connection with mass torts. He has acknowledged that his duty is to the New Jersey Bankruptcy Court and not to any individual party.

63. Following discussion among the Debtor, the TCC, the FTCR, the UST and Mr. Feinberg, the TCC filed a proposed form of order. Additional parties provided comments or filed objections to the proposal.

64. On August 15, 2022, the New Jersey Bankruptcy Court entered the Expert Appointment Order appointing Mr. Feinberg as the Court Appointed Expert.

65. The Expert Appointment Order directs the Court Appointed Expert to "prepare and file a Rule 706 report (the "**Rule 706 Report**") estimating the volume and values of current and future ovarian and mesothelioma claims for which the Debtor may be liable, whether arising in the United States or Canada (collectively, the "**Talc Claims**")." The order further requires the expert to provide the basis for his opinions and the facts relied upon or considered.

66. Pursuant to the Expert Appointment Order, the Court Appointed Expert is appointed to hear information from all interested parties, and then provide a report to the New Jersey Bankruptcy Court. Mr. Feinberg will be subject to cross-examination and arguments to allow the Court to determine whether to accept his position in full or in part. Parties will be able to meet with Mr. Feinberg to provide information on a confidential basis, but any facts or data that he considers or relies upon in forming his opinions will be subject to discovery following the filing of the expert report with the New Jersey Bankruptcy Court.

67. Importantly, the Expert Appointment Order requires the parties listed in the order to fully and promptly comply with reasonable discovery or other requests from the expert.

68. The Expert Appointment Order sets a status conference for November 16, 2022 at 10:00 a.m. (ET) to provide an update on the status of the report. A copy of the Expert Appointment Order is attached hereto as **Appendix "F".**

69. The Information Officer understands that the Foreign Representative is seeking recognition of the Expert Appointment Order because the Court Appointed Expert's mandate involves the estimation of Talc Claims in Canada and may require the Court Appointed Expert to obtain information from Canadian parties. The Expert Appointment Order authorizes the Court Appointed Expert to make formal and informal discovery requests and orders that the parties in interest, "shall fully and promptly cooperate with the Court Appointed Expert and fully and promptly comply with any reasonable discovery or other requests by the Court Appointed Expert for information." The Information Officer understands that is the Foreign Representative's view that recognition of the Expert Appointment Order will facilitate the cooperation of Canadian stakeholders by confirming the Court Appointed Expert's authority in Canada.

APPROVAL OF FEES DISBURSEMENTS OF INFORMATION OFFICER AND ITS LEGAL COUNSEL

70. Pursuant to paragraph 13 and 14 of the Supplemental Order: (i) the Information Officer and its legal counsel shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, whether incurred prior to, on or subsequent to the date of the Initial Recognition Order; and (ii) the Information Officer and its legal counsel shall pass their accounts from time to time before the Court.

71. Attached hereto as Appendix "**G"** is the Affidavit of Alex Morrison **(the "Morrison Affidavit")**, attesting to the fees and disbursements of the Information Officer for the period

November 16, 2021 to January 14, 2022 in the aggregate amount of $442,406.29, comprised of fees of $368,717.78[5], disbursements and expenses of $73,688.51**.**

72. Attached hereto as Appendix **"H"** is the Affidavit of Natalie E. Levine (the "**Levine Affidavit**" and collectively with the Morrison Affidavit, the "**Fee Affidavits**")**,** a partner with Cassels, attesting to the fees and disbursements of Cassels for the period November 15, 2021 to September 30, 2022 in the aggregate amount of $711,777.82, comprised of fees of $628,591.50, disbursements of $1,322.40 and HST of $81,863.92. The Information Officer confirms that the fees and disbursements set out in Cassels' invoices relate to advice sought by the Information Officer and assistance provided in respect of the CCAA Recognition Proceedings, and that, in the Information Officer's view, Cassels' fees and disbursements are properly chargeable, reasonable and appropriate particularly in light of the nature of these complex cross border proceedings.

CONCLUSION

73. The Information Officer continues to believe that a coordinated approach that puts claimants in the U.S. and Canada on an equal procedural footing, including offering Canadian claimants an opportunity to participate in any settlement process, is appropriate.

74. As has been demonstrated in other complex mass tort or other product liability cases, mediation may provide a framework for constructive discussions and may facilitate a settlement. The Information Officer encourages all participants to continue mediation, including the Debtor and the Canadian stakeholders and to negotiate in good faith towards a global resolution. The

[5] HST is exempt on services provided in this proceeding since LTL is not a Canadian entity.

Information Officer is prepared to assist the parties and the Co-Mediators in the efforts as necessary and appropriate.

75. The Information Officer is also of the view that the Expert Appointment Order is a positive and constructive step in facilitating a potential resolution of the talc claims and recommends the recognition by this Court of the Expert Appointment Order.

All of which is respectfully submitted this 24th day of October, 2022.

ERNST & YOUNG INC.
Solely In its capacity as Information Officer of
LTL Management LLC, and not in its personal capacity

Per: Alex Morrison Senior Vice President	Per: Stuart Clinton Senior Vice President

APPENDIX “A”

Order Filed on May 16, 2022
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-2(c)

In re: LTL MANAGEMENT LLC,	Case No.: 21-30589 Adv. No.: Hearing Date: Judge: Michael B. Kaplan

AMENDED ORDER ESTABLISHING MEDIATION PROTOCOL

The relief set forth on the following page is hereby **ORDERED**.

DATED: May 16, 2022

Honorable Michael B. Kaplan
United States Bankruptcy Judge

NAI-1529836832v10

<table>
<tr><td colspan="2">UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY</td></tr>
<tr><td>Caption in Compliance with D.N.J. LBR 9004-1(b)

GENOVA BURNS LLC
Daniel M. Stolz, Esq.
Donald W. Clarke, Esq.
Matthew I.W. Baker, Esq.
dstolz@genovaburns.com
dclarke@genovaburns.com
mbaker@genovaburns.com
110 Allen Road, Suite 304
Basking Ridge, NJ 07920
Tel: (973) 467-2700
Fax: (973) 467-8126
Local Counsel to the Official Committee of Talc Claimants</td><td>BROWN RUDNICK LLP
David J. Molton, Esq.
Robert J. Stark, Esq.
Michael S. Winograd, Esq.
dmolton@brownrudnick.com
rstark@brownrudnick.com
mwinograd@brownrudnick.com
Seven Times Square
New York, NY 10036
Tel: (212) 209-4800
Fax: (212) 209-4801

and

Jeffrey L. Jonas, Esq.
Sunni P. Beville, Esq.
Sharon I. Dwoskin, Esq.
jjonas@brownrudnick.com
sbeville@brownrudnick.com
sdwoskin@brownrudnick.com
One Financial Center
Boston, MA 02111
Tel: (617) 856-8200
Fax: (617) 856-8201
Co-Counsel for the Official Committee of Talc Claimants</td></tr>
<tr><td>BAILEY GLASSER LLP
Brian A. Glasser, Esq.
Thomas B. Bennett, Esq.
bglasser@baileyglasser.com
tbennett@baileyglasser.com
105 Thomas Jefferson St. NW, Suite 540
Washington, DC 20007
Tel: (202) 463-2101
Fax: (202) 463-2103
Co-Counsel for the Official Committee of Talc Claimants</td><td>OTTERBOURG P.C.
Melanie L. Cyganowski, Esq.
Adam C. Silverstein, Esq.
Jennifer S. Feeney, Esq.
mcyganowski@otterbourg.com
asilverstein@otterbourg.com
jfeeney@otterbourg.com
230 Park Avenue
New York, NY 10169
Tel: (212) 905-3628
Fax: (212) 682-6104
Co-Counsel for the Official Committee of Talc Claimants</td></tr>
</table>

PARKINS LEE & RUBIO LLP Lenard M. Parkins, Esq. Charles M. Rubio, Esq. lparkins@parkinslee.com crubio@parkinslee.com Pennzoil Place 700 Milan St., Suite 1300 Houston, TX 77002 Tel: (713) 715-1666 *Special Counsel to the Official Committee of Talc Claimants*	**MASSEY & GAIL LLP** Jonathan S. Massey, Esq. jmassey@masseygail.com 1000 Main Ave. SW, Suite 450 Washington, DC 20024 Tel: (202) 652-4511 Fax: (312) 379-0467 *Special Counsel for the Official Committee of Talc Claimants*

In Re: **LTL MANAGEMENT, LLC,**[1] Debtor.	Chapter 11 Case No.: 21-30589 (MBK) Honorable Michael B. Kaplan

<u>AMENDED ORDER ESTABLISHING MEDIATION PROTOCOL</u>

The relief set forth on the following pages is hereby Ordered.

[1] The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

WHEREAS, at a hearing held March 8, 2022, in the above-captioned case (the "Case"), the Court determined that a mediation may produce a mutually agreeable resolution of all or some of the issues and claims in the Case;

WHEREAS, on March 18, 2022, the Court entered the Order Establishing Mediation Protocol [Dkt. 1780] (the "Original Mediation Order");

WHEREAS, consistent with the Original Mediation Order, the Co-Mediators have determined that there is no basis for disqualification and that the Co-Mediators are not otherwise unable to serve for any reason;

WHEREAS, certain parties (the "Movants") filed motions seeking certain relief in respect of the Original Mediation Order, or joined in such motions (collectively, the "Mediation Motions"), and responses to the Mediation Motions were filed;

WHEREAS, this Order amends the Original Mediation Order to resolve the Mediation Motions in accordance with the comments of the Court at a hearing on the Mediation Motions held on May 4, 2022 and the agreements of the Movants, the Debtor and the Official Committee of Talc Claimants (the "TCC" and collectively, the "Parties") regarding the terms of this Order;

WHEREAS, the terms of this Order are acceptable to the Parties;

Now, therefore, it is hereby **ORDERED** that:

1. The Hon. Joel Schneider (Ret.), whose address is Montgomery McCracken Walker & Rhoads LLP, LibertyView, 457 Haddonfield Road, Suite 600, Cherry Hill, NJ 08002, and Gary Russo, whose address is Jones Walker LLP, Suite 1600, 600 Jefferson Street, Lafayette, LA 70501, are hereby appointed Co-Mediators in accordance with the terms of this Order.

2. The Co-Mediators are authorized to mediate (the "Mediation") a comprehensive resolution of issues in the Case (the "Mediation Issues"), which includes, without limitation, a chapter 11 plan, and all matters related to the estimation and plan treatment of personal injury claims against the estate related to talc or talc-containing products.

3. The following parties (collectively, the "Mediation Parties") are referred to the Mediation: (i) the Debtor and its affiliates; (ii) the TCC, by theirmember representatives; (iii) Randi Ellis, the Court-appointed Future Talc-Claimants Representative; (iv) the ad hoc committee of states holding consumer protection claims;[2] (v) the insurers identified on Exhibit I attached hereto; (vi) the DiSanto Canadian Class Action Plaintiffs (as defined in Dkt. 2027), the Baker Plaintiffs (as defined in Dkt. 2175), the proposed representative plaintiff in the action styled *Williamson v. Johnson &* Johnson, British Columbia Supreme Court (Case No. 179011), and any other Canadian representative(s), including the Canadian representatives of the other putative classes active in Canada, who request to participate in the Mediation and agree to be bound by the terms of this Order if the Co-Mediators determine, in their sole discretion, such additional representative(s) should participate in the Mediation or the Court orders that such representatives should participate; and (vii) any other party who wishes to participate in the Mediation and agrees to be bound by the terms of this Order if the Co-Mediators determine, in their sole discretion, such party should participate in the Mediation. Any reference in this Order to a "Mediation Party" shall include each Mediation Party identified in this paragraph irrespective of whether such party participates in any particular Mediation session.

4. Subject to the terms of this Order and applicable law, D.N.J. LBR 9019-1 and 9019-2, including, but not limited to, all confidentiality and privilege provisions therein applicable to

[2] See Dkt. 1939.

mediation, as well as the following terms and guidelines will govern the Mediation process between the Mediation Parties:

a. The Debtor must immediately serve the Co-Mediators with a copy of this Order.

b. The scheduling and location of all Mediation sessions will be determined by the Co-Mediators. Sessions may be held in person, telephonically or by videoconference.

c. If all Mediation Issues are not resolved through Mediation by May 9, 2022, then the dates of May 9-12, 2022, are reserved for in-person Mediation sessions to be held in a place and with persons and parties designated by the Co-Mediators. With respect to the participation of the ad hoc committee of states holding consumer protection claims in the Mediation sessions, the selection of participating states/districts in the Mediation sessions will be at the sole discretion of the ad hoc committee of states holding consumer protection claims.

d. Notwithstanding anything to the contrary in the Local Rules, the Co-Mediators may conduct the Mediation as they see fit, establish rules of the Mediation, and consider and take appropriate action with respect to any matters the Mediators deem appropriate to conduct the Mediation, subject to the terms of this Order.

e. The Mediation Parties will make a good faith attempt to settle the Mediation Issues. The Mediation Parties, either personally or through a representative with authority to negotiate and settle the Mediation Issues, will make reasonable efforts to attend all sessions scheduled by the Co-Mediators to which they are invited to attend by the Co-Mediators.

f. The Co-Mediators will be compensated at the rate of no more than $850.00/hour. The Co-Mediators are authorized to use associates or paralegals from their offices for necessary and reasonable assistance, at their standard rates. The Debtor is solely responsible for the Co-Mediators' fees. The fees are due not later than 30 days after presentation of both of the Co-Mediators' invoices, with copies to the TCC and the United States Trustee for Region 3(the "U.S. Trustee").

g. The Co-Mediators are permitted, at their discretion, to speak *ex parte* with the Court and/or the individual Mediation Parties and/or their representatives about the Mediation Issues.

h. The Co-Mediators shall provide a status report, substantially in the form of the Local Form Mediation Report, no later than May 31, 2022, and periodic status reports as they deem appropriate. Reports shall be filed under seal in the event that such reports disclose confidential settlement terms or proposals. An unredacted copy of any such report shall be provided to the U.S. Trustee and the U.S. Trustee shall maintain the confidentiality of such sealed report pursuant to 11 U.S.C. § 107(c)(3). An unredacted copy of any such report, together with periodic oral updates, also shall be provided to the information officer (the "Information Officer") appointed by the Canadian court in the proceedings commenced on December 17, 2021 pursuant to Part IV of the Companies' Creditors Arrangement Act (Canada) R.S.C. 1985, c. C 36 and with respect to which the Debtor has been appointed as foreign representative. The Information Officer shall maintain the confidentiality of any information provided to it hereunder consistent with paragraph 5 of this Order.

i. Not later than 7 days after the conclusion of the Mediation, the date of which will be determined by the Co-Mediators or the Court, the Co-Mediators must file a Local Form Mediation Report.

5. Confidentiality.

a. Except as provided in paragraph 5.c. below, unless the Co-Mediators and the Mediation Parties agree otherwise in writing, or unless disclosure is permitted or required by this Order or applicable law, including, without limitation, any state public disclosure laws, the Co-Mediators, the Mediation Parties, and other participants in the Mediation may not disclose to an entity or person who was not a participant in the Mediation any oral or written communication concerning the Mediation, including any document, report or other writing presented or used solely in connection with the Mediation (hereinafter, the "Protected Information").

b. A Mediation Party who receives Protected Information may not disclose such Protected Information to another Mediation Party unless the Co-Mediators and the Mediation Party who disclosed such information agree in writing, or unless disclosure is permitted or required by this Order or applicable law including, without limitation, any state public disclosure laws.

c. A Co-Mediator must disclose to a proper authority information obtained at a Mediation session if required by law, or if a Co-Mediator or a Mediation Party has a reasonable belief that the disclosure will prevent a Mediation Party from committing a criminal or illegal act likely to result in death or serious bodily harm.

d. A Co-Mediator shall not testify in any judicial proceeding as to any Protected Information, statements, matters, occurrences or observations arising out of the

Mediation except by express written agreement of all Mediation Parties. This clause is not applicable to any litigation to enforce the terms of any written agreement reached by the Mediation Parties in the course of the Mediation wherein the meaning or content of such agreement is put in issue.

e. No written record or transcript of any discussion had in the course of Mediation is to be kept, absent express written agreement by the Mediation Parties.

f. Subject to paragraphs 5.h., 5.i., 5.j. and 6, Protected Information, whether written or verbal, is not subject to discovery or admissible in evidence in any subsequent proceeding. A Mediation Party may by independent evidence establish the substance of the Protected Information in the subsequent proceeding.

g. The disclosure by a Mediation Party of information to the Co-Mediators that would otherwise be shielded from disclosure in any other proceeding by virtue of the attorney-client, attorney work product, or other applicable privilege does not waive or otherwise adversely affect the privileged nature of that information. The Co-Mediators shall not provide privileged information or disclose the contents thereof to any other person, entity, or Mediation Party without the consent of the producing party (except that the Co-Mediators may disclose privileged information to any person assisting the Co-Mediators in the performance of their Mediation duties, in which event such assistant shall be subject to the same restrictions as the Co-Mediators with respect to such privileged information). For the avoidance of doubt, information that is not privileged before it is shared with the Co-Mediators does not become privileged pursuant to this subparagraph 5.g. solely because it was shared with the Co-Mediators.

h. For the avoidance of doubt, nothing herein prohibits a Mediation Party from disclosing its own position with respect to the treatment of claims or issues in the Case or disclosing its own work product or underlying documents that were not prepared by another Mediation Party or the Co-Mediators for the purposes of Mediation in any subsequent litigation (including in the Court during the pendency of the Case) solely because such documents were also used in whole or in part or such issues were discussed during the Mediation.

i. Nothing provided in this Order shall prohibit or limit the Debtor's or any Debtor affiliate's right or obligation to share information, including Protected Information, with any insurer if required under any applicable insurance contract and such insurer agrees to maintain the confidentiality of such information.

j. Nothing provided in this Order shall prohibit or limit any insurer's right or obligation to share information, including Protected Information, with any other insurer, any reinsurer upon request of such reinsurer, or any auditor or regulator upon request of such auditor or regulator if required under any insurance contract, reinsurance contract or applicable regulation and such insurer, reinsurer, auditor or regulator is provided a copy of this Order and agrees to maintain the confidentiality of such information in accordance with this Order. If any such insurer, reinsurer, auditor or regulator does not agree to maintain the confidentiality of such information in accordance with this Order, then prior to disclosing such Protected Information, the applicable insurer shall promptly provide written notice of its intended disclosure to the Mediation Parties to permit any Mediation Party, at its own expense, to seek a protective order or take other appropriate action (collectively, a "Protective Motion"). If a Protective Motion is filed within fifteen days following the receipt of such notice (the "Notice Period"), the applicable insurer shall not produce the requested information to such reinsurer, auditor or regulator pending a determination of such motion. If no Protective Motion is filed within the Notice Period or the Protective Motion is denied, the applicable insurer may produce the requested information to such reinsurer, auditor or regulator consistent with any order in respect of the Protective Motion, if applicable.

6. Notwithstanding entry of this Order, the rights and arguments of all Mediation Parties and other parties in interest with respect to the discoverability or admissibility of information and documents exchanged in connection with the Mediation are expressly preserved.

7. Nothing contained in this Order shall in any way operate to, or have the effect of, imposing, impairing, altering, supplementing, changing, expanding, decreasing or modifying any rights or obligations of any insurer or of Johnson & Johnson or any of its subsidiaries or affiliates under any insurance contract issued to, naming, or providing or purporting to provide coverage to Johnson & Johnson or any of its subsidiaries or affiliates.

8. Except as provided in paragraphs 4 and 5 of this Order, this Order shall not affect: (a) any right of any party in interest to seek information from a Mediation Party or (b) any obligation of a Mediation Party to disclose information. Nothing in this Order shall affect the requirements for obtaining approval of a plan of reorganization or a settlement under the Bankruptcy Code, including under sections 1123 and 1125, or the Bankruptcy Rules, including Rule 9019, or any other applicable law, including, without limitation, any state public disclosure laws.

9. In the event of a conflict between the terms of this Order and those of D.N.J. LBR 9019-1 and 9019-2, the terms of this Order shall control.

10. All rights of the Mediation Parties are preserved and shall not be prejudiced by participation in the Mediation.

11. Notwithstanding anything contained herein, the terms of this Order shall be effective retroactively as of March 18, 2022 (i.e. the date of entry of the Original Mediation Order).

12. The entry of this Order and participation in the Mediation shall not be deemed consent to the jurisdiction of this Court over any Mediation Party for any matter.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

EXHIBIT I

- ACE Property and Casualty Insurance Company (f/k/a CIGNA Property & Casualty Insurance Company)
- Affiliated FM Insurance Company
- AIG Property Casualty Company (f/k/a Birmingham Fire Insurance Company of Pennsylvania)
- AIG Europe S.A. (as successor in interest to Union Atlantique d'Assurances S.A)
- AIU Insurance Company
- Allstate Insurance Company (solely as successor in interest to Northbrook Excess & Surplus Insurance Company, f/k/a Northbrook Insurance Company)
- Allianz Global Risk US Insurance Company (f/k/a Allianz Insurance Company and Fireman's Fund Insurance Company)
- Arrowood Indemnity Company
- ASR Schadeverzekering N.V. (as successor in interest to Assurantiekoor Van Wijk & Co.)
- Atlanta International Insurance Company (as successor in interest to Drake Insurance Company)
- Century Indemnity Company
- Employers Insurance Company of Wausau
- Employers Mutual Casualty Company, by its managing general agent and attorney-in-fact ProSight Specialty Insurance Company
- Everest Reinsurance Company
- First State Insurance Company
- Granite State Insurance Company
- Great Northern Insurance Company
- Hartford Accident and Indemnity Company
- The Insurance Company of the State of Pennsylvania
- Lexington Insurance Company
- Munich Reinsurance America, Inc. (f/k/a American Re-Insurance Company)
- National Casualty Company
- National Union Fire Insurance Company of Pittsburgh, Pa.
- New Hampshire Insurance Company
- The North River Insurance Company
- Pacific Employers Insurance Company
- N.V. Schadeverzekeringsmaatschappij Maas Lloyd (individually and as successor in interest to policies subscribed in favor of Johnson & Johnson by N.V. Rotterdamse Assurantiekas, n/k/a De Ark)
- Republic Indemnity Company of America
- Rheinland Versicherungen (as successor in interest only to the subscriptions of the former Dutch company Rheinland Verzekeringen)
- Sentry Insurance a Mutual Company (as assumptive reinsurer of Great Southwest Fire Insurance Company)

- Starr Indemnity & Liability Company (as successor in interest to Republic Insurance Company)
- TIG Insurance Company
- Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company)
- Westchester Fire Insurance Company
- Westport Insurance Corporation (f/k/a Puritan Insurance Company)

APPENDIX “B”

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*

THIRD REPORT OF THE INFORMATION OFFICER
May 20, 2022

INTRODUCTION

1. LTL Management LLC (the "**Debtor**" or "**LTL**") is an indirect subsidiary of Johnson & Johnson ("**J&J**"), which operates a worldwide business in healthcare, pharmaceuticals, and consumer goods. The Debtor was formed through a corporate restructuring within the J&J group of companies that was completed prior to the Debtor commencing proceedings under the U.S. Bankruptcy Code.[1] As part of the corporate restructuring, LTL was allocated certain assets and liabilities, including substantially all of the talc-related claims against its predecessor company, the entity formerly known as Johnson & Johnson Consumer Inc. ("**Old JJCI**"). The corporate restructuring and the allocation of the talc-related liabilities are the subject of significant disagreement among the parties in the Chapter 11 Case.
2. The Debtor's stated purpose in commencing the Chapter 11 Case and the related CCAA Recognition Proceedings is to attempt to equitably and permanently resolve all current and future talc-related claims against the Debtor, including approximately 38,000 pending talc-related ovarian cancer claims and additional mesothelioma claims. The Debtor has advised that

[1] Capitalized terms not defined have the meaning set forth below.

it believes a pause in the litigation while the parties pursue a potential settlement could avoid significant legal costs, avoid inconsistent treatment of talc claimants, and expedite distributions. The majority of participating groups of talc-related plaintiffs, but not all, have indicated that they prefer to continue litigating their talc-related claims outside of the bankruptcy process.

3. On March 18, 2022, the New Jersey Bankruptcy Court ordered mediation among the Debtor and certain of its stakeholders to attempt to facilitate a resolution of some or all of the issues in the Chapter 11 Case. On May 16, 2022, the New Jersey Bankruptcy Court entered an Amended Mediation Order, with changes to create a framework for broader participation by stakeholder groups representing the various stakeholder groups among the talc claimants, including Canadian talc claimants.
4. Mediation pursuant to the Amended Mediation Order has commenced and the Information Officer understands that further mediation sessions have been scheduled. The Information Officer will provide public updates as they are available.

PURPOSE

5. The purpose of this Third Report of the Information Officer (the "**Third Report**") is to provide information to the CCAA Court and Canadian stakeholders with respect to:
   i) the Chapter 11 Case including, among other things, the status of the TCC, the appeals of the Dismissal Opinion and the Injunction Opinion; and
   ii) the mediation.

TERMS OF REFERENCE

6. In preparing this Third Report and making the comments herein, the Information Officer has relied solely on information and documents provided by the Debtor and its Canadian and US legal counsel and on publicly available court documents filed by various parties (collectively, the "**Information**").
7. The Information Officer has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Information Officer has not audited, or otherwise attempted to verify the accuracy or completeness of such information in

a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the *Chartered Professional Accountants Canada Handbook* and, accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

8. Unless otherwise indicated, the Information Officer's understanding of factual matters expressed in this Third Report concerning the Debtor and its businesses is based on the Information, and not independent factual determinations made by the Information Officer.
9. Unless otherwise stated, all monetary amounts contained herein are expressed in United States Dollars.

THE PROCEEDINGS

10. On October 14, 2021 (the "**Petition Date**"), LTL commenced a case (the "**Chapter 11 Case**") by filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "**U.S. Bankruptcy Code**") with the United States Bankruptcy Court for the Western District of North Carolina (the "**North Carolina Bankruptcy Court**").
11. Following the first day hearings held on October 20, 2021 and October 22, 2021, the North Carolina Bankruptcy Court granted certain administrative orders and a temporary restraining order solely in favour of the Debtor and Old JJCI.
12. The North Carolina Bankruptcy Court entered an order on November 15, 2021: (i) declaring that the automatic stay applies to prohibit; and (ii) preliminarily enjoining, the commencement or continuation of Enjoined Talc Claims[2] against certain "Protected Parties", as set out in the order, for 60 days (i.e. until January 14, 2022), subject to modification or extension by an order of any court (the "**US Preliminary Injunction Order**").
13. On that same day, the North Carolina Bankruptcy Court made a ruling (reflected in an order dated November 16, 2021) transferring the Chapter 11 Case to the District of New Jersey.

[2] "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 (whether direct, derivative, joint and several, successor liability, vicarious liability, fraudulent or voidable transfer or conveyance, alter ego or otherwise). For the avoidance of doubt, Enjoined Talc Claims include, without limitation, all talc personal injury claims and other talc-related claims allocated to the Debtor from Old JJCI in the documents implementing the 2021 Corporate Restructuring. The Enjoined Talc Claims do not include talc-related claims for which the exclusive remedy is provided under workers' compensation statutes and similar laws.

14. On December 1, 2021, the Official Committee of Talc Claimants (the "**TCC**"), filed a motion to dismiss the Chapter 11 Case and on December 9, 2021, a law firm representing additional talc claimants filed a second motion to dismiss the Chapter 11 Case (the "**Motions to Dismiss**"). The Motions to Dismiss argued, among other things, that the Chapter 11 Case was not filed in good faith and that the plaintiffs should be permitted to pursue their remedies against the Debtor and its non-debtor affiliates through the tort system.
15. On December 15, 2021, the United States Bankruptcy Court for the District of New Jersey (the "**New Jersey Bankruptcy Court**") entered an order authorizing the Debtor to act as foreign representative (in such capacity, the "**Foreign Representative**") on behalf of its estate (the "**Foreign Representative Order**").
16. On December 16, 2021, the Debtor served an application pursuant to Part IV of the *Companies' Creditors Arrangement Act* (the "**CCAA**") to have the Chapter 11 Case recognized by the Ontario Superior Court of Justice (Commercial List) (the "**CCAA Court**") as a foreign main proceeding (the "**CCAA Recognition Proceedings**").
17. On December 17, 2021, the CCAA Court issued two orders pursuant to Part IV of the CCAA:
    i) the Initial Recognition Order (Foreign Main Proceeding), which, *inter alia*, recognizes the Debtor as the "foreign representative" and the Chapter 11 Case as a "foreign main proceeding", as defined in section 45 of the CCAA and stays all proceedings in Canada against the Debtor; and
    ii) the Supplemental Order (Foreign Main Proceeding) (the "**Supplemental Order**"), which, *inter alia*, recognizes the US Preliminary Injunction Order and the Foreign Representative Order, gives the US Preliminary Injunction Order and the Foreign Representative Order full force and effect in all provinces and territories in Canada pursuant to section 49 of the CCAA, and appoints Ernst & Young Inc. (the "**Information Officer**") as Information Officer in the CCAA Recognition Proceedings.
18. On January 15, 2022, the New Jersey Bankruptcy Court entered an order *inter alia* extending the US Preliminary Injunction to February 28, 2022.
19. From February 14 to 18, 2022, the New Jersey Bankruptcy Court conducted a hearing of the Motions to Dismiss and the motion for an extension of the US Preliminary Injunction Order (the "**Extended Injunction**").

20. On February 25, 2022, the New Jersey Bankruptcy Court released two opinions, denying the Motions to Dismiss (the "**Dismissal Opinion**") and granting the Extended Injunction (the "**Injunction Opinion**"). Copies of the Dismissal Opinion and the Injunction Opinion are attached at **Appendix "A"** and **Appendix "B"**, respectively.
21. Also on February 25, 2022, Justice Conway granted an extension of the stay of proceedings set out in the Supplemental Order to March 8, 2022 to allow all parties in Canada the opportunity to review and consider the impact of the New Jersey Bankruptcy Court's decisions.
22. On March 1, 2022, the Foreign Representative served a motion record, seeking an order recognizing the order implementing the Extended Injunction (the "**Extended Injunction Order**") to be entered by the New Jersey Bankruptcy Court.
23. On March 7, 2022, Justice Wilton-Siegel granted an order which, among other things, recognizes and gives the Extended Injunction full force and effect in all provinces and territories in Canada pursuant to section 49 of the CCAA (the "**Injunction Recognition Order**").
24. On May 16, 2022, the New Jersey Bankruptcy Court entered an amended order governing the terms of mediation of the issues in the Chapter 11 Case (the "**Amended Mediation Order**"). A copy of the Amended Mediation Order is attached hereto as **Appendix "C"**.

THE CANADIAN TALC LITIGATION

25. The Debtor commenced the Chapter 11 Case following, among other things, an increase in the number and pace of filing of lawsuits against Old JJCI and various co-defendants, which allege that JOHNSON'S® Baby Powder and, in some cases, a product called "Shower to Shower", cause ovarian cancer and mesothelioma. The Debtor is of the view that these claims have no valid scientific basis. The plaintiffs take the opposite view.
26. In Canada, as of the Petition Date, there were five talc-related proceedings commenced against Old JJCI, Johnson & Johnson Inc. (a Canadian subsidiary), and other parties (the "**Canadian Litigation**"). The Debtor has advised the Information Officer that the Canadian Litigation relates solely to ovarian cancer claims. None of the Canadian Litigation has been set for trial.
27. Since the filing date, the Debtor has advised the Information Officer that it has been served with twelve (12) additional statements of claim in Canada, set out on **Appendix "D"** hereto (collectively, the **"Post-filing Claims"**). The Information Officer wrote to counsel to the

plaintiffs and advised that such actions contravene the Extended Injunction Order and the Injunction Recognition Order, and that accordingly, no further steps may be taken by the named plaintiffs to advance the Post-filing Claims. Plaintiffs' counsel then advised the Information Officer that the Post-filing Claims were issued in order to address limitation period issues.

28. The Extended Injunction provides that any applicable time periods for commencement of claims are tolled until the later of "(a) the end of such period, including any suspension of such period occurring on or after the commencement of the case; or (b) 30 days after the termination or expiration of the preliminary injunction issued by this Order." Through conversations with the Debtor's Canadian counsel, counsel confirmed to the Information Officer that the Debtor is of the view that this language tolls applicable limitations periods during the period in which the Extended Injunction is effective and claimants therefore do not need to issue statements of claim to preserve applicable limitations periods. The Debtor and the Information Officer have conferred with Plaintiffs' counsel regarding the operation of the Extended Injunction Order and the Injunction Recognition Order. The Information Officer and the Debtor do not intend to take any further action regarding the Post-filing Claims provided no further claims are served and no further steps are taken in connection with the Post-filing Claims.

THE CHAPTER 11 CASE AND THE APPEALS

29. As described in detail in the Second Report of the Information Officer dated March 3, 2022 (the "**Second Report**"), there has been substantial litigation in the Chapter 11 Case with respect to the Motions to Dismiss and the Extended Injunction. Among other things, the claimants challenged the Debtor's good faith in entering into the corporate transactions to create the Debtor (the "**2021 Corporate Restructuring**") and the filing of the Chapter 11 Case.

30. On February 25, 2022, the New Jersey Bankruptcy Court entered the Dismissal Opinion and the Injunction Opinion. The decisions are lengthy – 56 pages and 54 pages – respectively, and address the arguments that were set out in the motion materials and responses and argued before the court. In sum, Judge Kaplan found that the Chapter 11 Case was not filed in bad faith and that the use of bankruptcy proceedings to resolve the ongoing talc litigation was a valid reorganizational purpose. Judge Kaplan further determined that the Extended Injunction was appropriate in the unusual circumstances presented. The Extended Injunction will remain

in place for the duration of the Chapter 11 Case and will be reviewed at regular intervals, beginning with June 29, 2022.

31. Following the decisions of the New Jersey Bankruptcy Court on February 25, 2022, multiple parties filed appeals of the orders resulting from the Dismissal Opinion and the Injunction Opinion, including Aylstock, Witkin, Kreis & Overholtz, TCC I (as defined below), TCC II (as defined below), and Arnold & Itkin LLP (the "**Appealing Parties**").
32. In order to expedite an appellate determination of the issues, the Appealing Parties sought direct certification to the United States Court of Appeals for the Third Circuit (the "**Circuit Court**"), thereby bypassing the appeal to the New Jersey District Court.
33. On March 30, 2022, Judge Kaplan delivered a decision from the bench in which he indicated that he would grant the motions for direct certification in order to expedite the appeals and on April 4, 2022, Judge Kaplan entered orders granting the motions.
34. On May 11, 2022, the Circuit Court entered an order granting the petitions for permission to appeal directly to the Circuit Court.

COMPOSITION OF THE TCC

35. The TCC is a statutory committee of tort claimants appointed by the North Carolina Bankruptcy Court, upon the recommendation of the Bankruptcy Administrator in that district, to represent the interests of all tort claimants in the Chapter 11 Case.
36. As described in detail in the Second Report, after the transfer of the case to the District of New Jersey, the United States Trustee for the District of New Jersey (the "**U.S. Trustee**") filed a notice purporting to disband the TCC and form two new committees. Although not set out in the notice, the members of the first committee "**TCC I**" were primarily ovarian cancer claimants, while the members of "**TCC II**" were mesothelioma claimants.
37. On January 19, 2022, Judge Kaplan determined that the U.S. Trustee could not disband the TCC without seeking leave of the New Jersey Bankruptcy Court but made no findings as to the appropriateness of such relief if it were brought before him. The result was that TCC I and TCC II would be disbanded and TCC would be reconstituted in the absence of an order of the New Jersey Bankruptcy Court. Although the U.S. Trustee did not bring a motion in respect of the official committee, TCC II sought to continue for purposes of the appeals, and through an

oral motion, sought to continue to function for additional purposes. Judge Kaplan denied the TCC II's motion.

38. Following denial of the TCC II's motion, additional parties sought modification of the TCC on the basis that mesothelioma claimants were overrepresented (given that they represent 40% of the originally constituted TCC by number of seats on the committee) or underrepresented (in light of the higher average jury verdicts and settlements paid to mesothelioma claimants) or that the individual claimants could bring particular skills or characteristics to the TCC that would otherwise be unrepresented.
39. In a ruling delivered from the bench on May 4, 2022, Judge Kaplan emphasized the obligation of the members of the TCC to represent all talc claimants, not just those who share similar personal characteristics. Given that no evidence was presented that the current TCC, as originally appointed by the North Carolina Bankruptcy Court, could not adequately represent talc claimants, Judge Kaplan declined to order any changes to the TCC.
40. The current members of the TCC are identified on **Appendix "E"** hereto.

MEDIATION

41. On March 18, 2022, the New Jersey Bankruptcy Court entered an order (the "**Mediation Order**") appointing two mediators (the "**Co-Mediators**") and designating the Debtor and its affiliates, the TCC I, the TCC II, and any Court-appointed Future Talc-Claimants Representative(s) as mediation parties (the "**Mediation Parties**"). The Mediation Order also imposes confidentiality provisions on the Mediation Parties.
42. Following entry of the Mediation Order, various insurers and the proposed representative plaintiff in the Alberta litigation ("**DiSanto**") sought modifications to the Mediation Order to permit additional parties to participate in the mediation. In addition, the proposed representative plaintiff in the Ontario litigation ("**Baker**") asked that the New Jersey Bankruptcy Court deny the DiSanto request to participate in the mediation, or defer the request until a Canadian court could determine the appropriate representative party for Canadian claimants.
43. In addition:
    i) the United States Trustee brought a motion seeking an order further clarifying the scope of the mediation and requesting that the Mediation Order be modified to clarify that the

mediation does not affect the statutory disclosure obligations regarding the settlement or plan proponent of the bankruptcy proceeding;

ii) the Ad Hoc Committee of States Holding Consumer Protection Claims (the "**Ad Hoc Group**"), acting on behalf of 40 member states and one district, brought a motion seeking an order modifying the scope of the mediation to only affect the parties to the mediation; and

iii) the Information Officer provided informal comments to the Co-Mediators, through counsel to the Debtor, seeking additional disclosure to the Information Officer.

44. At the May 3, 2022 hearing, the New Jersey Bankruptcy Court considered the requested modifications to the Mediation Order. Judge Kaplan advised that he would enter the Amended Mediation Order to address the immediate issues related to participation in the mediation and that he intended to appoint an additional mediator to mediate the consumer protection issues raised by the Ad Hoc Group. After further negotiation among the parties with respect to the form of order, the Amended Mediation Order was entered on May 16, 2022.

45. With respect to the Canadian plaintiffs, the Amended Mediation Order provides that each of DiSanto, Baker and the proposed representative plaintiff in British Columbia will be entitled to participate in the mediation. The Amended Mediation Order also provides that any other Canadian representative(s) including the Canadian representatives of the other putative classes active in Canada, who request to participate in the mediation and agree to be bound by the terms of the Amended Mediation Order, may participate in the mediation if the Co-Mediators determine in their sole discretion that such party should participate in the mediation or the New Jersey Bankruptcy Court orders such representative should participate.

46. Additionally, the Amended Mediation Order requires the Co-Mediators to provide the Information Officer with periodic oral updates and access to unredacted mediation reports.

47. The Co-Mediators have advised the Information Officer that mediation has begun and will continue next week.

48. Pursuant to the Amended Mediation Order, a mediation status report is due no later than May 31, 2022. In light of the Information Officer's confidentiality obligations, only public updates will be made available to the Service List.

CONCLUSION

49. As set forth in greater detail in the Second Report, the Information Officer believes that a coordinated approach that puts claimants in the U.S. and Canada on an equal procedural footing, including offering Canadian claimants an opportunity to participate in any settlement process, is appropriate.
50. As mediation may provide a framework for constructive discussions and may facilitate a settlement, the Information Officer encourages all participants to continue mediation, including the Debtor and the Canadian stakeholders and to negotiate in good faith towards a global resolution. The Information Officer is prepared to assist the parties and the Co-Mediators in the efforts as necessary and appropriate.

All of which is respectfully submitted this 20th day of May, 2022.

ERNST & YOUNG INC.
Solely In its capacity as Information Officer of
LTL Management LLC, and not in its personal capacity

Per:

Alex Morrison
Senior Vice President

Per:

Stuart Clinton
Senior Vice President

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

SECOND REPORT TO COURT

Cassels Brock & Blackwell LLP
2100 Scotia Plaza
40 King Street West
Toronto, ON M5H 3C2

Shayne Kukulowicz LSO #: 30729S
Tel: 416.860.6463
skukulowicz@cassels.com

Natalie Levine LSO #: 64908K
Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Information Officer

APPENDIX “C”

Order Filed on May 27, 2022
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-2(c)	
In Re: LTL MANAGEMENT LLC, Debtor.	Chapter 11 Case No. 21-30589 Hearing Date: May 24, 2022 Judge: Michael B. Kaplan

ORDER APPOINTING CO-MEDIATOR

The relief set forth on the following pages is hereby ORDERED.

DATED: May 27, 2022

Honorable Michael B. Kaplan
United States Bankruptcy Judge

WHEREAS, at hearings on March 8, 2022 and May 24, 2022, in the above captioned case (the "Case") the Court determined that mediation would produce a mutually agreeable resolution of all or some of the issues and claims in the Case;

WHEREAS, on May 16, 2022, the Court entered the *Amended Order Establishing Mediation Protocol* [D.I. 2300] (the "Amended Mediation Protocol Order");

Now, therefore, it is hereby **ORDERED** that:

1. The Hon. Donald H. Steckroth (Ret.) (the "Co-Mediator"), whose address is Cole Schotz P.C., 25 Main Street, Hackensack, New Jersey 07602 is hereby appointed as Co-Mediator in accordance with the terms of this Order effective as of May 16, 2022.

2. The Co-Mediator is authorized to mediate a comprehensive resolution of issues in the Case, which includes, without limitation, a chapter 11 plan, all matters related to the estimation and plan treatment of the consumer protection claims held by the states (the "Consumer Claims Mediation"), as well as all matters related to the estimation and plan treatment of personal injury claims against the estate related to talc or talc-containing products.

3. The following parties (the "Parties") are referred to the mediation in connection with the Consumer Claims Mediation: (i) the Debtor and its affiliates and (ii) the Ad Hoc Committee of States Holding Consumer Protection Claims.

4. All of the terms and conditions of the Amended Mediation Protocol Order shall apply to the Co-Mediator's appointment under this Order as if set forth herein at length.

5. In the event of a conflict between the terms of this Order and those of D.N.J. LBR 9019-1 and 9019-2, the terms of this Order shall control.

6. All rights of the Parties are preserved and shall not be prejudiced by participation in the Mediation.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

APPENDIX “D”

United States Bankruptcy Court for the District of New Jersey

Order Filed on July 28, 2022
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

In Re:	Case No.:	21-30589 (MBK)
LTL MANAGEMENT, LLC,	Chapter:	11
Debtor.	Hearing Date:	
	Judge:	Michael B. Kaplan

ORDER IDENTIFYING PROPOSED COURT-APPOINTED EXPERT

The relief set forth on the following pages, numbered two (2) through 2 is **ORDERED**.

DATED: July 28, 2022

Honorable Michael B. Kaplan
United States Bankruptcy Judge

Pursuant to Rule 706; and for the reasons set forth on the record on July 28, 2022; it is hereby

ORDERED that, upon its own motion, the Court identifies Kenneth R. Feinberg, Esq. as its proposed Court-Appointed Expert under Rule 706, and attaches to this Order correspondence from Mr. Feinberg as well as Mr. Feinberg's curriculum vitae; and it is further

ORDERED that the return date for the Court's motion is **August 11, 2022 at 10:00am**; and it is further

ORDERED that the motion will be decided on the papers. The Court will not entertain oral argument; therefore, no appearances are necessary. The Court will consider any written objections to Mr. Feinberg's appointment provided they are submitted to the Court no later than close of business on August 9, 2022.

THE LAW OFFICES OF
KENNETH R. FEINBERG PC

THE WILLARD OFFICE BUILDING
1455 PENNSYLVANIA AVENUE, N.W.
SUITE 390
WASHINGTON, D.C. 20004-1008

(202) 371-1110 (TELEPHONE)
(202) 962-9290 (FAX)

July 19, 2022

WRITER'S DIRECT DIAL NUMBER

The Honorable Michael B. Kaplan
Chief Judge, United States Bankruptcy Court
District of New Jersey
402 East State Street
Trenton, NJ 08608

In Re: LTL Management, LLC (Case No. 21-30589-MBK) (Potential Bankruptcy Court Estimation Expert)

Dear Judge Kaplan:

Per your request, I write to summarize my potential appointment as a Court ordered Estimation Expert in the above-captioned matter. I believe this summary reflects some of the important points discussed in our conversation last week.

Your Honor is considering appointing me as the Court's Estimation Expert with the task of forecasting and estimating the volume and value of current and future ovarian cancer and mesothelioma claims that remain at issue in the above-captioned bankruptcy. My appointment would be for a fixed period of time to be determined by the Court. During this period, I anticipate a series of separate confidential meetings with all interested participants as an essential component of an intense focused effort to finalize my conclusions and prepare a Final Report. I emphasize that I would provide a full and fair opportunity for all interested parties, and their experts, to be part of this proposed process.

After my Report is completed and submitted to the Court and the parties, you have suggested that a comprehensive Bankruptcy Court hearing would follow, at which time the Court and the parties would participate in a thorough examination of the facts and assumptions underlying my conclusions and the methodology used in completing my Report. Following this hearing the Court would then determine whether to accept, in whole or in part, the findings of my Report as part of the ongoing bankruptcy proceeding.

As the Court appointed Estimation Expert, I would enlist the support of an economic modeling firm and other professionals as may be necessary to complete my task. A comprehensive budget would be proposed and provided in conjunction with this assignment.

It is important to emphasize that I would not be acting as a mediator, currently my ongoing role in other recent bankruptcies involving asbestos, joint compound asbestos/talc, opioids, etc. (My attached resume lists these relatively recent bankruptcy mediation assignments and other disputes where I acted strictly as a mediator.) In all of these disputes, I have acted as a facilitator, a neutral third party seeking to bridge differences among mediation participants and their experts. As mediator, I do not reach conclusions or estimate volume or value; instead – using the information provided me by both sides – I urge the mediation participants to reach a voluntary settlement with the help of the mediator.

In this current bankruptcy, the Court has already appointed a group of qualified mediators. I would not be replicating their work. What the Court apparently contemplates is something quite different – my new role as a Court appointed Estimation Expert who would make projections pertaining to relevant claim volume and value. Accordingly, this assignment would in no way interfere with the ongoing efforts of your current mediators or my own current role as a mediator in other disputes.

I submit this letter at the request of the Court in order to articulate the proposed potential assignment. As such, I am ready to serve if and when the Court so requests.

Sincerely,

Kenneth R. Feinberg

Attachment (Long Form and Short Form CV)

KENNETH R. FEINBERG, ESQ.

The Law Offices of Kenneth R. Feinberg, PC

Kenneth R. Feinberg is one of the Nation's leading experts in alternative dispute resolution and is currently the Court-appointed Mediator in both the Imerys/Cyprus talc bankruptcy in Delaware, and the Honx asbestos bankruptcy in Texas; he is also the voluntary Mediator in the Georgia Pacific/Bestwall bankruptcy in North Carolina. He was co-Mediator in the successful Owens Illinois/Paddock asbestos bankruptcy proceeding in North Carolina.

Recently he served as the Court-appointed Mediator in both the successful Purdue and Mallinckrodt opioid bankruptcies in the Southern District of New York and Delaware.

Mr. Feinberg previously served as Special Master of the 9/11 Victim Compensation Fund, the Department of Justice Victims of State-Sponsored Terrorism Fund, the Department of Justice Boeing 737 Max Crash Victim Beneficiaries Compensation Fund, the Department of the Treasury's TARP Executive Compensation Program and the Treasury's Private Multiemployer Pension Reform program.

In 2010, Mr. Feinberg was appointed by the Obama Administration to oversee compensation of victims of the Deepwater Horizon oil rig explosion and BP oil spill in the Gulf of Mexico. He also served as Administrator of the New York State Dioceses' Independent Reconciliation and Compensation Funds, the One Orlando Fund, the GM Ignition Switch Compensation Program, and One Fund Boston Compensation Program arising out of the Boston Marathon bombings. He previously served as the Court-appointed Settlement Master in the Fiat/Chrysler Diesel Emissions class action settlement in San Francisco, and the GM ignition compensation claims resolution facility.

Mr. Feinberg recently served in a *pro bono* capacity as Administrator of the OneOrlando Fund, designing and implementing a claims program for the distribution of $30 million in corporate and private donations to the victims of the Pulse Nightclub shooting in Orlando in June 2016. Mr. Feinberg has also served in a *pro bono* capacity as Fund Administrator for the One Fund Boston Victim Relief Fund arising out of the Boston Marathon bombings, Advisor for the Newtown-Sandy Hook Victim Compensation Fund, Administrator of the Aurora Victim Relief Fund following the Colorado movie theater shootings in 2012, and Administrator of the Hokie Spirit Memorial Fund following the shootings at Virginia Tech University in 2007.

Mr. Feinberg was appointed by the Obama Administration and BP in 2010 to serve as Administrator of the Gulf Coast Claims Facility to compensate victims of the BP Deepwater Horizon oil spill in the Gulf of Mexico.

Secretary of the Treasury Timothy Geithner appointed Mr. Feinberg in 2009 to serve as Special Master of the Troubled Asset Relief ("TARP") Executive Compensation Program in order to determine the compensation structures of certain employees of Corporate TARP recipients who had received exceptional financial assistance. During this time, Mr. Feinberg also served as Court appointed Fee Examiner of the Lehman Brothers bankruptcy case, examining and instituting caps on fees and expenses charged by professionals retained during the bankruptcy process.

In 2008, Mr. Feinberg designed, implemented and administered Alternative Dispute Resolution Programs for Liberty Mutual Insurance Company and Zurich Insurance Company for resolving insurance claims arising from Hurricanes Katrina, Gustav, Ike and other hurricanes in the Gulf region.

Mr. Feinberg was appointed in June of 2007 as the Distribution Agent of *In Re: United States Securities and Exchange Commission v. American International Group, Inc.*, responsible for the design and implementation of a Plan for the distribution of a $800 million Fund to eligible claimants. He has also served as Fund Administrator in other prominent settlements including: *In Re: United States of America v. Computer Associates International, Inc.* (responsible for the design and implementation of a restitution fund of $275 million); *In Re: International Air Transportation Surcharge Antitrust Litigation* (responsible for the design and administration of a $200 million fund in both the United States and England); *In Re: Zyprexa Product Liability Litigation* (a $700 million settlement fund); and *In Re: Latino Officers Association City of New York v The City of New York* (a $17 million settlement fund).

Mr. Feinberg received his B.A. *cum laude* from the University of Massachusetts in 1967 and his J.D. from New York University School of Law in 1970, where he was Articles Editor of the *Law Review*. He was a Law Clerk for Chief Judge Stanley H. Fuld, New York State Court of Appeals from 1970 to 1972; Assistant United States Attorney, Southern District of New York from 1972 to 1975; Special Counsel, United States Senate Committee on the Judiciary from 1975 to 1978; Chief of Staff to Senator Edward M. Kennedy from 1978 to 1980; Partner at Kaye, Scholer, Fierman, Hays & Handler from 1980 to 1993; and founded The Law Offices of Kenneth R. Feinberg, PC.

MEDIATION

Special Settlement Master, In re: Andrew Herman. et al. v. Westinghouse Electric Corporation (employment discrimination class action).

Special Settlement Master, In re: "Agent Orange" Product Liability Litigation.

Special Settlement Master, County of Suffolk et al. v. Long Island Lighting Co. et al. (Shoreham Nuclear Facility class action RICO litigation).

Special Settlement Master, In re: Eagle-Picher Industries Inc. (national asbestos personal injury/wrongful death class action).

Special Settlement Master, In re: Joint Eastern and Southern District Asbestos Litigation (federal and state asbestos personal injury/wrongful death litigation arising out of exposures at the Brooklyn Navy Yard).

Special Settlement Master, In re: Asbestos Personal Injury Litigation (asbestos personal injury/wrongful death litigation pending in the Maryland State courts).

Special Settlement Master, In re: Joint Eastern and Southern District Asbestos Litigation (federal asbestos personal injury/wrongful death litigation arising out of exposures at various New York utilities).

Special Settlement Master/Referee, In re: DES Cases (federal and state personal injury/wrongful death DES litigation).

Trustee, In re: A.H. Robins Co. (Dalkon Shield Claimants' Trust).

Mediator, FRT Plywood Mediation (fire retardant plywood litigation involving allegations of defective roofs in approximately 250,000 homes).

Mediator in hundreds of matters involving allegations of antitrust violations, breach of contract, civil RICO violations, civil fraud and product liability; mediator in various commercial and insurance coverage disputes.

Member, National Panel, Center for Public Resources (one of 64 individuals selected nationally by the CPR to mediate and/or engage in other forms of alternative dispute resolution).

Arbitrator, American Arbitration Association.

Arbitrator, Marine Spill Response Corporation.

Former Vice-Chair, Committee on Alternative Dispute Resolution, American Bar Association.

LAW

Managing Partner, Feinberg Rozen, LLP (2009 – present).

Founder, The Feinberg Group, LLP, Washington, D.C. (1993-2009).

Partner, Kaye, Scholer, Fierman, Hays & Handler, Washington, D.C. (1980-1993).

Steven and Maureen Klinsky Lecturer on Law, Harvard University Law School, Cambridge, Mass. (2015-present)

Adjunct Professor of Law, Harvard University Law School, Cambridge, Mass. (2008-2015)

Adjunct Professor of Law, Georgetown University Law Center, Washington, D.C. (1979-Present).

Adjunct Professor of Law, University of Pennsylvania Law School, Philadelphia, PA (1998-2005).

Adjunct Professor of Law, New York University School of Law, New York, NY (2000-Present).

Adjunct Professor of Law, Columbia University Law School (2002-2006).

Adjunct Professor of Law, University of Virginia Law School, Charlottesville, VA (Current Semester 2000).

Adjunct Professor of Law, The Graduate School of Political Management, New York, New York. (1988-1990).

Visiting Lecturer, University of California, Los Angeles, Los Angeles, California (2007).

Visiting Lecturer, Vanderbilt University, Nashville, Tennessee (2008).

Visiting Lecturer, Duke University, Durham, North Carolina (2008).

Visiting Lecturer, New York Law School, New York, New York (2008).

Administrative Assistant, Senator Edward M. Kennedy, Washington, D.C. (1978-1980).

Special Counsel, United States Senate Committee on the Judiciary, Washington, D.C. (1977-1978).

General Counsel, Subcommittee on Administrative Practice and Procedure, United States Senate Committee on the Judiciary, Washington, D.C. (1975-1977).

Assistant United States Attorney, Southern District of New York (1972-1975).

COMMISSIONS

General Counsel, James Madison Memorial Fellowship Foundation. (Public Law No. 99-591 (1986) and, as amended, Public Law No. 101-208 (1989).

Member, Presidential Advisory Committee on Human Radiation Experiments (1994-1998).

Member, Presidential Commission on Catastrophic Nuclear Accidents. (1989-1990).

Member, Carnegie Commission Task Force on Science and Technology in Judicial and Regulatory Decisionmaking. (1989-Present).

Member, American Bar Association Special Committee on Mass Torts. (1988-1989).

Special Consultant, United States Sentencing Commission. (1984-1987); Chairman, New York State Committee on Sentencing Reform. (1985-1987).

EDUCATION

J.D. (Cum Laude), New York University School of Law (1970) (New York University Law Review; Butler Prize for "Unusual distinction in scholarship, character and professional activities;" Newman Prize for Ameritorious achievement in the area of public law.")

B.A. (Cum Laude), University of Massachusetts (1967) (Class commencement address)

Law Clerk, Chief Judge Stanley H. Fuld, New York State Court of Appeals. (1970-1972)

HONORS AND AWARDS

Listed in "The 100 Most Influential Lawyers in America," The National Law Journal (March 25, 2013).

Honorary Doctorate, Curry College, Milton, May 2013.

Honorary Doctor of Humane Letters, Salem State University, 2012.

Honorary Doctor of Laws, Saint Francis College, May, 2011.

Honorary Doctor of Laws, Suffolk University, May, 2010.

Designated "Lawyer of the Year" by the *National Law Journal* (December, 2004).

Listed in "Profiles in Power: The 100 Most Influential Lawyers in America" (*National Law Journal*, May 2, 1988; March 25, 1991; April 4, 1994; June 12, 2000; June 19, 2006).

Listed in "The Next Establishment: Twenty-Seven Future Leaders of America's Major Firms" (The American Lawyer, March, 1986).

Listed in "125 Alumni to Watch," University of Massachusetts (October 15, 1988).

Charles A. Fahy Annual Award for Best Adjunct Professor of Law, Georgetown University Law Center (1988-1989).

BAR AND PROFESSIONAL AFFILIATIONS

New York 1971

District of Columbia 1977

Massachusetts 1980

Southern District of New York 1973

Northern District of New York 1991

Federal District Court of the District of Columbia 1981

Federal District Court for the District of Massachusetts 1981

United States Court of Appeals for the Second Circuit 1972

Bar Association of the City of New York 1972

Bar Association of the District of Columbia 1977

Massachusetts Bar Association 1980

American Bar Association Ad Hoc Committee on Tort Law Reform (Chairman, Subcommittee on Statutory Compensation Systems).

Advisory Board, Center for Research in Crime and Justice of the New York University School of Law (1984)

Member of Board of Directors, Lawyers Committee for Human Rights, New York (1990).

Member of Board of Directors, National Organization for Victim Assistance, Washington, D.C. (1991)

Chairman of the Board of the RAND Institute for Civil Justice, Washington, D.C. (2009)

President of the Washington National Opera, Washington, D.C. (2007 – 2011)

Member, Board of Overseers, RAND Institute for Civil Justice, Washington, D.C. (2010-present)

Vice-Chairman of Human Rights First, New York, NY. (2007 - Present)

Member of the Board of Trustees, The Bazelon Center for Mental Health Law, Washington, D.C. (1996 - Present)

Founding Chairman, RAND Center for Catastrophic Risk Management and Compensation (2012 – present)

PUBLICATIONS

1. Books

Who Gets What? Fair Compensation After Tragedy and Financial Upheaval (Public Affairs Press, 2012).

What is Life Worth? The Unprecedented Effort to Compensate the Victims of 9/11 (Public Affairs Press, 2005).

2. Law Review Articles

"Unconventional Responses to Unique Catastrophes: Tailoring the Law to Meet the Challenges," The Thomas M. Cooley Law School, Law Review, Vol. 30, No. 3 (Hilary Term 2013)

"BP Exploration & Production Inc., et al." Supreme Court of the United States, On Petition for a Writ of Certiorari to the United States Court of Appeals, for the Fifth Circuit, No. 14-123 (2014)

"Unconventional Responses to Unique Catastrophes: Tailoring the Law to Meet the Challenges," Chapman Law Review, Chapman Dialogue Series, Vol. 17, No. 2 (Spring 2014)

"Is the Class Half-Empty or Half-Full?," Loyola University Chicago Law Journal, Vol. 44, No. 2 (Winter 2012)

"Democratization of Mass Litigation: Empowering the Beneficiaries," "The Democratization of Mass Litigation?" Columbia Journal of Law and Social Problems, Symposium, Vol. 45, No. 4, 481-498 (Summer 2012)

"Unconventional Responses to Unique Catastrophes," Akron L. Rev. Vol. 45, No. 3, 575-582 (2012)

"The September 11th Victim Compensation Fund of 2001: Policy and Precedent," New York Law School L. Rev. Vol. 56, 1115 (2011/12)

"Symposium on Executive Compensation," Keynote Address, 64, No.2 Vanderbilt L. Rev. 349 (2011)

"Reexamining the Arguments in Owen M. Fiss, Against Settlement," 78 Fordham L. Rev. 3 (2009)

"Keynote Presentation: The Sixth John A. Speziale Alternative Dispute Resolution Symposium," 27 No. 3 Quinnipiac University School of Law L. Rev. 779 (2009)

"Compensating Victims of Disaster: The United States Experience," 79 Papers on Parliament No. 49, Constitutional Politics and Other Lectures in the Senate Occasional Lecture Series (2008)

"Tributes to Justice Stephen G. Breyer," 64 N.Y.U. Annual Survey of American Law 1 (2008).

"How Can ADR Alleviate Long-Standing Social Problems? 34 Fordham Urban L.J., 785 (2007).

"Response to Robert L. Rabin," 106 Columbia L. Rev. 2 (2006).

"A Special Issue Dedicated to Judge Jack B. Weinstein," 97 Columbia L. Rev. 7 (1997).

"Response to Deborah Hensler, A Glass Half Full. A Glass Half Empty: The Use of Alternative Dispute Resolution in Mass Personal Injury Litigation," 73 Tex. L. Rev. 1647 (1995).

"Civil Litigation in the Twenty-First Century: A Panel Discussion," 59 Brooklyn L. Rev. 3 (1994).

"Federal Criminal Sentencing Reform: Congress and the United States Sentencing Commission," 28 Wake Forest L. Rev. 291 (1993).

"Using Mediation to Resolve Construction Disputes," in Cushman, Hedemann and Tucker, Alternative Dispute Resolution in the Construction Industry, ' 7.20 et seq. (John Wiley & Sons 1991).

"The Federal Law of Bribery and Extortion: Expanding Liability," in Obermaier and Morvillo, White Collar Crime: Business and Regulatory Offenses, ' 3.01 et seq. (Law Journal Seminars - Press 1990).

"The Dalkon Shield Claimants Trust," 53 Law and Contemporary Problems 79 (1990).

"The Federal Sentencing Guidelines: A Dialogue," 26 Crim. L. Bull. 5 (1990) (co-authored with Judge Stephen G. Breyer).

"Mediation -- A Preferred Method of Dispute Resolution," 16 Pepperdine L. Rev. 5 (1989).

"The Toxic Tort Litigation Crisis: Conceptual Problems and Proposed Solutions," 24 Houston L. Rev. 155 (1987).

"The Separation of Powers Issue in the Independent Counsel Debate," 25 Amer. Crim. L. Rev. 171 (1987).

"The Role of the Courts in Risk Management," 16 Environmental L. Reptr. (1986).

"Attorneys' Fees in the Agent Orange Litigation: Modifying the Lodestar Analysis for Mass Tort Cases," 14 N.Y.U. Rev, of Law & Social Change 613 (1986) (co-authored with John S. Gomperts).

"The Comprehensive Crime Control Act of 1984 -- The Insanity Defense, Commitment Procedures, Victim Assistance, and Witness Protection," 5 Legal Notes & Viewpoints 34 (August, 1985).

"Introduction: Symposium on the Crime Control Act of 1984," 22 Amer. Crim. L. Rev. xi (1985).

"Selective Incapacitation and the Effort to Improve the Fairness of Existing Sentencing Practices," 12 N.Y.U. Rev, of Law & Social Change 53 (1984).

"Legislative Options: Recent Developments in Tort Law Reform," 39 Bus. Lawyer 209, 216 (1983).

"Foreword to the White-Collar Crime Symposium," 21 Amer. Crim. L. Rev. vii (1983).

"Sentencing Reform and the Proposed Federal Criminal Code," 5 Hamline L. Rev. 217 (1982).

"Extraterritorial Jurisdiction and the Proposed Federal Criminal Code," 72 J. of Crim. Law and Criminology 385 (1981).

"Economic Coercion and Economic Sanctions: Extraterritorial Enforcement of the Federal Antitrust Laws," 30 Amer. Univ. L. Rev. 323 (1981).

"Toward a New Approach to Proving Culpability: Mens Rea and the Proposed Federal Criminal Code," 18 Amer. Crim. L. Rev. 123 (Summer 1980).

3. Essays

"The Myth of Moral Justice In-Print Symposium: A Brief Response," 4 Cardozo Public Law, Policy, and Ethics Journal 1 (2006).

"The September 11th Victim Compensation Fund," 32 ABA Litigation 2 (Winter 2006).

"The Federal Guidelines and the Underlying Purposes of Sentencing," Federal Sentencing Reporter at 326-327 (May/June 1991).

"Do Mass Torts Belong in the Courtroom?", 74 Judicature 237 (February, 1991).

"In the Shadow of Fernald: Who Should Pay the Victims?", 8 The Brookings Rev. 41 (1990).

"Settling a Mass Tort with a Claimants Trust," 9 Product Liability Law and Strategy 1 (October, 1990).

"How to Use Bankruptcy to Settle Mass Torts," 9 Product Liability Law and Strategy 8 (November, 1990).

"Drug Enforcement: Criminal Division," in America's Transition Blueprints for the 1990s 440 (M. Green & M. Pinsky, eds.) (1989).

Editor, Violent Crime in America (National Policy Exchange, 1983).

"Why NIJ should be Kept Within the Justice Department," 62 Judicature 306 (1979).

4. Newspaper Articles & Periodicals

"The Power 100: The 100 Most Powerful People in Finance," Worth: The Evolution of Financial Intelligence, p. 76 (Vol. 19, Edition 05; 2010).

"9/11 Fund: Once was Enough," The Washington Post, op-ed, p. A17 (September 11, 2008).

"Radiation and Responsibility," The Washington Post, p. A23 (October 9, 1995).

"Truth and Fairness in Sentencing," N.Y. Times A31 (April 24, 1987).

"Whatever Gramm-Rudman is, it is not Material for the Courts," 99 Los Angeles Daily J. 4 (1986).

"Gramm-Rudman is Not Court Material," N.Y. Times p. A31 (March 11, 1986).

"Comprehensive Crime Control Act of 1984 - New Approaches to Federal Criminal Law," (Part 1) N.Y. Law Journal 1 (1985).

"The New Federal Reforms for Sentencing Criminals," (Part 2) N.Y. Law Journal 1 (1985).

"Crime Control Act of 1984 - Changes in Substantive Law," (Part 3) N.Y. Law Journal 1 (1985).

"Crime Control Act of 1984 - Changes in Criminal Procedure," (Part 4) N.Y. Law Journal 3 (1985).

"Crime Control Act of 1984 - Insanity Defense, Commitment, Aid to Victims, Witness Protection," (Part 5) N.Y. Law Journal 1 (1985).

"Get Tough on Criminals: Forget the Death Penalty," The Washington Post (Outlook) p.1 (May 20, 1984).

"Conrail's Future," N.Y. Times p. 19 (March 2, 1981).

"Biggest Proposed Changes Affect Sentencing and White-Collar Crime," National Law Journal 22 (1980).

"Proposed Code: Order, Consistency Replace Loopholes, Archaic Laws," National Law Journal 48 (1980).

"The Federal Criminal Code: Reform Effort Long Overdue: Analysis of Pending Legislation in Congress," (Part 1) N.Y. Law Journal 1 (1980). "The Federal Criminal Code: Culpability and Jurisdiction: Analysis of Pending Legislation in Congress," (Part 2) N.Y. Law Journal 1 (1980). "The Proposed Federal Criminal Code," (Part 3) N.Y. Law Journal 3 (1980).

"The Proposed Federal Criminal Code: An Analysis," N.Y. Law Journal 3 (1980).

5. Official Documents

K. Feinberg, et al., Final Report of The Special Master for the September 11th Victim Compensation Fund of 2001 (Vols. I & II) (www.usdoj.gov/final_report.pdf)

"Criminal Code Reform Act of 1979," Report of the Committee on the Judiciary United States Senate to Accompany S. 1722, Rpt. No. 96-553, 96th Cong. 2d Sess. (1980) . (A primary author of treatise of some 1500 pages analyzing all current federal criminal laws and proposals for modification and change.)

"Testimony of Kenneth R. Feinberg, Esq., Special Settlement Master in the Agent Orange Product Liability Litigation Before the Senate Subcommittee on Nuclear Regulation Committee on Environment and Public Works United States Senate," Reauthorization of the Price-Anderson Act, 99th Cong., 1st Sess. at pp. 151 et seq. (1986).

"Testimony of Kenneth R. Feinberg, Former Chairman of the New York State Committee on Sentencing Guidelines before the House Subcommittee on Criminal Justice," Sentencing Guidelines Hearings Before the Subcommittee on Criminal Justice of the Committee on the Judiciary House of Representatives, 100th Cong. (1987).

"Testimony of Kenneth R. Feinberg, Court-Appointed Special Master, Agent Orange Litigation, before the Senate Veterans Affairs Committee," Oversight of the Operations of the Bureau of Veterans Affairs, Sen. Hearing 100-996, 100th Cong., 2d Sess. at pp. 33-39; 166-172 (1988).

"Testimony of Kenneth R. Feinberg, Former Special Master of the Federal September 11th Victim Compensation Fund of 2001, before the House Subcommittee on the Constitution, Civil Liberties and the House Subcommittee on Immigration, Citizenship, Refugees, Border Security, and International Law," H.R. 847, the "James Zadroga 9/11 Health and Compensation Act of 2009, U.S. House of Representatives, Committee on the Judiciary, Congressional Hearing, 111th Cong., pp. 1-80, (2009).

"Testimony of Kenneth R. Feinberg, Former Special Master for TARP Executive Compensation," Congressional Oversight Panel, Congressional Hearing, 111th Cong., (2010).

"Testimony of Kenneth R. Feinberg Administrator, Gulf Coast Claims Facility before the United States Senate Ad Hoc Subcommittee on Disaster Recovery," Gulf Coast Recovery – An Examination of Claims Administration and Social Services in the Aftermath of the Deepwater Horizon Oil Spill, Sen. Hearing, 112th Cong., (2011).

10.26.16

APPENDIX “E”

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:	Chapter 11
LTL MANAGEMENT LLC,	Case No. 21-30589 (MBK)
Debtor.	Honorable Michael B. Kaplan

DECLARATION OF KENNETH R. FEINBERG FOR APPOINTMENT AS COURT EXPERT

I, Kenneth R. Feinberg, declare pursuant to 28 U.S.C. §1746, under penalty of perjury, that:

1. On July 28, 2022, the Honorable Michael B. Kaplan, Bankruptcy Judge, entered an order on the Court's own motion, identifying me as the proposed Court-appointed expert ("Expert") under Rule 706 of the Federal Rules of Evidence. I respectfully submit this Declaration pursuant to that Order.
2. If appointed, I anticipate an extensive and intensive series of separate confidential meetings with all interested participants, as well as my own professionals who will assist me, as an essential component of an intense, focused effort to finalize my conclusions and prepare a Final Report consistent with the Court's Order of Appointment. I would provide a full and fair opportunity for all interested parties, and their experts, to be part of this process. My task is to prepare and file a Rule

706 report that estimates the volume and value of current and future ovarian and mesothelioma claims relating to the Case, whether arising in the United States or Canada.

3. My negotiated fee, to be paid by the Debtor, will be $500,000 per month, plus reasonable disbursements. The Debtor has agreed to this flat monthly fee. As my work progresses, I will employ professionals to assist me. Specific budgets will be provided for each retained professional and their fees will be included in my invoice as pass -through expenses.

4. I am an attorney in good standing in New York (1971), District of Columbia (1977) and Massachusetts (1980) and have been admitted by the Federal Courts in these respective jurisdictions as well as in the United States Courts of Appeals for the Second Circuit and District of Columbia. I am the sole lawyer of The Law Offices of Kenneth R. Feinberg, PC.

5. For most of my professional career, I have served as a mediator, arbitrator, claims administrator and/or Court-appointed special master in an effort to resolve complex disputes. As such, I have not acted as an advocate representing any particular party. Instead, I am a neutral without a client. In all of these disputes, I have acted as a facilitator to help the parties bridge differences among themselves and their experts.

6. I am currently the Court-appointed mediator in both the Imerys Talc and Cyprus Mines talc bankruptcy in Delaware and the Hess/Honx asbestos bankruptcy in

Texas. In addition, I am currently serving as a voluntary mediator in the Georgia Pacific/Bestwall bankruptcy in North Carolina. I acted as a co-mediator in the successful Owens Illinois/Paddock asbestos bankruptcy in North Carolina. I recently served as the Court-appointed mediator in the successful Purdue and Mallinckrodt opioid bankruptcies in the Southern District of New York and Delaware. In none of these mediations, and other cases, have I been asked to get involved in issues concerning Johnson & Johnson or LTL. In fact, in the Imerys Talc and Cypress Mines cases, I have been expressly asked not to get involved in any J&J or LTL issues, and I have not done so. Thus, there has not been any discussion or focus on J&J/LTL issues, including insurance coverage. No J&J subjects have ever been raised or discussed. At no time in the mediation did I receive as mediator any information – confidential or otherwise – pertaining to the estimated volume or value of individual Imerys Cyprus or J&J tort claims. And so far as insurance is concerned, the sole subject of the Imerys Cyprus mediation focuses on available insurance coverage pursuant to past and present insurance policies, and certainly not the estimated volume or value of individual tort claims.

7. J&J/LTL issues have likewise not been part of any of my previous mediation assignments.

8. I understand that my duty here is to the Court, and not to any particular party. Nor am I to act as a mediator in the J&J/LTL bankruptcy. My role here is expressly limited to my assignment as a Court-appointed, Rule 706 Estimation Expert.

9. I have reviewed the attached "LTL Management LLC Potentially Interested Parties (as of April 29, 2022)" list and "Schedule of Potentially Interested Parties (entered 11/23/21) " list. Both lists were provided at my request by the Debtor and are attached as Exhibit A. To the best of my knowledge, I have no connection to the Debtor, its creditors, any other potential party in interest set forth therein, or any person employed in the Office of the Unites States Trustee for Region 3. I point out, however, that during my professional career spanning over four decades acting as a mediator, arbitrator, claims administrator or Court-appointed special master, I have been involved in numerous complex disputes with many of the lawyers, law firms, companies and public officials referenced in these attached lists. In all such cases - with the exceptions noted below in this paragraph - I acted as a neutral and was not retained by any of these lawyers or companies referenced in the two lists. I also note the following:

- In my work as the Administrator of programs implemented for the resolution of various cases of sexual abuse of minors for various Catholic Church dioceses, I have retained the services of FTI Consulting, Inc. to assist me with administrative and technical tasks.
- Bank of America, N.A. is my personal and law firm banker.
- I have obtained personal insurance from Chubb Insurance Company.

- In the course of the Lehman bankruptcy in the Southern District of New York, I was the Court-appointed fee examiner working with the parties and the US Bankruptcy Trustee.
- In 2007 I was appointed Distribution Agent of *In Re: United States Securities and Exchange Commission v. American International Group, Inc.* by the US District Court for the Southern District of New York, responsible for the design and implementation of a Plan for the distribution of a $800 million Fund to eligible claimants.

10. In the event that additional information becomes available that reveals any connections with parties in interest, this Declaration will be amended or supplemented.
11. I do not believe that serving as a Court-appointed Expert in this matter will result in a conflict of interest with any of the disclosures referenced in this Affidavit.
12. Finally, in connection with my work as a Court-appointed Expert, it is my express understanding that I may be deposed by any party, may be called to testify by the Court or any party, and may be cross-examined by any party in connection with my anticipated Final Estimation Report.

Kenneth R. Feinberg

Kenneth R. Feinberg
August 10, 2022

EXHIBIT A

LTL Management LLC
Potentially Interested Parties (as of April 29, 2022)

Professionals Retained and Proposed to be Retained by Debtor

Blake, Cassels & Graydon LLP
Hogan Lovells
Orrick Herrington & Sutcliffe LLP
Skadden, Arps, Slate, Meager & Flom LLP

Debtor's Ordinary Course Professionals

Sills Cummis & Gross P.C.

The United States Trustee – Region 3 – District of New Jersey

Andrew R. Vara

Professionals Retained and Proposed to be Retained by Official Committee of Talc Claimants

FTI Consulting, Inc.
Gilbert LLP
Houlihan Lokey Capital, Inc.
Miller Thomson LLP
Monzack Mersky and Browder P.A.
Sherman, Silverstein, Kohl, Rose & Podolsky, P.A.
The Brattle Group

Members of the Official Committee of Talc Claimants and the Law Firms that Represent Them

Alishia Landrum
April Fair
Blue Cross Blue Shield of Massachusetts
Darlene Evans
Hill Hill Carter Franco Cole & Black, PC
Kellie Brewer
Kristie Doyle, as Estate Representative of Dan Doyle
Levin, Papantonio, Rafferty Proctor, Buchaman, O'Brien, Barr, Mougey, P.A.
Patricia Cook
Randy Derouen
Rebecca Love
Tonya Whetsel, as Estate Representative of Brandon Whetsel
William A. Henry, as Estate Representative of Debra Henry

The Future Talc Claimants Representative and Retained Professionals

Randi S. Ellis
Walsh Pizzi O'Reilly Falanga LLP

The Fee Examiner and Retained Professionals

Bernstein, Shur, Sawyer & Nelson, P.A.
Robert J. Keach
Traurig Law LLC

Co-Mediators

Gary Russo
Joel Schneider

Member States of Ad Hoc Committee of States Holding Consumer Protection Claims

Alabama
Alaska
Arkansas
Arizona
Colorado
Connecticut,
Delaware
Florida
Hawaii
Idaho
Illinois
Iowa
Kansas
Kentucky
Maine
Maryland
Massachusetts
Michigan,
Minnesota
Mississippi
Montana
Nebraska
Nevada
New Hampshire
New Jersey

New York
North Carolina,
North Dakota
Ohio
Oklahoma
Oregon
Rhode Island
South Dakota
Texas
Utah
Vermont
Virginia
Washington
Washington, D.C.
West Virginia
Wisconsin

<u>Counsel to Ad Hoc Committee of States Holding Consumer Protection</u>

Womble Bond Dickinson (US) LLP

<u>Parties to Pending Appeals and Their Counsel</u>

Arnold & Itkin LLP
Aylstock, Witkin, Kreis & Overholtz PLLC
KTBS Law LLP
Offit Kurman P.A.
Pachulski Stang Ziehl & Jones
Bailey Glasser LLP
Brandi Carl
Brown Rudnick LLP
Cooley LLP
Cooney & Conway
Dean Omar Branham Shirley LLP
Evan Plotkin
Genova Burns LLC
Giovanni Sosa
Golomb Spirit Grunfeld
Jan Deborah Michelson-Boyle
Karst & von Oiste LLP
Katherine Tollefson
Kazan, McClain, Satterley & Greenwood
Kristie Doyle as Estate Representative of Dan Doyle
Levy Konigsberg LLP
Lex Nova Law LLC
Massey & Gail LLP
Maune Raichle Hartley French & Mudd, LLC
Motley Rice
Otterbourg P.C.
Parkins Lee & Rubio LLP
Patricia Cook
Randy Derouen
Sherman Silverstein Kohl Rose & Podolsky, P.A.
Shirleeta Ellison
Tonya Whetsel as Estate Representative of Brandon Whetsel
Waldrep Wall Babcock & Bailey PLLC
Weitz & Luxenberg, P.C.

<u>Certain Law Professors Filing Amici Briefs</u>

Bruce Markell
Diane Dick
Erwin Chemerinsky
J. Marie Glover
Jared Ellias
Kenneth Ayotte
Robert K. Rasmussen
Susan Block-Lieb
Yesha Yadav

Bankruptcy Rule 2002 Appearances[1]

ACE Property and Casualty Insurance Company (f/k/a CIGNA Property & Casualty Insurance Company)
AIG Europe S.A. (as successor in interest to Union Atlantique d'Assurances S.A)
AIG Property Casualty Company (f/k/a Birmingham Fire Insurance Company of Pennsylvania)
AIU Insurance Company
Allianz Global risk U.S. Insurance Company (f/k/a/ Allianz Insurance Company and Fireman's Fund Insurance Company
Allianz Global Risk US Insurance Company, formerly known as Allianz Insurance Company
Allstate Insurance Company, solely as successor in interest to Northbrook

1 Where a Bankruptcy Rule 2002 appearance was filed by counsel on behalf of clients, the clients have been listed herein to the extent identified and where certain clients have not been identified, the filing counsel is listed, to the extent not otherwise listed herein.

SCHEDULE 1

Schedule of Potentially Interested Parties

LTL Management LLC
Potentially Interested Parties
(entered 11/23/21)

Debtor

LTL Management LLC

Direct Equity Owner of Debtor

Johnson and Johnson Consumer Inc.

Debtor's Direct Non-Debtor Subsidiary

Royalty A&M LLC

Other Non-Debtor Affiliates

3Dintegrated ApS
Acclarent, Inc.
Actelion Ltd
Actelion Manufacturing GmbH
Actelion Pharmaceuticals Australia Pty. Limited
Actelion Pharmaceuticals Korea Ltd.
Actelion Pharmaceuticals Ltd
Actelion Pharmaceuticals Mexico S.A. De C.V.
Actelion Pharmaceuticals Trading (Shanghai) Co., Ltd.
Actelion Pharmaceuticals UK Limited
Actelion Pharmaceuticals US, Inc.
Actelion Registration Limited
Actelion Treasury Unlimited Company
Akros Medical, Inc.
Albany Street LLC
ALZA Corporation
Alza Land Management, Inc.
AMO (Hangzhou) Co., Ltd.
AMO (Shanghai) Medical Devices Trading Co., Ltd.
AMO ASIA LIMITED
AMO Australia Pty Limited
AMO Canada Company
AMO Denmark ApS
AMO Development, LLC
AMO France
AMO Germany GmbH
AMO Groningen B.V.
AMO International Holdings
AMO Ireland
AMO Ireland Finance Unlimited Company
AMO Italy SRL
AMO Japan K.K.
AMO Manufacturing Spain S.L.
AMO Manufacturing USA, LLC
AMO Netherlands BV
AMO Nominee Holdings, LLC
AMO Norway AS
AMO Puerto Rico Manufacturing, Inc.
AMO Sales and Service, Inc.
AMO Singapore Pte. Ltd.
AMO Spain Holdings, LLC
AMO Switzerland GmbH
AMO U.K. Holdings, LLC
AMO United Kingdom, Ltd.
AMO Uppsala AB
AMO US Holdings, Inc.
AMO USA Sales Holdings, Inc.
AMO USA, LLC
Animas Diabetes Care, LLC
Animas LLC
Animas Technologies LLC
AorTx, Inc.
Apsis
Aragon Pharmaceuticals, Inc.
Asia Pacific Holdings, LLC
Atrionix, Inc.
AUB Holdings LLC
Auris Health, Inc.
Backsvalan 2 Aktiebolag
Backsvalan 6 Handelsbolag
Beijing Dabao Cosmetics Co., Ltd.
BeneVir BioPharm, Inc.
Berna Rhein B.V.
BioMedical Enterprises, Inc.
Biosense Webster (Israel) Ltd.
Biosense Webster, Inc.
C Consumer Products Denmark ApS
Calibra Medical LLC
Campus-Foyer Apotheke GmbH

Carlo Erba OTC S.r.l.
Centocor Biologics, LLC
Centocor Research & Development, Inc.
ChromaGenics B.V.
Ci:Labo Customer Marketing Co., Ltd.
Ci:z. Labo Co., Ltd.
Cilag AG
Cilag GmbH International
Cilag Holding AG
Cilag Holding Treasury Unlimited Company
Cilag-Biotech, S.L.
CNA Development GmbH
Codman & Shurtleff, Inc.
Coherex Medical, Inc.
ColBar LifeScience Ltd.
Company Store.com, Inc.
Cordis de Mexico, S.A. de C.V.
Cordis International Corporation
Corimmun GmbH
CoTherix Inc.
CSATS, Inc.
Darlain Trading S.A.
Debs-Vogue Corporation (Proprietary) Limited
DePuy France
DePuy Hellas SA
DePuy International Limited
DePuy Ireland Unlimited Company
DePuy Mexico, S.A. de C.V.
DePuy Mitek, LLC
DePuy Orthopaedics, Inc.
DePuy Products, Inc.
DePuy Spine, LLC
DePuy Synthes Gorgan Limited
DePuy Synthes Institute, LLC
DePuy Synthes Leto SARL
DePuy Synthes Products, Inc.
DePuy Synthes Sales, Inc.
DePuy Synthes, Inc.
Dr. Ci:Labo Co., Ltd.
DR. CI:LABO COMPANY LIMITED
Dutch Holding LLC
ECL7, LLC
EES Holdings de Mexico, S. de R.L. de C.V.
EES, S.A. de C.V.
EIT Emerging Implant Technologies GmbH
Ethicon Biosurgery Ireland
Ethicon Endo-Surgery (Europe) GmbH
Ethicon Endo-Surgery, Inc.
Ethicon Endo-Surgery, LLC
Ethicon Holding Sarl
Ethicon Ireland Unlimited Company
Ethicon LLC
Ethicon PR Holdings Unlimited Company
Ethicon Sarl
Ethicon US, LLC
Ethicon Women's Health & Urology Sarl
Ethicon, Inc.
Ethnor (Proprietary) Limited
Ethnor del Istmo S.A.
Ethnor Farmaceutica, S.A.
Ethnor Guatemala, Sociedad Anomina
Finsbury (Development) Limited
Finsbury (Instruments) Limited
Finsbury Medical Limited
Finsbury Orthopaedics International Limited
Finsbury Orthopaedics Limited
FMS Future Medical System SA
GH Biotech Holdings Limited
Global Investment Participation B.V.
GMED Healthcare BV
Guangzhou Bioseal Biotech Co., Ltd.
Hansen Medical Deutschland GmbH
Hansen Medical International, Inc.
Hansen Medical UK Limited
Hansen Medical, Inc.
Healthcare Services (Shanghai) Ltd.
I.D. Acquisition Corp.
Innomedic Gesellschaft für innovative Medizintechnik und Informatik mbH
Innovalens B.V.
Innovative Surgical Solutions, LLC
J & J Company West Africa Limited
J&J Pension Trustees Limited
J.C. General Services BV
Janssen Alzheimer Immunotherapy (Holding) Limited
Janssen Biologics (Ireland) Limited
Janssen Biologics B.V.
Janssen BioPharma, Inc.
Janssen Biotech, Inc.

Janssen Cilag Farmaceutica S.A.
Janssen Cilag S.p.A.
Janssen Cilag SPA
Janssen Cilag, C.A.
Janssen de Mexico, S. de R.L. de C.V.
Janssen Development Finance Unlimited Company
Janssen Diagnostics, LLC
Janssen Egypt LLC
Janssen Farmaceutica Portugal Lda
Janssen Global Services, LLC
Janssen Group Holdings Limited
Janssen Holding GmbH
Janssen Inc.
Janssen Irish Finance Company UC
Janssen Korea Ltd.
Janssen Oncology, Inc.
Janssen Ortho LLC
Janssen Pharmaceutica (Proprietary) Limited
Janssen Pharmaceutica NV
Janssen Pharmaceutica S.A.
Janssen Pharmaceutical
Janssen Pharmaceutical K.K.
Janssen Pharmaceutical Sciences Unlimited Company
Janssen Pharmaceuticals, Inc.
Janssen Products, LP
Janssen R&D Ireland
Janssen Research & Development, LLC
Janssen Sciences Ireland Unlimited Company
Janssen Scientific Affairs, LLC
Janssen Supply Group, LLC
Janssen Vaccines & Prevention B.V.
Janssen Vaccines Corp.
Janssen-Cilag
Janssen-Cilag (New Zealand) Limited
Janssen-Cilag A/S
Janssen-Cilag AG
Janssen-Cilag Aktiebolag
Janssen-Cilag AS
Janssen-Cilag B.V.
Janssen-Cilag de Mexico S. de R.L. de C.V.
Janssen-Cilag Farmaceutica Lda.
Janssen-Cilag Farmaceutica Ltda.
Janssen-Cilag GmbH
Janssen-Cilag International NV
Janssen-Cilag Kft.
Janssen-Cilag Limited
Janssen-Cilag Limited
Janssen-Cilag Manufacturing, LLC
Janssen-Cilag NV
Janssen-Cilag OY
Janssen-Cilag Pharma GmbH
Janssen-Cilag Pharmaceutical S.A.C.I.
Janssen-Cilag Polska, Sp. z o.o.
Janssen-Cilag Pty Ltd
Janssen-Cilag S.A.
Janssen-Cilag s.r.o.
Janssen-Cilag, S.A.
Janssen-Cilag, S.A. de C.V.
Janssen-Pharma, S.L.
J-C Health Care Ltd.
Jevco Holding, Inc.
JJ Surgical Vision Spain, S.L.
JJC Acquisition Company B.V.
JJHC, LLC
JJSV Belgium BV
JJSV Manufacturing Malaysia SDN. BHD.
JJSV Norden AB
JJSV Produtos Oticos Ltda.
JNJ Global Business Services s.r.o.
JNJ Holding EMEA B.V.
JNJ International Investment LLC
JNJ Irish Investments ULC
Johnson & Johnson
Johnson & Johnson - Societa' Per Azioni
Johnson & Johnson (Angola), Limitada
Johnson & Johnson (China) Investment Ltd.
Johnson & Johnson (Egypt) S.A.E.
Johnson & Johnson (Hong Kong) Limited
Johnson & Johnson (Ireland) Limited
Johnson & Johnson (Jamaica) Limited
Johnson & Johnson (Kenya) Limited
Johnson & Johnson (Middle East) Inc.
Johnson & Johnson (Mozambique), Limitada
Johnson & Johnson (Namibia) (Proprietary) Limited
Johnson & Johnson (New Zealand) Limited
Johnson & Johnson (Philippines), Inc.

Johnson & Johnson (Private) Limited
Johnson & Johnson (Thailand) Ltd.
Johnson & Johnson (Trinidad) Limited
Johnson & Johnson (Vietnam) Co., Ltd
Johnson & Johnson AB
Johnson & Johnson AG
Johnson & Johnson Belgium Finance Company BV
Johnson & Johnson Bulgaria EOOD
Johnson & Johnson China Ltd.
Johnson & Johnson Consumer (Hong Kong) Limited
Johnson & Johnson Consumer (Thailand) Limited
Johnson & Johnson Consumer B.V.
Johnson & Johnson Consumer Holdings France
Johnson & Johnson Consumer Inc.
Johnson & Johnson Consumer NV
Johnson & Johnson Consumer Saudi Arabia Limited
Johnson & Johnson Consumer Services EAME Ltd.
Johnson & Johnson d.o.o.
Johnson & Johnson de Argentina S.A.C. e. I.
Johnson & Johnson de Chile Limitada
Johnson & Johnson de Chile S.A.
Johnson & Johnson de Colombia S.A.
Johnson & Johnson de Costa Rica, S.A.
Johnson & Johnson de Mexico, S.A. de C.V.
Johnson & Johnson de Uruguay S.A.
Johnson & Johnson de Venezuela, S.A.
Johnson & Johnson del Ecuador, S.A.
Johnson & Johnson Del Paraguay, S.A.
Johnson & Johnson del Peru S.A.
Johnson & Johnson do Brasil Industria E Comercio de Produtos Para Saude Ltda.
Johnson & Johnson Dominicana, S.A.S.
Johnson & Johnson Enterprise Innovation Inc.
Johnson & Johnson European Treasury Company
Johnson & Johnson Finance Corporation
Johnson & Johnson Finance Limited
Johnson & Johnson Financial Services GmbH
Johnson & Johnson for Export and Import LLC
Johnson & Johnson Foundation Scotland (NON-PROFIT)
Johnson & Johnson Gateway, LLC
Johnson & Johnson Gesellschaft m.b.H.
Johnson & Johnson GmbH
Johnson & Johnson Guatemala, S.A.
Johnson & Johnson Health and Wellness Solutions, Inc.
Johnson & Johnson Health Care Systems Inc.
Johnson & Johnson Hellas Commercial and Industrial S.A.
Johnson & Johnson Hellas Consumer Products Commercial Societe Anonyme
Johnson & Johnson Hemisferica S.A.
Johnson & Johnson Holding GmbH
Johnson & Johnson Holdings K.K.
Johnson & Johnson Inc.
Johnson & Johnson Industrial Ltda.
Johnson & Johnson Innovation - JJDC, Inc.
Johnson & Johnson Innovation Limited
Johnson & Johnson Innovation LLC
Johnson & Johnson International
Johnson & Johnson International (Singapore) Pte. Ltd.
Johnson & Johnson International Financial Services Company
Johnson & Johnson Japan Inc.
Johnson & Johnson K.K.
Johnson & Johnson Kft.
Johnson & Johnson Korea Ltd.
Johnson & Johnson Korea Selling & Distribution LLC
Johnson & Johnson Limitada
Johnson & Johnson Limited
Johnson & Johnson LLC
Johnson & Johnson Luxembourg Finance Company Sarl
Johnson & Johnson Management Limited
Johnson & Johnson Medical (China) Ltd.
Johnson & Johnson Medical (Proprietary) Ltd

Johnson & Johnson Medical (Shanghai) Ltd.
Johnson & Johnson Medical (Suzhou) Ltd.
Johnson & Johnson Medical B.V.
Johnson & Johnson Medical Devices & Diagnostics Group - Latin America, L.L.C.
Johnson & Johnson Medical GmbH
Johnson & Johnson Medical Korea Ltd.
Johnson & Johnson Medical Limited
Johnson & Johnson Medical Mexico, S.A. de C.V.
Johnson & Johnson Medical NV
Johnson & Johnson Medical Products GmbH
Johnson & Johnson Medical Pty Ltd
Johnson & Johnson Medical S.A.
Johnson & Johnson Medical S.p.A.
Johnson & Johnson Medical SAS
Johnson & Johnson Medical Saudi Arabia Limited
Johnson & Johnson Medical Servicios Profesionales S. de R.L. de C.V.
Johnson & Johnson Medical Taiwan Ltd.
Johnson & Johnson Medical, S.C.S.
Johnson & Johnson Medikal Sanayi ve Ticaret Limited Sirketi
Johnson & Johnson Middle East FZ-LLC
Johnson & Johnson Morocco Societe Anonyme
Johnson & Johnson Nordic AB
Johnson & Johnson Pacific Pty Limited
Johnson & Johnson Pakistan (Private) Limited
Johnson & Johnson Panama, S.A.
Johnson & Johnson Personal Care (Chile) S.A.
Johnson & Johnson Poland Sp. z o.o.
Johnson & Johnson Private Limited
Johnson & Johnson Pte. Ltd.
Johnson & Johnson Pty. Limited
Johnson & Johnson Research Pty Ltd
Johnson & Johnson Romania S.R.L.
Johnson & Johnson S.E. d.o.o.
Johnson & Johnson S.E., Inc.
Johnson & Johnson Sante Beaute France
Johnson & Johnson SDN. BHD.
Johnson & Johnson Services, Inc.
Johnson & Johnson Servicios Corporativos, S. de R.L. de C.V.
Johnson & Johnson Surgical Vision India Private Limited
Johnson & Johnson Surgical Vision, Inc.
Johnson & Johnson Taiwan Ltd.
Johnson & Johnson UK Treasury Company Limited
Johnson & Johnson Ukraine LLC
Johnson & Johnson Urban Renewal Associates
Johnson & Johnson Vision Care (Shanghai) Ltd.
Johnson & Johnson Vision Care Ireland Unlimited Company
Johnson & Johnson Vision Care, Inc.
Johnson & Johnson, S.A.
Johnson & Johnson, S.A. de C.V.
Johnson & Johnson, s.r.o.
Johnson & Johnson, s.r.o.
Johnson and Johnson (Proprietary) Limited
Johnson and Johnson Sihhi Malzeme Sanayi Ve Ticaret Limited Sirketi
JOM Pharmaceutical Services, Inc.
La Concha Land Investment Corporation
Latam International Investment Company Unlimited Company
Lifescan
McNeil AB
McNeil Consumer Pharmaceuticals Co.
McNeil Denmark ApS
McNeil Healthcare (Ireland) Limited
McNeil Healthcare (UK) Limited
McNeil Healthcare LLC
McNeil Iberica S.L.U.
McNeil LA LLC
McNEIL MMP, LLC
McNeil Nutritionals, LLC
McNeil Panama, LLC
McNeil Products Limited
McNeil Sweden AB
MDS Co. Ltd.
Medical Device Business Services, Inc.
Medical Devices & Diagnostics Global Services, LLC

Medical Devices International LLC
Medical Industrial do Brasil Ltda.
Medos International Sarl
Medos Sarl
MegaDyne Medical Products, Inc.
Menlo Care De Mexico, S.A. de C.V.
Mentor B.V.
Mentor Deutschland GmbH
Mentor Medical Systems B.V.
Mentor Partnership Holding Company I, LLC
Mentor Texas GP LLC
Mentor Texas L.P.
Mentor Worldwide LLC
Micrus Endovascular LLC
Middlesex Assurance Company Limited
Momenta Ireland Limited
Momenta Pharmaceuticals, Inc.
NeoStrata Company, Inc.
NeoStrata UG (haftungsbeschränkt)
Netherlands Holding Company
Neuravi Inc.
Neuravi Limited
NeuWave Medical, Inc.
Novira Therapeutics, LLC
NuVera Medical, Inc.
Obtech Medical Mexico, S.A. de C.V.
OBTECH Medical Sarl
OGX Beauty AU Pty Ltd
OGX Beauty Limited
OMJ Holding GmbH
OMJ Ireland Unlimited Company
OMJ Pharmaceuticals, Inc.
Omrix Biopharmaceuticals Ltd.
Omrix Biopharmaceuticals NV
Omrix Biopharmaceuticals, Inc.
Ortho Biologics LLC
Ortho Biotech Holding LLC
Ortho-McNeil Pharmaceutical, LLC
Orthotaxy
Patriot Pharmaceuticals, LLC
Peninsula Pharmaceuticals, LLC
Penta Pty. Limited
Percivia LLC
Perouse Plastie
Pharmadirect Ltd.
Pharmedica Laboratories (Proprietary) Limited
PMC Holdings G.K.
Princeton Laboratories, Inc.
Productos de Cuidado Personal y de La Salud de Bolivia S.R.L.
Proleader S.A.
PT Integrated Healthcare Indonesia
PT. Johnson & Johnson Indonesia
Pulsar Vascular, Inc.
Regency Urban Renewal Associates
RespiVert Ltd.
RoC International
Rutan Realty LLC
Scios LLC
Sedona Enterprise Co., Ltd.
Sedona Singapore International Pte. Ltd.
Sedona Thai International Co., Ltd.
Serhum S.A. de C.V.
Shanghai Elsker For Mother & Baby Co., Ltd
Shanghai Johnson & Johnson Ltd.
Shanghai Johnson & Johnson
Pharmaceuticals Ltd.
Sightbox, LLC
Sodiac ESV
Spectrum Vision Limited Liability Company
Spectrum Vision Limited Liability Company
Spectrum Vision Limited Liability Partnership
Spine Solutions GmbH
SterilMed, Inc.
Sterilmed, Inc.
Surgical Process Institute Deutschland GmbH
Synthes Costa Rica S.C.R., Limitada
SYNTHES GmbH
Synthes GmbH
Synthes Holding AG
Synthes Holding Limited
SYNTHES Medical Immobilien GmbH
Synthes Medical Surgical Equipment & Instruments Trading LLC
Synthes Produktions GmbH
Synthes Proprietary Limited
Synthes S.M.P., S. de R.L. de C.V.

Synthes Tuttlingen GmbH
Synthes USA Products, LLC
Synthes USA, LLC
Synthes, Inc.
TARIS Biomedical LLC
TearScience, Inc.
The Anspach Effort, LLC
The Vision Care Institute, LLC
Tibotec, LLC
Torax Medical, Inc.
TriStrata, Incorporated
UAB "Johnson & Johnson"
Vania Expansion
Verb Surgical Inc.
Vision Care Finance Unlimited Company
Vogue International LLC
Vogue International Trading, Inc.
WH4110 Development Company, L.L.C.
Xian Janssen Pharmaceutical Ltd.
XO1 Limited
Zarbee's, Inc.

Managers and Officers of the Debtor

John Kim
Richard Dickinson
Robert Wuesthoff
Russell Deyo

Major Current Business Affiliations of Debtor's Managers

American Foundation for Opioid Alternatives
Lawyers for Civil Justice
Migration Policy Institute
Miller Center for Community Protection & Reliance, Eagleton Institute of Politics, Rutgers University
National Center for State Courts
National Council, McLean Hospital
New Jersey Civil Justice Institute
One Mind

Depository and Disbursement Banks

Bank of America, N.A.

Major Sureties

Chubb
Federal Insurance Company
Liberty Mutual Insurance Company
Travelers Casualty and Surety Company of America

Parties to Material Contracts with the Debtor

Johnson & Johnson
Johnson & Johnson Consumer Inc.
Johnson & Johnson Services, Inc.
U.S. Bank N.A.

Significant Co-Defendants in Talc-Related Litigation

3M Company
A.O. Smith Corporation
Albertsons Companies, Inc.
Avon Products, Inc.
Barretts Minerals, Inc.
BASF Catalysts LLC
Block Drug Company, Inc.
Borg Warner Morse Tec, Inc.
Brenntag North America
Brenntag Specialties, Inc.
Bristol-Myers Squibb Company
Carrier Corporation
Chanel, Inc.
Charles B. Chrystal Co., Inc.
Chattem, Inc.
Colgate-Palmolive Company
Conopco Inc.
Costco Wholesale Corporation
Coty, Inc.
Crane Co.
CVS Health Corporation
CVS Pharmacy, Inc.
Cyprus Amax Minerals Company
Cyprus Mines Corporation
Dana Companies, LLC
DAP Products, Inc.
Dollar General Corporation
Duane Reade Inc.

Eaton Corporation
Eli Lilly and Company
Elizabeth Arden, Inc.
Estee Lauder Inc.
Family Dollar Stores Inc.
Flowserve US, Inc.
FMC Corporation
Food 4 Less of California, Inc.
Ford Motor Company
Foster Wheeler, LLC
Gardner Denver, Inc.
General Electric Company
Genuine Parts Company
Goodyear Tire & Rubber Co.
Goulds Pumps, LLC
Grinnell LLC
Honeywell International, Inc.
Imerys Talc America, Inc.
Imerys USA, Inc.
IMO Industries Inc.
John Crane, Inc.
K&B Louisiana Corporation
Kaiser Gypsum Company, Inc.
Kmart Corporation
Kolmar Laboratories
Longs Drug Stores California
L'Oreal USA, Inc.
Lucky Stores, Inc.
Macy's, Inc.
Mary Kay Inc.
Maybelline LLC
Metropolitan Life Insurance Company
Noxell Corporation
Personal Care Products Council
Pfizer, Inc.
Pharma Tech Industries, Inc.
Pneumo Abex, LLC
PTI Royston, LLC
Publix Super Markets, Inc.
R.T. Vanderbilt Holding Company, Inc.
Ralphs Grocery Company
Revlon Consumer Products Corporation
Revlon, Inc.
Rite Aid Corporation
Safeway, Inc.
Sanofi-Aventis U.S. LLC
Shulton, Inc.
Specialty Minerals Inc.
Target Corporation
The Dow Chemical Company
The Estee Lauder Companies, Inc.
The Kroger Co.
The Procter & Gamble Company
Thrifty Payless, Inc.
Unilever Home & Personal Care USA
Union Carbide Corporation
Vanderbilt Minerals, LLC
ViacomCBS, Inc.
Walgreen Co.
Walmart, Inc.
Warren Pumps, LLC
Whittaker Clark & Daniels, Inc.
Wyeth Holdings LLC
Yves Saint Laurent America, Inc.

Debtors' Retained Professionals and Claims Agent

AlixPartners LLP
Bates White LLC
Epiq Corporate Restructuring LLC
Jones Day
King & Spalding LLP
McCarter & English, LLP
Rayburn Cooper & Durham, P.A.
Shook, Hardy & Bacon L.L.P.
Weil Gotshal & Manges LLP

Debtors' Significant Ordinary Course Professionals, Consultants, and Service Providers

Adler Pollock & Sheehan PC
Bailey Glasser LLP
Barnes & Thornburg, LLP
Barrasso Usdin Kupperman
Freeman & Sarver, L.L.C.
Blake, Cassels & Graydon LLP
Blank Rome LLP
Brown Greer PLC
Butler Snow LLP
Carlton Fields, P.A.

Chehardy, Sherman, Williams, Recile, & Hayes
Covington & Burling LLP
Damon Key Leong Kupchak Hastert
Davis Hatley Haffeman & Tighe
Dechert LLP
Elliott Law Offices, PA
Faegre Drinker Biddle & Reath LLP
Foliart, Huff, Ottaway & Bottom
Gibson, Dunn & Crutcher LLP
Goldman Ismail Tomaselli Brennan & Baum
Hartline Barger
HeplerBroom LLC
Irwin Fritchie Urquhart & Moore LLC
Johnson & Bell Ltd.
Jones, Skelton & Hochuli, P.L.C.
Kaplan, Johnson, Abate & Bird LLP
Kelley Jasons McGowan Spinelli Hanna & Reber, LLP
Kirkland & Ellis LLP
Kitch Drutchas Wagner Valitutti & Sherbrook
Lewis Brisbois Bisgaard & Smith, LLP
Manion Gaynor & Manning LLP
Miles & Stockbridge
Milligan & Herns
Morgan Lewis
Nelson Mullins Riley & Scarborough, LLP
Nutter McClennen & Fish LLP
Orrick, Herrington, & Sutcliffe, LLP
Patterson Belknap Webb & Tyler LLP
Proskauer Rose LLP
Quattlebaum, Grooms & Tull PLLC
Schnader Harrison Segal & Lewis
Schwabe Williamson & Wyatt
Sidley Austin LLP
Skadden, Arps, Slate, Meager & Flom LLP
Stoel Rives LLP
Sullivan Whitehead & Deluca LLP
Swartz Campbell LLC
The Weinhardt Law Firm
Tucker Ellis LLP
Willcox & Savage, P.C.

Known Professionals for Certain Non-Debtor Parties in Interest

Cravath, Swaine & Moore
White & Case LLP

Material Potentially Indemnified Parties

Bausch Health Companies Inc.
Cyprus Mines Corporation
Cyprus Talc Corp.
Imerys Talc America, Inc.
Imerys Talc Vermont, Inc.
Luzenac America, Inc.
Pharma Tech Industries, Inc.
PTI Royston, LLC
Rio Tinto America, Inc.
RTZ America, Inc.
Valeant Pharmaceuticals International, Inc.
Windsor Minerals Inc.
Costco Wholesale Corporation
Publix Super Markets, Inc.
Rite Aid Corporation
Safeway Inc.
Walmart Inc.

Law Firms with Significant Representations of Talc Claimants

Arnold & Itkin LLP
Ashcraft & Gerel, LLP
Aylstock, Witkin, Kreis & Overholtz, PLLC
Barnes Firm
Beasley Allen Law Firm
Cellino Law LLP
Dalimonte Rueb Stoller, LLP
Dean Omar Branham Shirley, LLP
Driscoll Firm, LLC
Fears Nachawati Law Firm
Ferraro Law Firm
Flint Law Firm LLC
Golomb Spirit Grunfeld, P.C.
Honik LLC
Johnson Law Group
Karst & von Oiste LLP
Kazan, McClain, Satterly & Greenwood PLC

Lanier Law Firm
Levy Konigsberg LLP
Maune Raichle Hartley French & Mudd, LLC
Miller Firm, LLC
Motley Rice LLC
Napoli Shkolnik PLLC
OnderLaw, LLC
Simmons Hanly Conroy LLC
Simon Greenstone Panatiere Bartlett, PC
The Gori Law Firm
Trammell PC
Weitz & Luxenberg, P.C.
Williams Hart Law Firm

Key Parties in *Imerys Talc America, Inc.* and *Cyprus Mines Corp. Chapter 11 Cases*

Cyprus Amax Minerals Company
Cyprus Mines Corporation
Cyprus Talc Corporation
Imerys S.A.
Imerys Talc America, Inc.
Imerys Talc Vermont, Inc. (fka Windsor Minerals Inc.)
James L. Patton
Luzenac America, Inc.
Official Committee of Tort Claimants (*In re Imerys Talc America, Inc.*)
Official Committee of Tort Claimants (*In re Cyprus Mines Corp.*)
Roger Frankel

Debtor's Insurers

A.G. Securitas
ACE Property & Casualty Insurance Company
Aetna Casualty and Surety Company
Affiliated FM Ins. Company
AIG Europe S.A.
AIG Property and Casualty Company
AIU Ins. Company
Allianz Ins. Company
Allianz Global Risks US Insurance Company
Allstate Insurance Company
American Centennial Ins. Company
American Motorists Ins. Company
American Re-Insurance Company
Arrowood Indemnity Company
ASR Schadeverzekering N.V.
Assurances Generales De France
Assurantiekantoor VanWijk & Co.
Atlanta International Insurance Company
Birmingham Fire Ins. Company of Pennsylvania
Central National Ins. Company of Omaha
Century Indemnity Company
Champion Dyeing Allocation Year
Chubb
City Ins. Company
Colonia Versicherungs AG, Koln
Continental Insurance Company
Darag Deutsche Versicherungs-Und Rückversicherungs-AG
Drake Ins. Company of New York
Employers Ins. Company of Wausau
Employers Ins. of Wausau
Employers Mutual Casualty Company
Eurinco Allgemeine Versicherungs AG, Dusseldorf
Everest Reinsurance Company
Fireman's Fund Ins. Company
First State Ins. Company
GAP
Gibraltar Casualty Company
Granite State Ins. Company
Great American
Great Northern Ins. Company
Great Southwest Fire Ins. Company
Groupe Drouot
Harbor Ins. Company
Hartford Accident and Indemnity Company
Home Ins. Company
Ideal Mutual Ins. Company
Industrial Indemnity Company
Ins. Company of North America
Ins. Company of the State of Pennsylvania
Ins. Corporation of Singapore Limited

Case 21-30589-MBK Doc 2881-4 Filed 08/11/22 Entered 08/11/22 11:20:20 Desc Main Document Page 19 of 23

Integrity Ins. Company
International Ins. Company
International Surplus Lines Ins. Company
Lexington Ins. Company
London Guarantee and Accident Company of N.Y.
L'Union Atlantique S.A. d'Assurances
Mead Reinsurance Corporation
Middlesex Assurance Company
Midland Ins. Company
Midstates Reinsurance Corp.
Mission Ins. Company
Mission National Ins. Company
Munich Reinsurance America, Inc.
Mutual Fire, Marine, & Inland Ins. Company
N.V. De Ark
N.V. Rotterdamse Assurantiekas
N.V. Schadeverzekeringsmaatschappij Maas Lloyd
National Casualty Company
National Union Fire Ins. Company of Pittsburgh, PA
Nationwide
New Hampshire Ins. Company
North River Ins. Company
Northbrook Excess and Surplus Ins. Company
Northeastern Fire Ins. Company of Pennsylvania
Pacific Employers Ins. Company
ProSight
Prudential Reinsurance Company
Puritan Insurance Company
Republic Indemnity Company of America
Republic Ins. Company
Republic Western Ins. Company
Repwest Insurance Company
Resolute Management Inc.
Rheinland Versicherungen
Rheinland Verzekeringen
Riverstone Insurers
Royal Belge I.R., S.A. d'Assurances
Royal Indemnity Company
Royal Ins. Company
Safety Mutual Casualty Corporation
Safety National Casualty Corporation
Seguros La Republica SA
Sentry Insurance A Mutual Company
Southern American Ins. Company
Starr Indemnity & Liability Company
TIG Insurance Company
Transamerica Premier Insurance Company
Transit Casualty Company
Travelers Casualty and Surety Company
UAP
Union Atlantique d'Assurances S.A.
Union Indemnity Ins. Company of New York
Westchester Fire Insurance Company
Westport Insurance Corporation
XL Ins. Company

Employees of the Bankruptcy Administrator's Office for the Western District of North Carolina

Alexandria Kenny
Anne Whitley
David Shepherd
Katrina Adams
Sarah Scholz
Shelley K. Abel

Bankruptcy Judges for the Western District of North Carolina

Judge George Hodges
Judge J. Craig Whitley
Judge Laura T. Beyer

Bankruptcy Rule 2002 Appearances[1]

AIG Europe S.A. (as successor in interest to Union Atlantique d'Assurances S.A)
AIG Property Casualty Company (f/k/a Birmingham Fire Insurance Company of Pennsylvania)
AIU Insurance Company
Wanda Allen
Allstate Insurance Company, as successor in interest to Northbrook Excess & Surplus Insurance Company, formerly Northbrook Insurance Company
Atlanta International Insurance Company (as successor in interest to Drake Insurance Company)
Arnold & Itkin LLP
ASR Schadeverzekering N.V. (as successor in interest to Assurantiekoor Van Wijk & Co.)
Aylstock, Witkin, Kreis & Overholtz, PLLC
Barnes Law Group
Bausch Health Americas, Inc. f/k/a Valeant Pharmaceuticals International
Bausch Health Companies Inc. f/k/a Valeant Pharmaceuticals International, Inc.
Bausch Health US, LLC f/k/a Valeant Pharmaceuticals North America LLC
Bestwall LLC
Blue Cross Blue Shield Association
Blue Cross Blue Shield of Massachusetts, Inc
Edna Brown
Barbara Busch
Beatriz Cabeza
Monica Cambron
Tarshwa Carter
Bridget Coates
Cohen, Placitella & Roth P.C.
Lillian Cohn-Sharon
The Continental Insurance Company
Elaine Cook
Cyprus Amax Minerals Company
Cyprus Mines Corporation
Gloria Davis
Dawn Dispensa
Patricia Dunbar
Fears Nachawati PLLC
Ann Frye-Moragne
Debra Fugiel
Victoria Gomes
Granite State Insurance Company
Andrea Harris
Charlette Hein
Tabitha Henry
Christine Hodge
Darlene Holland
Imerys Talc America, Inc.
Imerys Talc Canada Inc.
Imerys Talc Vermont, Inc.
The Insurance Company of the State of Pennsylvania
Johnson & Johnson
Johnson & Johnson Consumer Inc.
Voncile Jones
Amanda Joyce
Kazan, McClain, Satterley & Greenwood, PLLC
Shelly King
Mildred Kirk-Brown
Julie Lamore
Susan Leach
Mary Leinen
Levy Konigsberg LLP
Lexington Insurance Company
Jo Ellen Luster
Nancy Lyman
Massey & Gail LLP
Bernadette McGinnis
Pamela Morrill
National Union Fire Insurance Company of Pittsburgh, Pa.
New Hampshire Insurance Company
The North River Insurance Company
N.V. Schadeverzekeringsmaatschappij Maas Lloyd (individually and as successor in

[1] Where a Bankruptcy Rule 2002 appearance was filed by counsel on behalf of clients, the clients have been listed herein to the extent identified and where certain clients have not been identified, the filing counsel is listed, to the extent not otherwise listed herein.

interest to policies subscribed in favor of Johnson & Johnson by N.V. Rotterdamse Assurantiekas, n/k/a De Ark)
Kathleen O'Halloran
Lisa O'Neal
OnderLaw, LLC
The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing, Sales Practices and Precuts Liability Multi-District Litigation
RheinLand Versicherungen (as successor in interest only to the subscriptions of the former Dutch company Rheinland Verzekeringen)
Rio Tinto America Inc.
Cora Robinson
Robinson Calcagnie, Inc.
Lisa Sabatine
Maraldine Schmidt
Valerie Schultz
Isabel Spano
Starr Indemnity & Liability Company (as successor in interest to Republic Insurance Company)
State of Texas, Attorney General of Texas
Three Crowns Insurance Company
Christine Torres
Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company)
May Virata
Waldrep Wall Babcock & Bailey PLLC
Westchester Fire Insurance Company
Sharon Wildman
Oshunna Williams

LTL Management LLC
Additional Potentially Interested Parties

Debtor's Retained Professionals

Wollmuth Maher & Deutsch, LLP

Employees of the Office of the United States Trustee – Region 3 – District of New Jersey

Adela Alfaro
Kirsten K. Ardelean
Francyne D. Arendas
Michael Artis
Lauren Bielskie
Peter J. D'Auria
Neidy Fuentes
David Gerardi
Rosemarie Giles
Tia Green
Mitchell B. Hausman
Martha Hildebrandt
Joseph C. Kern
Daniel C. Kropiewnicki
Maggie McGee
Alexandria Nikolinos
Tina L. Oppelt
Angeliza Ortiz-Ng
Robert J. Schneider, Jr.
Jeffrey Sponder
Fran B. Steele
James Stives
William J. Ziemer

Bankruptcy Judges for the District of New Jersey

Judge Andrew B. Altenburg, Jr.
Judge Christine M. Gravelle
Judge Jerrold N. Poslusny, Jr.
Judge John K. Sherwood
Judge Kathryn C. Ferguson
Judge Michael B. Kaplan
Judge Rosemary Gambardella
Judge Stacey L. Meisel
Judge Vincent F. Papalia

Professionals Retained by Official Committee of Talc Claimants

Bailey & Glasser LLP
Brown Rudnick LLP
Genova Burns LLC
Massey & Gail LLP
Otterbourg P.C.
Parkins Lee & Rubio LLP

Bankruptcy Rule 2002 Appearances[1]

ACE Property and Casualty Insurance Company (f/k/a CIGNA Property & Casualty Insurance Company)
Albertsons Companies, Inc.
The Blue Cross Blue Shield Association
Brandi Carl
Central National Insurance Company of Omaha
Century Indemnity Company
Dean Omar Branham Shirley, LLP
Kristie Lynn Doyle
Employers Ins. Company of Wausau
Employers Ins. of Wausau
Employers Mutual Casualty Company
Federal Insurance Company
Roger Frankel
Great Northern Insurance Company
Imerys SA
Law Firm of Brian W. Hofmeister, LLC
The Miller Firm, LLC
Motley Rice LLC
Nationwide Indemnity

---

[1] Where a Bankruptcy Rule 2002 appearance was filed by counsel on behalf of clients, the clients have been listed herein to the extent identified and where certain clients have not been identified, the filing counsel is listed, to the extent not otherwise listed herein.

Pacific Employers Insurance Company Pension Benefit Guaranty Corporation Linda Rabasca
Republic Indemnity Company of America
Scottsdale Insurance
Sue Sommer-Kresse
Westchester Fire Insurance Company
Williams Hart Boundas Easterby, LLP

APPENDIX "F"

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

LTL MANAGEMENT, LLC,

Debtor.

Order Filed on August 15, 2022
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No.: 21-30589 (MBK)

Honorable Michael B. Kaplan

ORDER APPOINTING EXPERT
<u>PURSUANT TO FEDERAL RULE OF EVIDENCE 706</u>

The relief set forth on the following pages, numbered two (2) to seven (7), is hereby **ORDERED**.

DATED: August 15, 2022

Honorable Michael B. Kaplan
United States Bankruptcy Judge

WHEREAS, the Court, on its own motion, indicated an intention to appoint Kenneth R. Feinberg, Esq. as an expert (the "Court-Appointed Expert") pursuant to Federal Rule of Evidence 706 ("Rule 706") in connection with estimating the Debtor's liability for present and future talc claims under section 502(c) of the Bankruptcy Code;

WHEREAS, on July 28, 2022, the Court entered the Order Identifying Proposed Court-Appointed Expert (the "Original Court-Appointed Expert Order") [Dkt. 2791];

WHEREAS, consistent with the Original Court-Appointed Expert Order, Mr. Feinberg has consented to his appointment as an expert and indicated he is not unable to serve for any reason;

WHEREAS, this Order supplements the Original Court-Appointed Expert Order in accordance with the comments of the Court at the July 28 Hearing and input from the Debtor, the Official Committee of Talc Claims (the "TCC"), the Office of the U.S Trustee, and the Future Claims Representative (the "FCR" and, collectively with the Debtor and the TCC, the "Parties") regarding the terms of this Order.

Now, therefore, it is hereby, **ORDERED** that:

1. Kenneth R. Feinberg, Esq., whose address is The Law Offices of Kenneth R. Feinberg PC, The Willard Office Building, 1455 Pennsylvania Avenue, N.W., Suite 390, Washington, D.C.20004-1008, is hereby appointed by the Court as an expert pursuant to Rule 706 (the "Court-Appointed Expert") in accordance with the terms of this Order.

2. The Court-Appointed Expert shall prepare and file a Rule 706 report (the "Rule 706 Report") estimating the volume and values of current and future ovarian and mesothelioma claims for which the Debtor may be liable, whether arising in the United States or Canada (collectively,

the "Talc Claims").[1] Subject to Paragraph 4 below, the Rule 706 Report shall comply in all respects with Federal Rule of Civil Procedure 26(a)(2)(B), including, without limitation, to provide a complete statement of all opinions the Court-Appointed Expert will express regarding the Talc Claims and the basis and reasons for such opinions, and identify the facts or data considered by the Court-Appointed Expert in forming such opinions.

3. Subject to the terms of this Order and the terms of other orders of this Court, including, but not limited to, all confidentiality and privilege provisions set forth in the Agreed Protective Order Governing Confidential Information [Dkt. 948] (the "Protective Order"), the Amended Order Establishing Mediation Protocol [Dkt. 2300] (the "Mediation Protocol Order") and herein, the following terms and guidelines shall govern the process undertaken by the Court-Appointed Expert in preparation and submission of the Rule 706 Report:

a. The Court-Appointed Expert may, in his discretion, participate in confidential meetings with any interested party pursuant to Paragraph 4 below.

b. The Court-Appointed Expert may, in his discretion, request informal and formal discovery from the interested parties relevant to the Court-Appointed Expert's analysis of the volume and values of the Talc Claims.

c. Upon completion, the Rule 706 Report shall be submitted to the Court, the Debtor, the TCC, the FCR, the U.S. Trustee and the Co-Mediators (collectively, the "Submission Parties") and shall be filed on the docket under seal.

[1] For purposes of clarity and in response to an inquiry by counsel for the Ad Hoc Committee of States Attorney Generals with respect to talc-related claims, such "Talc Claims" to be estimated by the Court-Appointed Expert do not include the states' consumer protection claims. The parties are urged by the Court to continue their mediation efforts with respect to such claims.

d. Once unsealed, the Rule 706 Report may be offered as evidence at any hearing in this Case, including, without limitation, any hearing contemplated in Paragraph 3(e) below, only as provided by the Federal Rules of Evidence.[2] Notwithstanding the Court's appointment of the Court-Appointed Expert or any professional he may retain, the right of any party to object to the admissibility of all or any of the Court-Appointed Expert's opinions, conclusions or findings set forth in the Rule 706 Report at any hearing contemplated in Paragraph 3(e) below, are preserved in all respect, as are the rights of any party to oppose such objections.

e. Subject to the applicable rules of discovery, Rule 706(b) and any applicable orders of the Court, subsequent to the unsealing of the report, all parties in interest shall retain the right to take any discovery in connection with the Rule 706 Report, including, without limitation, obtaining the facts or data considered by the Court-Appointed Expert in forming the opinions containing in such Rule 706 Report, to cross-examine the Court-Appointed Expert, and otherwise evaluate his conclusions as part of any hearings to consider confirmation of one or more plans under section 1129 of the Bankruptcy Code or in any other contested proceeding relating to or in any way relying on or making use of the Rule 706 Report or any conclusions, findings or statements contained therein. As contemplated by Rule 706(e), nothing contained herein shall limit any party's right to use and rely upon their own experts.

---

[2] Again, for purposes of clarification and as stated by the Court as part of the July 28, 2022, bench ruling, the estimation by the Court-Appointed Expert is not intended to determine the coverage obligations of any insurers.

4. Confidentiality and Non-Confidential Information:

a. All parties, including the Co-Mediators, may have confidential *ex parte* communications with the Court-Appointed Expert. Except as otherwise specifically provided herein, the content of any confidential communications shall not be disclosed to any other party, shall not be subject to discovery in this or any other proceeding, and shall not be memorialized in a written record or transcript.

b. All parties may submit written submissions to the Court-Appointed Expert for his consideration, which submissions may contain facts or data that the parties believe the Court-Appointed Expert should consider. To the extent appropriate, the parties may designate information, facts or data in the submissions as "confidential" under the Protective Order and subject to the disclosure restrictions thereunder. Any written submissions designated as confidential may be used by the Court-Appointed Expert in the Rule 706 Report subject to redaction or other confidentiality protections in accordance with the terms of the Protective Order. Prior to the issuance of the Rule 706 Report, and upon the request of one or more parties, the Court-Appointed Expert may, in his discretion, disclose the facts or data underlying written submissions to other parties, subject to the terms of the Protective Order. After the unsealing of the Rule 706 Report, any written submissions provided to the Court-Appointed Expert shall be made available to all parties and shall be subject to discovery as provided in Paragraph 3(e) above.

5. The Parties shall fully and promptly cooperate with the Court-Appointed Expert and fully and promptly comply with any reasonable discovery or other requests by the Court-Appointed Expert for information, subject in each case to applicable attorney-client and similar privileges and protections.

6. The Court shall hold a conference at the hearing scheduled for **November 16, 2022 at 10:00 a.m. ET** regarding the status of the preparation and timing of filing of the Rule 706 Report and the scheduling, if appropriate, of any mandatory mediation sessions by the Co-Mediators.

7. This Order shall not affect: (a) except as provided in Paragraphs 2 – 5 of this Order and subject to the Court's statements on the record at the July 28 Hearing, any right of a party in interest to seek information or pursue discovery, including, without limitation, related to estimation or confirmation of any plan of reorganization, from a party-in-interest, or the right of any party to oppose such discovery; (b) any obligation of a party in interest to disclose information to the extent the information does not concern estimation of claims in this Case; or (c) subsequent to the filing and unsealing of the Court-Appointed Expert's Rule 706 Report, the right of any party to seek relief in respect of estimation of the Debtor's liability for talc claims, including, without limitation, a motion for approval of a specific estimation process. Nothing in this Order shall affect the requirements for obtaining approval of a plan of reorganization or a settlement under the Bankruptcy Code, including, without limitation, under sections 1123, 1125 and 1129, or the Bankruptcy Rules, including, without limitation, Rules 9014 and 9019, or any other applicable law, including, without limitation, any state public disclosure laws. For the avoidance of doubt, this Order shall not affect the rights of the FCR to serve formal or informal discovery on the Debtor or the TCC to obtain information and documents the FCR may deem necessary to assist in her future claims analysis.

8. The Court-Appointed Expert is authorized to retain such professionals as may be appropriate to complete the Rule 706 Report, subject to the provision of a budget to be filed with the Court. Any professional to be retained by the Court-Appointed Expert must file an affidavit (the "Affidavit") that discloses any and all connections to potential parties in interest ("PPI") in this Case and confirmation that a conflict search of all PPI was performed. As stated below, the Court will have no input into the professionals selected by the Court-Appointed Expert; however, the Court will allow all parties seven days after the filing of the Affidavit to file objections for the Court's consideration.

9. Pursuant to Rule 706(c), the Court-Appointed Expert and his professionals shall receive reasonable compensation as set by the Court and consistent with the Declaration filed by the Court-Appointed Expert and the Affidavits of his professionals to be filed on the dockert.

10. The Court has not directed and will not direct the Court-Appointed Expert as to the scope of information, evidence, or data he should consider or the professionals he should retain; nor will the Court discuss such matters with the Court-Appointed Expert until the issuance of the Rule 706 Report. Notwithstanding, the Court may have confidential *ex parte* communications with the Court-Appointed Expert on non-substantive matters.

11. All rights of parties in interest in connection with seeking approval of, or objecting to, a plan of reorganization or a settlement under the Bankruptcy Code or Bankruptcy Rules are preserved.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

13. The Court has considered and overruled all objections filed in response to the Court's Motion, unless otherwise addressed herein.

APPENDIX “G”

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 ALEX MORRISON
Sworn October 24, 2022

I, **Alex Morrison** of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS**:

I am a Senior Vice President with Ernst & Young Inc. ("**EYI**"), the Court Appointed Information Officer for LTL Management LLC and, as such, I have knowledge of the matters to which I hereinafter despose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

1. Attached hereto as **Exhibit "A"** is a schedule summarizing, for each invoice issued by the Information Officer for the period from November 16, 2021 to September 30, 2022, the fees, disbursements and total fees charged for each invoice.

2. Attached hereto as **Exhibit "B"** is a true copy of the invoices prepared by the Information Officer for fees and disbursements incurred by the Information Officer in the course of these proceedings in respect of the Debtor for the period from November 16, 2021 to September 30, 2022.

3. To the best of my knowledge, the rates charged by EYI throughout the course of these proceedings are comparable to the rates charged by other accounting firms in the Toronto market for the provision of similar services.

4. I make this affidavit in support of a motion by the Information Officer for, *inter alia*, approval of the fees and disbursements of the Information Officer.

SWORN remotely by Alex Morrison of the City of Toronto, in the Province of Ontario, before me at the City of Brampton, in the Province of Ontario, this 24th day of October, 2022 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.	))))	**Alex Morrison**

A commissioner for taking oaths, etc.

DONNA MARIE HATFULL, a
Commissioner, etc., Province of Ontario,
for Ernst & Young Inc.
Expires August 25, 2025.

THIS IS EXHIBIT "A" REFERRED TO
IN THE AFFIDAVIT OF
ALEX MORRISION SWORN BEFORE
ME THIS 24TH DAY OF OCTOBER 2022

Donna Hatfull

DONNA MARIE HATFULL, a
Commissioner, etc., Province of Ontario,
for Ernst & Young Inc.
Expires August 25, 2025.

Ernst & Young Inc.
THE COURT-APPOINTED INFORMATION OFFICER OF LTL MANAGEMENT LLC

Summary of the Information Officer's Fees & Disbursements
For the Period from November 16, 2021 to September 30, 2022

Invoice Date	Invoice #	Billing Dates	Hours	Information Officer's Fees	Out-of-Pocket Expenses	Administrative Expenses	Total
24-Jan-22	CA12C500007646	November 16, 2021 to January 14, 2022	74.9	54,227.50	177.89	2,711.38	57,116.77
17-Feb-22	CA12C500007750	January 15, 2022 to February 4, 2022	21.8	18,540.00		927.00	19,467.00
17-Feb-22	CA12C500007751	N/A			55,074.74 (1)	-	55,074.74
17-Mar-22	CA12C500007852	February 5, 2022 to March 4, 2022	73.1	67,292.50		3,364.63	70,657.12
03-May-22	CA12C500007991	March 7, 2021 to April 1, 2022	38.8	33,785.00		1,689.25	35,474.25
09-Jun-22	CA12C500008162	April 2, 2022 to April 30, 2022	32.9	30,432.50		1,521.63	31,954.13
01-Jul-22	CA12C500008260	May 1, 2022 to May 27, 2022	36.4	31,505.00		1,575.25	33,080.25
28-Jul-22	CA12C500008321	May 28, 2022 to June 30, 2022	47.5	38,267.50		1,913.38	40,180.88
01-Sep-22	CA12C500008433	July 1, 2022 to July 31, 2022	40.3	18,915.28	(1)	945.76	19,861.04
13-Oct-22	CA12C500008541	August 1, 2022 to August 31, 2022	52.3	41,207.50		2,060.38	43,267.88
20-Oct-22	CA12C500008562	September 1, 2022 to September 30, 2022	42.6	34,545.00		1,727.25	36,272.25
		Total Receiver Fees & Disbursements	**460.60**	**368,717.78**	**55,252.63**	**18,435.89**	**442,406.29**

Note:
1. A credit of $11,612.22 relating to newspaper advertisement expenses billed on February 17, 2022 was applied to invoice CA12C500008433.

THIS IS EXHIBIT "B" REFERRED TO
IN THE AFFIDAVIT OF
ALEX MORRISION SWORN BEFORE
ME THIS 24TH DAY OF OCTOBER 2022

Donna Hatfull

DONNA MARIE HATFULL, a
Commissioner, etc., Province of Ontario,
for Ernst & Young Inc.
Expires August 25, 2025.

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500007646
Please include this number with payment

Invoice Date:	January 24, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended January 14, 2022.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	54,227.50				54,227.50
Expenses	177.89				177.89
	54,405.39				**54,405.39**
Administrative Expenses @ 5%	2,711.38				2,711.38
Invoice summary	**57,116.77**				
Total:	**57,116.77**				**57,116.77**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to January 14, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	30.4	925	28,120.00
Stuart Clinton	Senior Vice President/ Partner	19.8	925	18,315.00
Magali Brazier	Manager	4.0	475	1,900.00
Emilie Arsenault Boulay	Senior	4.0	325	1,300.00
Donna Hatfull	Paraprofessional	0.8	275	220.00
Marie Jackson	Paraprofessional	15.9	275	4,372.50
Subtotal		**74.9**		**$ 54,227.50**

Disbursements

Design Charges		177.89
Total Disbursements	**$**	**177.89**
Sub total		**54,405.39**
Administrative Expenses @ 5%	$	2,711.38
Sub total	$	57,116.77
Total Invoice	**$**	**57,116.77**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500007750
Please include this number with payment

Invoice Date:	February 17, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended February 4, 2022.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	18,540.00				18,540.00
	18,540.00				**18,540.00**
Administrative Expenses @ 5%	927.00				927.00
Invoice summary	**19,467.00**				
Total:	**19,467.00**				**19,467.00**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to February 4, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	8.8	925	8,140.00
Stuart Clinton	Senior Vice President/ Partner	10.5	925	9,712.50
Donna Hatfull	Paraprofessional	0.1	275	27.50
Marie Jackson	Paraprofessional	2.4	275	660.00
Subtotal		**21.8**		**$ 18,540.00**

Sub total		**18,540.00**
Administrative Expenses @ 5%	$	927.00
Sub total	$	19,467.00
Total Invoice	**$**	**19,467.00**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500007751
Please include this number with payment

Invoice Date:	February 17, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Invoice for newspaper notifications published pursuant to the Endorsement issued by Justice Patillo of the Superior Court of Justice-Ontario Commercial List to provide notice that the Canadian Court had issued the Recognition Order (the "CCAA Recognition Order") declaring that the Chapter 11 case is recognized as a foreign main proceeding and granting of the stay of proceedings against LTL in Canada.

	Net	Tax	Rate	Tax Amount	**CAD** Total
Expenses	55,074.74				55,074.74
	55,074.74				**55,074.74**
Invoice summary	**55,074.74**				
Total:	**55,074.74**				**55,074.74**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Disbursements - Newspaper Notification Fees

Disbursements

Newspaper Notification Fees		55,074.74
Total Disbursements	**$**	**55,074.74**
Sub total		**55,074.74**
Total Invoice	**$**	**55,074.74**

Account	Date	Amount	Description
Cossette Media Inc	12-Jan-22	55,074.74	Advertising
Cossette Media Inc Total		55,074.74	
Grand Total		**55,074.74**	

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500007852
Please include this number with payment

Invoice Date:	March 17, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended March 4, 2022.

	Net	Tax	Rate	Tax Amount	**CAD** Total
Fee	67,292.50				67,292.50
	67,292.50				**67,292.50**
Administrative Expenses @ 5%	3,364.62				3,364.62
Invoice summary	**70,657.12**				
Total:	**70,657.12**				**70,657.12**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to March 4, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	37.8	925	34,965.00
Stuart Clinton	Senior Vice President/ Partner	34.8	925	32,190.00
Donna Hatfull	Paraprofessional	0.5	275	137.50
Subtotal		**73.1**		**$ 67,292.50**

Sub total		**67,292.50**
Administrative Expenses @ 5%	$	3,364.63
Sub total	$	70,657.13
Total Invoice	**$**	**70,657.12**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500007991
Please include this number with payment

Invoice Date:	May 03, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended April 1, 2022.

Payee number : 430119441

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	33,785.00				33,785.00
	33,785.00				**33,785.00**
Administrative Expenses @ 5%	1,689.25				1,689.25
Invoice summary	**35,474.25**				
Total:	**35,474.25**				**35,474.25**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to April 1, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	25.3	925	23,402.50
Stuart Clinton	Senior Vice President/ Partner	10.1	925	9,342.50
Emilie Arsenault Boulay	Senior	2.1	325	682.50
Donna Hatfull	Paraprofessional	0.1	275	27.50
Marie Jackson	Paraprofessional	0.7	275	192.50
Isabelle Gevry	Paraprofessional	0.5	275	137.50
Subtotal		**38.8**		**$ 33,785.00**

Sub total		**33,785.00**
Administrative Expenses @ 5%	$	1,689.25
Sub total	$	35,474.25
Total Invoice	**$**	**35,474.25**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500008162
Please include this number with payment

Invoice Date:	June 09, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended April 30, 2022.

Payee number: 430119441

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	30,432.50				30,432.50
	30,432.50				**30,432.50**
Administrative Expenses @ 5%	1,521.63				1,521.63
Invoice summary	**31,954.13**				
Total:	**31,954.13**				**31,954.13**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to April 30, 2022

Name	Position	Hours	Rate		Fees
Alex Morrison	Senior Vice President/ Partner	27.6	925		25,530.00
Stuart Clinton	Senior Vice President/ Partner	5.3	925		4,902.50
Subtotal		**32.9**		**$**	**30,432.50**

Sub total		**30,432.50**
Administrative Expenses @ 5%	$	1,521.63
Sub total	$	31,954.13
Total Invoice	**$**	**31,954.13**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500008260
Please include this number with payment

Invoice Date:	July 01, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ending May 27, 2022.

Payee number: 430119441

	Net	Tax	Rate	Tax Amount	**CAD** Total
Fee	31,505.00				31,505.00
	31,505.00				**31,505.00**
Administrative Expenses @ 5%	1,575.25				1,575.25
Invoice summary	**33,080.25**				
Total:	**33,080.25**				**33,080.25**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to May 27, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	22.8	925	21,090.00
Stuart Clinton	Senior Vice President/ Partner	6.5	925	6,012.50
Allen Yao	Vice President/ Senior Manager	7.0	625	4,375.00
Donna Hatfull	Paraprofessional	0.1	275	27.50
Subtotal		**36.4**		**$ 31,505.00**

Sub total		**31,505.00**
Administrative Expenses @ 5%	$	1,575.25
Sub total	$	33,080.25
Total Invoice	**$**	**33,080.25**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500008321
Please include this number with payment

Invoice Date:	July 28, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended June 30, 2022.

Payee number: 430119441

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	38,267.50				38,267.50
	38,267.50				**38,267.50**
Surcharge	1,913.38				1,913.38
Invoice summary	**40,180.88**				
Total:	**40,180.88**				**40,180.88**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to June 30, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	24.5	925	22,662.50
Stuart Clinton	Senior Vice President/ Partner	4.1	925	3,792.50
Allen Yao	Vice President/ Senior Manager	18.9	625	11,812.50
Subtotal		**47.5**		**$ 38,267.50**

Sub total		**38,267.50**
Administrative Expenses @ 5%	$	1,913.38
Sub total	$	40,180.88
Total Invoice	**$**	**40,180.88**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500008433
Please include this number with payment

Invoice Date:	September 01, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Payee number: 430119441

For professional services rendered for the period ended July 31, 2022.

	Net	Tax	Rate	Tax Amount	**CAD** Total
Fee	18,915.28				18,915.28
	18,915.28				**18,915.28**
Administrative Expenses @ 5%	945.76				945.76
Invoice summary	**19,861.04**				
Total:	**19,861.04**				**19,861.04**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to July 31, 2022

Name	Position	Hours	Rate		Fees
Alex Morrison	Senior Vice President/ Partner	14.0	925		12,950.00
Stuart Clinton	Senior Vice President/ Partner	3.8	925		3,515.00
Allen Yao	Vice President/ Senior Manager	22.5	625		14,062.50
Subtotal		**40.3**		**$**	**30,527.50**

Credit

Credit for overbilled amount by Globe & Mail for newspaper insert		**$**	**(11,612.22)**

Total Credits	**$**	**(11,612.22)**
Sub total		**18,915.28**
Administrative Expenses @ 5%	$	945.76
Sub total	$	19,861.04
Total Invoice	**$**	**19,861.04**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500008541
Please include this number with payment

Invoice Date:	October 13, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended August 31, 2022.

Payee number: 430119441

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	41,207.50				41,207.50
Administrative Expenses @ 5%	2,060.38				2,060.38
	43,267.88				**43,267.88**
Invoice summary	**43,267.88**				
Total:	**43,267.88**				**43,267.88**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to August 31, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	19.0	925	17,575.00
Stuart Clinton	Senior Vice President/ Partner	9.4	925	8,695.00
Allen Yao	Vice President/ Senior Manager	23.9	625	14,937.50
Subtotal		**52.3**		**$ 41,207.50**

Sub total		**41,207.50**
Administrative Expenses @ 5%	$	2,060.38
Sub total	$	43,267.88
Total Invoice	**$**	**43,267.88**

Ernst & Young Inc.
Toronto, ON

Invoice

LTL Management LLC
John Kim
Chief Legal Officer
501 George Street
New Brunswick, NJ 08933
USA

Invoice No.: CA12C500008562
Please include this number with payment

Invoice Date:	October 20, 2022
Due Date:	Upon receipt
Client No.:	0012731004
Engagement No.:	E-66366833

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered for the period ended September 30, 2022.

Payee number: 430119441

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	34,545.00				34,545.00
Administrative Expenses @ 5%	1,727.25				1,727.25
	36,272.25				**36,272.25**
Invoice summary	**36,272.25**				
Total:	**36,272.25**				**36,272.25**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

LTL Management LLC

Summary of Professional Fees to September 30, 2022

Name	Position	Hours	Rate	Fees
Alex Morrison	Senior Vice President/ Partner	16.8	925	15,540.00
Stuart Clinton	Senior Vice President/ Partner	9.6	925	8,880.00
Allen Yao	Vice President/ Senior Manager	16.2	625	10,125.00
Subtotal		**42.6**		**$ 34,545.00**

Sub total		**34,545.00**
Administrative Expenses @ 5%	$	1,727.25
Sub total	$	36,272.25
Total Invoice	**$**	**36,272.25**

APPENDIX “H”

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 NATALIE E. LEVINE
(sworn October 21, 2022)

I, NATALIE E. LEVINE, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a lawyer qualified to practice law in Ontario and a partner[1] with Cassels Brock & Blackwell LLP ("**Cassels**"), counsel for Ernst & Young Inc., in its capacity as Information Officer (the "**Information Officer**") appointed pursuant to the Supplemental Order granted in these proceedings on December 17, 2021. As such, I have knowledge of the matters to which I depose except where stated to be on information and belief, and where so stated, I verily believe it to be true.

2. During the period from November 15, 2021 to September 30, 2022, Cassels incurred fees and disbursements, including HST, in the amount of $711,777.82. Particulars of the work performed are contained in the invoices (the "**Invoices**") attached hereto and marked as **Exhibit "A"** to this affidavit.

3. Attached as **Exhibit "B"** is a schedule summarizing each Invoice in Exhibit "A", the total billable hours charged per Invoice, the total fees charged per Invoice and the average hourly rate charged per Invoice. The average hourly rate charged by Cassels is $756.79.

---

[1] My services are provided through a professional corporation.

4. Attached as **Exhibit "C"** is a schedule summarizing the respective years of call and billing rates of each individual at Cassels who acted for the Information Officer, as the case may be.

5. To the best of my knowledge, the rates charged by Cassels throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services, and the rates charged by Cassels for services rendered in similar proceedings.

6. I make this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of counsel of the Information Officer, and for no other or improper purpose.

SWORN BEFORE ME by video conference on this 21st day of October 2022. The affiant and I both were located the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Alec Hoy

A commissioner for Taking Affidavits
(or as may be)

NATALIE E. LEVINE

Commissioner Name: Alec Hoy
Law Society of Ontario Number:85489K

This is Exhibit "A" referred to in the affidavit of Natalie E. Levine, affirmed before me by videoconference on October 21, 2022 in accordance with O. Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario.

Alec Hoy

……………………………………………………...

A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

<u>EXHIBIT “A”</u>

True Copies of the Invoices issued to the Information Officer for fees and disbursements incurred by Cassels Brock & Blackwell LLP

Cassels

Invoice No:	2157523
Date:	December 31, 2021
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Stuart Clinton
Ernst & Young Inc.
Stuart Clinton
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including December 15, 2021

Our Fees	46,529.00
Disbursements	250.89
Total Fees and Disbursements	46,779.89
HST @ 13.00%	6,081.39
TOTAL DUE (CAD)	**52,861.28**

We are committed to protecting the environment. Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire Payments:
Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 47696 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:
Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2157523
Matter No.:	025522-00024
Amount:	**CAD 52,861.28**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Nov-15-21	N. Levine	Review materials; review first day materials; research precedent orders;	1.80
Nov-16-21	N. Levine	Research precedent orders; call with company counsel;	0.70
Nov-16-21	S. Kukulowicz	Review of various precedents regarding CCAA Part IV filing orders and update emails;	0.50
Nov-17-21	N. Levine	Review precedent materials; consider injunction application in Canada;	0.60
Nov-18-21	S. Kukulowicz	Office conference with N. Levine regarding status; review of background info on US Chapter 11 filing;	1.10
Nov-18-21	N. Levine	Review updated docket;	0.10
Nov-22-21	N. Levine	Consider new documents;	0.60
Nov-23-21	S. Kukulowicz	Review of various update emails;	0.40
Nov-24-21	N. Levine	Call with foreign representative counsel; correspondence with client; review motion materials; comment on materials;	1.40
Nov-24-21	S. Kukulowicz	Review of emails regarding US Foreign Rep. Motion; review of draft US pleadings;	1.60
Nov-30-21	S. Kukulowicz	Review of US pleadings;	1.00
Dec-01-21	N. Levine	Draft email client; call with S, Kukulowicz; review motion materials; correspond with client regarding same;	1.00
Dec-01-21	S. Kukulowicz	Review of draft affidavit in support of recognition proceedings and letter to plaintiff counsel in class action proceedings; exchanged emails with N. Levine regarding draft affidavit;	1.40
Dec-02-21	N. Levine	Review case law on foreign reps; provide comments on materials; consider report issues; call with company counsel; call with EY; email to company counsel; review draft orders;	3.10
Dec-02-21	S. Kukulowicz	Further review of draft affidavit in support of recognition order; telephone attendance with N. Levine regarding various issues; conference call with S. Clinton and A. Morrison regarding draft pleadings and related issues; review of emails with EY and Blakes; review of draft orders and emails regarding scheduling of US hearings;	3.30
Dec-03-21	N. Levine	Comment on orders; discuss orders with Cassels team and EY; work on orders; call with company; revise consent; revise orders and correspond with company;	2.90
Dec-03-21	S. Kukulowicz	Review of committee's motion to dismiss chapter 11 proceedings and related emails; review of emails regarding draft orders; exchanged emails with N. Levine;	1.90
Dec-06-21	N. Levine	Email to company counsel; brief review of materials provided by company;	0.20
Dec-07-21	N. Levine	Brief review of materials; review discovery dispute; review motion materials regarding FCR;	0.90
Dec-07-21	S. Kukulowicz	Review of US background pleadings;	1.40

Date	Name	Description	Hours
Dec-08-21	N. Levine	Consider objection to foreign rep motion; consider other objections; communicate with client and company counsel;	1.10
Dec-08-21	S. Kukulowicz	Office conference with N. Levine regarding status; review of Limited Objection by Committee of talc claimants to appointment of Estate Representative;	0.80
Dec-09-21	N. Levine	Call with S. Kukulowicz regarding materials; emails with company counsel; review additional US filings;	1.50
Dec-09-21	S. Kukulowicz	Review of emails regarding Miller Thompson retainer for committee of talc claimants; review of revised affidavit in support of recognition orders;	1.40
Dec-10-21	N. Levine	Correspond with client regarding objection and upcoming hearing;	0.30
Dec-10-21	S. Kukulowicz	Exchanged emails and telephone attendance with N. Levine regarding limited objection and recognition materials; further review of supporting affidavit and proposed US exhibits;	1.20
Dec-13-21	N. Levine	Correspond with client and company regarding upcoming hearings; review correspondence from other parties; call with company; review additional MTD; outline submissions; call with client;	2.90
Dec-13-21	S. Kukulowicz	Further review of draft recognition materials; review of second motion to dismiss U.S. bankruptcy case; office conference with N. Levine regarding recognition hearing and status of US proceedings; review of emails regarding class action certification issues; conference call with Blakes regarding status; conference call with EY;	3.40
Dec-14-21	S. Kukulowicz	Review of LTL reply to Talc Committee's limited objection in US proceedings; review of draft application materials for Canadian recognition;	1.60
Dec-14-21	N. Levine	Revise responses and prepare for hearing; draft report; review court materials; review materials; outline report; review information brief;	2.40
Dec-15-21	N. Levine	Prepare for hearing; monitor US hearing; draft report; comment on factum; call with company counsel; comment on orders; review adversary materials;	6.20
Dec-15-21	S. Kukulowicz	Monitored US hearing for, among other relief, appointment of Foreign Rep.; review of draft factum; review of Continuation Orders (class actions); review of comments on recognition orders from Canadian Counsel to Talc Committee; conference call with Blakes and EY regarding draft Orders;	5.50
Dec-15-21	B. Goodis	Create blacklines for internal working group review of draft supplemental order;	0.20

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Kukulowicz, Shayne	Partner	26.50	1,020.00	27,030.00
Levine, Natalie	Partner	27.70	700.00	19,390.00
Goodis, Benjamin	Associate	0.20	545.00	109.00
Total (CAD)		**54.40**		**46,529.00**

Our Fees	46,529.00	
HST @ 13.00%	6,048.77	
TOTAL FEES & TAXES (CAD)		**52,577.77**

DISBURSEMENT SUMMARY

Taxable Disbursements		
Copies	179.00	
Delivery	63.72	
Binding, Tabs, Disks, etc	8.17	
Total Taxable Disbursements	250.89	
HST @ 13.00%	32.62	
Total Taxable Disbursements & Taxes	283.51	
TOTAL DISBURSEMENTS & TAXES (CAD)		**283.51**

TOTAL FEES	**46,529.00**
TOTAL DISBURSEMENTS	**250.89**
TOTAL TAXES	**6,081.39**
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	**52,861.28**

Cassels

Invoice No:	2159874
Date:	February 09, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including January 31, 2022

Our Fees	76,165.00
Disbursements	250.39
Total Fees and Disbursements	76,415.39
HST @ 13.00%	9,925.88
TOTAL DUE (CAD)	**86,341.27**

We are committed to protecting the environment. Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire Payments:

Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 47696 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2159874
Matter No.:	025522-00024
Amount:	**CAD 86,341.27**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Dec-16-21	N. Levine	Outline report; review additional injunction materials; review report; review responsive materials; prepare for court;	5.40
Dec-16-21	S. Kukulowicz	Review of various emails regarding draft orders and proposed endorsement; review of draft report and exchanged emails with N. Levine regarding comments and requirement for pre-filing report; review of funding agreement and motion by US trustee to review pre-filing transactions; exchanged emails with EY regarding pre-filing report; review of finalized application record of LTL; review of opposition filed by Merchant Law Group; review of written submissions of the Official Committee of Talc Claimants; telephone attendance with N. Levine regarding materials filed by other parties; exchanged emails with L. Rogers;	7.30
Dec-16-21	B. Goodis	Review and comment on draft first report of information officer and discuss comments with N. Levine; review of funding agreement, other initial materials, and discuss funding agreement matter with N. Levine; emails with S. Kukulowicz and N. Levine;	3.00
Dec-17-21	S. Kukulowicz	Prepared submissions for court hearing; prep call with EY; conference call with Blakes regarding hearing; participated in hearing and follow-up discussions; exchanged emails regarding notice to Canadian Courts of stay of proceedings; review of emails regarding dates for next court hearing;	3.30
Dec-17-21	B. Goodis	Prepare draft letter to Canadian Courts, including review of work of student C. Cusinato to obtain proper addresses and email addresses and confirm same; instructions to C. Cusinato; review of materials forwarded by N. Levine in opposition to hearing; discuss hearing results and materials filed with N. Levine;	1.70
Dec-17-21	C. Cusinato	Researched contact information of the courts;	0.60
Dec-17-21	N. Levine	Prepare for court; call with client; call with company counsel; consider materials; draft letter to courts regarding stay;	3.50
Dec-20-21	B. Goodis	Division of draft letter to Courts into separate letters to each Court in respect of each Court action; review of student work; discussion with C. Cusinato regarding work on draft letters;	0.50
Dec-20-21	N. Levine	Correspond with company counsel; revise letter; correspond with client; review endorsement; work on letters to court; revise letters and send to client; revise letters and send to company;	2.10
Dec-20-21	B. Goodis	Review of orders and endorsement of Justice Patillo; emails with N. Levine and C. Cusinato; revisions to draft letters to Court and make further updates to same;	1.30
Dec-20-21	C. Cusinato	Created and edited letters to the court;	2.40

Date	Name	Description	Hours
Dec-20-21	S. Kukulowicz	Review of endorsement and signed orders; exchanged emails regarding corrections to endorsement; exchanged emails with Blakes and EY regarding publication of notices; review of draft notice letters to various Canadian Courts and provided comments;	2.10
Dec-21-21	N. Levine	Comment on notice; confer with company counsel; comment on letters; revise letters; revise correspondence; review updated endorsements and orders;	1.60
Dec-21-21	B. Goodis	Prepare revised draft letters and attend to discovery of addressee information for use in letters;	1.60
Dec-21-21	S. Kukulowicz	Review of emails regarding posting documents on EY website; review of emails regarding form of notice for publication; exchanged emails regarding additional notice provisions; review of Blakes comments on letters to Canadian Courts dealing with class actions;	2.20
Dec-22-21	B. Goodis	Further assistance regarding revised draft letters, including work to confirm addresses and obtain French translation of letter to Quebec Court;	0.90
Dec-22-21	N. Levine	Comment on letters and notices; finalize same; review US dockets;	1.00
Dec-22-21	S. Kukulowicz	Review of corrected endorsement from the Court; review of final Globe notice; further emails regarding letters to Canadian Courts;	1.10
Dec-23-21	B. Goodis	Finalize and distribute letters to Courts, working with S. Waugh of Cassels to complete and review letters; follow up emails with certain parties who responded with undeliverable messages;	1.70
Dec-23-21	S. Waugh	Convert and compile letters to court;	3.30
Dec-23-21	S. Kukulowicz	Review of draft report and planned for upcoming hearing;	0.70
Dec-23-21	C. Cusinato	Revised and translated documents into French;	1.30
Dec-28-21	N. Levine	Review US materials and draft update to client on US case status;	2.00
Dec-29-21	B. Goodis	Review of docket in Chapter 11 case, review of email sent by N. Levine with updates from the recently filed materials in the Chapter 11 case;	0.50
Dec-29-21	N. Levine	Consider updates on US chapter 11 schedule;	0.50
Dec-29-21	S. Kukulowicz	Review of various US pleadings (motion to amend and reconstitute the Official Committee to two committees; motion to dismiss; motion to appoint examiner);	1.60
Jan-03-22	S. Kukulowicz	Review of emails regarding newspaper notices;	0.10
Jan-03-22	N. Levine	Review docket; review stay extension materials;	1.20
Jan-04-22	S. Kukulowicz	Review of emails regarding status and posting information of website;	0.30
Jan-04-22	N. Levine	Review US docket; prepare for call with client and company;	0.80
Jan-05-22	S. Kukulowicz	Conference call with Blakes and EY regarding next steps and related pleadings;	0.60

Date	Name	Description	Hours
Jan-05-22	B. Goodis	Attend call with client, Cassels team members, and L. Rogers and C. McIntyre of Blakes;	0.50
Jan-05-22	N. Levine	Prepare for call; review stay materials; call with company counsel;	1.40
Jan-06-22	S. Kukulowicz	Telephone attendance with B. Keenhan regarding administrative issues;	0.20
Jan-06-22	N. Levine	Review PI extension materials and consider notices to be sent in Canada;	0.60
Jan-07-22	B. Goodis	Prepare draft letters to service list and to Courts where Canadian litigation is ongoing regarding potential extension of US Preliminary Injunction order, as recognized and given effect under Supplemental Recognition Order dated December 17, 2021; emails regarding draft letters with N. Levine;	1.50
Jan-10-22	S. Kukulowicz	Review of draft update letters and approved same; review of agenda for US hearing to extend preliminary injunction and related emails; review of emails regarding adjournment of preliminary injunction hearing;	0.90
Jan-10-22	N. Levine	Prepare for court; revise letters to service list and courts; correspond with client and company counsel;	0.90
Jan-10-22	B. Goodis	Emails with internal team, client and C. McIntyre of Blakes regarding draft letters to service list and Courts where Canadian Actions are occurring; revisions to draft letters;	0.80
Jan-11-22	C. Cusinato	Prepared new draft letters to the court;	1.30
Jan-11-22	S. Kukulowicz	Review of revised reporting letter to service list and related emails;	0.20
Jan-11-22	N. Levine	Comment on letter; correspondence regarding update to service list;	0.20
Jan-11-22	B. Goodis	Revisions to draft letters to Service List and to Canadian Courts, including review of addresses and email addresses used in transmission and prior letters to Courts; emails with Blakes and internal team regarding draft letters; emails regarding letters with client;	2.00
Jan-12-22	C. Cusinato	Reviewed the translation of a court letter;	0.20
Jan-12-22	S. Kukulowicz	Review of emails regarding further court dates and discussed same with N. Levine;	0.30
Jan-12-22	B. Goodis	Emails with EY regarding draft letters to Courts and work with student C. Cusinato to further advance draft letters in anticipation of mailing by end of week; emails with Blakes regarding service list for use in draft letters and review of revised draft of list;	0.50
Jan-12-22	N. Levine	Correspondence regarding letter to the service list;	0.20
Jan-13-22	S. Kukulowicz	Review of emails confirming re-scheduled hearing for further recognition orders;	0.20
Jan-13-22	N. Levine	Prepare for hearing; review update;	0.20
Jan-14-22	S. Kukulowicz	Review of update from Blakes regarding extension preliminary injunction and modifications to reporting letter	0.70

Date	Name	Description	Hours
		to service list; telephone attendance with B. Goodis regarding reporting letter and notice letter to Canadian Courts;	
Jan-14-22	N. Levine	Confer with Cassels team and Company counsel regarding letter to service list;	0.20
Jan-14-22	B. Goodis	Update draft letter to service list and work with legal assistant to finalize and distribute letter to service list; brief call with S. Kukulowicz regarding letter to service list; emails with client and with N. Levine regarding letter;	1.40
Jan-16-22	B. Goodis	Propose revisions to draft letter to Courts where Canadian actions are being litigated;	0.40
Jan-17-22	C. Cusinato	Translated edits made in letters to the court;	0.80
Jan-17-22	N. Levine	Comment on letters; correspondence regarding stay; review correspondence; email to C. Macintyre regarding hearing;	0.50
Jan-17-22	B. Goodis	Work on revised draft letters to service list and courts and coordinate matters regarding letters throughout the day with internal team, client and debtor's counsel; calls with C. McIntyre from Blakes regarding letters; emails with C. Cusinato regarding French translation of letters; work with legal assistant to compile letters; additional emails with client; prepare final draft letters and distribute to CCAA service list and Canadian courts where litigation is happening;	3.60
Jan-17-22	S. Kukulowicz	Review of revised letters to Canadian courts and new letter to service list regarding extension of preliminary injunction; review of US "Bridge Order" regarding preliminary injunction;	1.20
Jan-18-22	N. Levine	Emails with client and company counsel regarding hearing;	0.50
Jan-18-22	B. Goodis	Emails internally and with Canadian courts regarding directing letters to attention of case management judges; emails with C. McIntyre of Blakes; review of correspondence with client;	0.30
Jan-18-22	S. Kukulowicz	Exchanged emails regarding US hearing on reconstitution of talc committee; review of agenda and related pleadings;	1.80
Jan-19-22	N. Levine	Correspondence regarding hearing; confer with court regarding hearing date; respond to client questions; consider additional US filings for court report;	0.70
Jan-19-22	S. Kukulowicz	Monitored US court hearing on US Trustee's re-constitution of multiple talc committees; reported to EY; telephone attendance with A. Morrison regarding US hearing;	3.10
Jan-20-22	N. Levine	Emails with C. McIntyre regarding hearing; review opinion after hearing;	0.50
Jan-20-22	S. Kukulowicz	Exchanged emails regarding new hearing date; further emails regarding US hearings;	0.40
Jan-21-22	S. Kukulowicz	Review of US Court opinion on invalidation of US Trustee's notice and related emails;	0.30
Jan-24-22	N. Levine	Consider draft report;	0.10

Date	Name	Description	Hours
Jan-24-22	S. Kukulowicz	Exchanged emails with N. Levine regarding First Report of Information Officer; review of initial draft;	0.60
Jan-25-22	N. Levine	Calls with S. Kukulowicz regarding report; review US docket updates to prepare report outline;	0.70
Jan-25-22	S. Kukulowicz	Telephone attendance with N. Levine regarding status of proceedings and draft First Report;	0.30
Jan-26-22	C. Cusinato	Created a calendar of significant upcoming dates;	2.80
Jan-26-22	B. Goodis	Call with C. Cusinato regarding preparing case calendar; review C. Cusinato's work on case calendar and propose revisions; review of documents filed in US Chapter 11 case to revise case calendar;	1.30
Jan-27-22	N. Levine	Call with S. Kukulowicz; review correspondence; correspond with client regarding report; consider US docket updates for revised report;	0.80
Jan-27-22	S. Kukulowicz	Review of draft letter from Blakes to service list regarding February 25 hearing; exchanged emails regarding same; review of emails regarding draft of First Report;	0.50
Jan-27-22	C. Cusinato	Updated the calendar of significant upcoming dates;	3.40
Jan-27-22	B. Goodis	Emails with C. Cusinato regarding US Proceedings; review of documents in US Proceedings and discuss with C. Cusinato; consider further changes to case timeline; emails with internal team and C. McIntyre regarding draft communication to Service List regarding February 25 Court time booking;	0.70
Jan-28-22	S. Kukulowicz	Further review/revisions to draft report; telephone attendance with N. Levine;	0.80
Jan-28-22	N. Levine	Review Amicus motion; prepare for call with client regarding report; review summary of US proceedings;	1.30
Jan-28-22	C. Cusinato	Revised the calendar of upcoming notable dates;	0.30
Jan-28-22	B. Goodis	Review of work of C. Cusinato on case timeline and make additional changes as necessary; emails with C. Cusinato regarding timeline and next steps in case;	0.80
Jan-31-22	N. Levine	Revise draft report; review calendar in preparation for call; revise report outline; update summary chart; review Amicus briefs;	4.30
Jan-31-22	B. Goodis	Attend meeting with EY and internal group re draft 1st Report; create and send various calendar invites to EY; revisions to case timeline; review of Funding Agreement and discuss same with M. Lungu and N. Levine; review of amici briefs filed by law professors in support of motion of official committee of talc claimants to have case dismissed in US; review of number of other Court filings;	2.30
Jan-31-22	S. Kukulowicz	Review of Blakes letter to service list; conference call with EY regarding report to Court and other related issues; review of Amicus brief filed in support of discharge motion; exchanged emails with N. Levine and B. Goodis regarding Funding Agreement; review of US Court order regarding	2.20

Date	Name	Description	Hours
		creditor committees;	
Jan-31-22	M. Lungu	Call with B. Goodis and N. Levine regarding Funding Agreement;	0.50

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Levine, Natalie	Partner	16.10	700.00	11,270.00
Levine, Natalie	Partner	15.10	730.00	11,023.00
Kukulowicz, Shayne	Partner	18.30	1,020.00	18,666.00
Kukulowicz, Shayne	Partner	14.70	1,075.00	15,802.50
Lungu, Michael	Partner	0.50	700.00	350.00
Goodis, Benjamin	Associate	16.10	610.00	9,821.00
Goodis, Benjamin	Associate	11.20	545.00	6,104.00
Cusinato, Caroline	Law Student	8.80	195.00	1,716.00
Cusinato, Caroline	Law Student	4.30	175.00	752.50
Waugh, Stephanie	Legal Assistant	3.30	200.00	660.00
Total (CAD)		**108.40**		**76,165.00**

Our Fees	76,165.00	
HST @ 13.00%	9,901.45	
TOTAL FEES & TAXES (CAD)		**86,066.45**

DISBURSEMENT SUMMARY

Non-Taxable Disbursements		
Court - Sundry	62.49	
Total Non-Taxable Disbursements	62.49	
Taxable Disbursements		
Delivery	187.90	
Total Taxable Disbursements	187.90	
HST @ 13.00%	24.43	
Total Taxable Disbursements & Taxes	212.33	
TOTAL DISBURSEMENTS & TAXES (CAD)		**274.82**

TOTAL FEES	**76,165.00**
TOTAL DISBURSEMENTS	**250.39**
TOTAL TAXES	**9,925.88**
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	**86,341.27**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2157523	12/31/21	52,861.28	0.00	52,861.28
2159874	02/09/22	86,341.27	0.00	86,341.27
Total (CAD)		**139,202.55**	**0.00**	**139,202.55**

Cassels

Invoice No:	2162785
Date:	March 16, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including February 28, 2022

Our Fees	159,343.50
Disbursements	144.87
Total Fees and Disbursements	159,488.37
HST @ 13.00%	20,725.02
TOTAL DUE (CAD)	**180,213.39**

We are committed to protecting the environment. Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire Payments:

Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 47696 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2162785
Matter No.:	025522-00024
Amount:	**CAD 180,213.39**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Feb-01-22	N. Levine	Draft report; discuss documents with C. Cusinato; review US documents to summarize for report;	5.10
Feb-01-22	B. Goodis	Review of Amicus brief filed in US Proceedings in advance of motion to dismiss; Work with C. Cusinato on preparing updated case calendar and pleadings briefs; discussions with N. Levine regarding first report of information officer; review of recently filed US dockets with relevance to Canadian proceeding; additional review and consideration of Funding Agreement; emails with client regarding Funding Agreement;	2.30
Feb-01-22	S. Kukulowicz	Review of timeline chart regarding various court hearings; review of two additional Amicus Briefs; review of draft outline for report and provided comments; review of Funding Agreement provisions;	2.40
Feb-01-22	C. Cusinato	Updated the calendar of upcoming dates; gathered materials for the pleadings brief for 1) the motion to dismiss and 2) the hearing to further extend the preliminary injunction;	3.10
Feb-01-22	M. Lungu	Review of Funding Agreement; email memo to N. Levine and B. Goodis; call with N. Levine;	1.40
Feb-02-22	B. Goodis	Review of docket and update client regarding recent filings; coordinate preparation of pleadings brief in motion to dismiss; review of several recent filings in US docket; discussions regarding progression of case and issues to watch out for with N. Levine;	2.20
Feb-02-22	N. Levine	Revise report; review US pleadings; consider strategy; call with company and company counsel to request additional information for report; revise pleadings brief; emails with client regarding document interpretation;	4.80
Feb-02-22	C. Cusinato	Updated the documents needed for the Preliminary Injunction Brief and edited the list of relevant past orders;	3.90
Feb-02-22	S. Kukulowicz	Exchanged emails regarding outline for report; review of compilation of pleadings for US motion to dismiss; conference call with representatives of LTL, Jones Day, Blakes and EY;	3.10
Feb-03-22	N. Levine	Revise draft report; participate in hearing; summarize same; summarize Bankruptcy Code provisions for client; review documents;	6.10
Feb-03-22	S. Kukulowicz	Review of correspondence and documents from Jones Day alleging breach of protective order by Class Action plaintiffs counsel; office conference with N. Levine regarding same; review of responding pleading from Jones Day regarding motion to file Amicus briefs; listened to part of US hearing and reviewed related emails; exchanged emails regarding arguments on "asbestos trust" issues;	3.50
Feb-03-22	B. Goodis	Draft section of First Report of Information Officer regarding the dual talc claimants committees and review of	5.30

Date	Name	Description	Hours
		several Court filings in the US docket to prepare for same; emails regarding recently filed documents with N. Levine; calls with C. Cusinato regarding preparation of pleadings brief and review of C. Cusinato work on same; review of U.S. Docket and add many suggestions to work on pleadings briefs;	
Feb-04-22	B. Goodis	Coordinate preparation of pleadings brief and review of key documents; review of dockets filed in Chapter 11 Case and prepare draft of first report of information officer; review of Reuters issue dockets and report to client regarding same; several emails with N. Levine regarding pleadings; calls with C. Cusinato and B. Nasri regarding pleadings;	4.30
Feb-04-22	N. Levine	Revise draft report; correspond with client; review pleadings brief;	4.40
Feb-04-22	S. Kukulowicz	Review of update emails; review of correspondence regarding Reuters dispute; review of revised draft of First Report;	2.20
Feb-04-22	C. Cusinato	Updated the documents needed for the Preliminary Injunction Brief and edited the list of relevant past orders;	4.50
Feb-05-22	B. Goodis	Review of N. Levine draft of First Report of Information Officer;	0.40
Feb-05-22	C. Cusinato	Reviewed internal correspondences;	0.20
Feb-06-22	B. Goodis	Review of draft First Report of Information Officer; review of further letters filed on the US Docket regarding Reuters issue and of memoranda of law published on the docket;	0.60
Feb-07-22	S. Kukulowicz	Review of mark-up of draft report; review of status of Reuters dispute; telephone attendance with N. Levine regarding US proceedings;	2.20
Feb-07-22	C. Cusinato	Re-created the index for the PI Extension Pleadings Brief;	2.00
Feb-07-22	N. Levine	Revise pleadings brief and review documents; revise report; review updated filings; draft update to client;	2.50
Feb-08-22	N. Levine	Revise report; discuss same with S. Kukulowicz; draft email update to client regarding US proceedings and process;	2.20
Feb-08-22	S. Kukulowicz	Dealing with file administration; review of US motion to dismiss material;	1.70
Feb-09-22	N. Levine	Revise report; correspondence with company counsel; research class action issues; review additional materials; review US docket and update report; calls with Cassels team regarding next steps;	6.60
Feb-09-22	B. Goodis	Review of filing made in Chapter 11 Case by Canadian class action claimant and discuss with working group; review of several recent filings and instruct student C. Cusinato to update live case tracking documents; review of C. Cusinato's work on live case tracker documents; review of C. Cusinato work on appendices to First Report; briefly review section of draft First Report;	2.30
Feb-09-22	S. Kukulowicz	Review of brief filed by Canadian litigation creditors in	2.20

Date	Name	Description	Hours
		opposition to motions to dismiss; review of related emails; review of revised draft report; review of further reply from the Debtors regarding motion to dismiss;	
Feb-09-22	C. Cusinato	Amended the Calendar of upcoming dates; edited and updated the list of Orders granted in the Proceedings; edited and updated the List of First Day Motions and Orders in the Bankruptcy Proceeding;	2.90
Feb-10-22	N. Levine	Calls with S. Kukulowicz regarding hearing and report; call with B. Goodis regarding hearing; revise report; review US materials; draft update to client;	4.00
Feb-10-22	A. Hoy	Updating Timeline Chart;	0.10
Feb-10-22	S. Kukulowicz	Telephone attendance with N. Levine regarding motion to dismiss hearing and status of court report; telephone attendance with Canadian counsel for Talc Committee (A. Iqbal) regarding status; provided comments on draft report;	1.40
Feb-10-22	C. Cusinato	Facilitated the transfer of the file to another student; edited the Motion to Dismiss Pleadings Brief;	1.30
Feb-10-22	B. Goodis	Review of several recently filed items in US Court Docket; call with A. Hoy and C. Cusinato regarding updating live document indexes; work on First Report; emails with client; internal emails with N. Levine regarding file updates and hearing plans;	2.10
Feb-11-22	S. Kukulowicz	Final review of draft report and provided comments to N. Levine; review of agenda for US hearing on motions to dismiss;	1.80
Feb-11-22	N. Levine	Revise report; correspond with client regarding report; revise pleadings brief; consider additional US filings to update report; prepare for US hearing;	1.50
Feb-11-22	B. Goodis	Review and comment on draft First Report of Information Officer and discuss same with N. Levine; review of hearing agenda and review pleadings brief; discussion with B. Nasri regarding pleadings brief; emails with A. Hoy regarding appendices to First Report and review index of appendices; review of filings in US bankruptcy docket by Canadian claimant and discuss with N. Levine; emails with client regarding hearing preparation and planning for attendances in US bankruptcy court; send calendar invitations to client for upcoming hearing dates;	3.60
Feb-11-22	A. Hoy	Monitoring New Jersey Proceedings; draft of First Report Appendices Index;	1.10
Feb-14-22	B. Goodis	Attend in Court for proceedings on February 14, including first day of the motion to dismiss and opening statements from all participants, followed by initial fact witnesses; take comprehensive notes of the proceedings and deliver write-up of daily summary to client; calls with N. Levine regarding hearing and preparation of comprehensive notes;	6.00
Feb-14-22	N. Levine	Prepare materials for client; correspond with committee counsel regarding hearing; monitor portion of US hearing	4.80

Date	Name	Description	Hours
		for client; revise report to court; draft summary for client; discuss strategy with Cassels team;	
Feb-14-22	S. Kukulowicz	Review of updates regarding US motions to dismiss; monitored US hearing;	3.30
Feb-15-22	B. Goodis	Emails with client regarding access to motion to dismiss hearing in the US Bankruptcy Court; attend in Court for proceedings on February 15, including testimony from several fact witnesses; take comprehensive notes of the proceedings and deliver write-up of daily summary to client; calls with N. Levine regarding proceedings throughout the day;	6.50
Feb-15-22	S. Kukulowicz	Monitored US hearing and reports; office conference with N. Levine regarding various issues;	3.80
Feb-15-22	N. Levine	Confer with B. Goodis regarding hearing updates; call with S. Kukulowicz; monitor US hearing; draft summary for client;	3.60
Feb-16-22	B. Goodis	Attend in Court for afternoon of proceedings on February 16, including testimony of certain fact witnesses; take comprehensive notes of the proceedings and deliver write-up of daily summary to client;	4.50
Feb-16-22	S. Kukulowicz	Monitored US hearing on motion to dismiss; review of summary emails; review of EY comments on draft report;	3.30
Feb-16-22	N. Levine	Participate in hearing; prepare summary for client; review materials for same; revise report; correspond with client; review summary;	4.20
Feb-17-22	B. Goodis	Attend in Court for proceedings on February 17, including the Movants' closing submissions and expert testimony; take comprehensive notes of the proceedings and deliver write-up of daily summary to client; call with client and internal team to discuss motion to dismiss and draft First Report; review of Funding Agreement and email client with view as to requirement to fund if chapter 11 trustee is appointed; discussions regarding motion hearing with N. Levine;	7.10
Feb-17-22	S. Kukulowicz	Monitored US hearing; conference call with EY regarding draft report; review of emails regarding Funding Agreement issues;	3.80
Feb-17-22	A. Hoy	Monitoring and Transcribing LTL Management Hearing 21-30589;	3.40
Feb-17-22	N. Levine	Revise report; monitor closing arguments; summarize hearing for client; participate in call with client; calls with Cassels team regarding same;	5.10
Feb-18-22	S. Kukulowicz	Reviewed and provided comments on revised report; monitored US motion to dismiss hearing; review of emails regarding dates for Canadian recognition hearing;	3.00
Feb-18-22	B. Goodis	Attend in Court for proceedings on February 18, including final day of the Motion to Dismiss and the argument of the Debtor's motion for a permanent injunction enjoining	8.00

Date	Name	Description	Hours
		claims against protected parties; take comprehensive notes of the proceedings and deliver write-up of daily summary to client; emails regarding court appearance with A. Hoy and review of A. Hoy's notes from his attendance;	
Feb-18-22	A. Hoy	Monitoring and Reviewing ongoing LTL Bankruptcy Filing Trial;	3.00
Feb-18-22	N. Levine	Revise report; discuss hearing with Cassels team; confer with company counsel regarding recognition hearing;	1.30
Feb-21-22	S. Kukulowicz	Review of emails regarding correspondence from counsel for Foreign Representative to service list in connection with February 25 hearing and filing of materials; review of draft report regarding issues to update from US hearing;	1.30
Feb-21-22	N. Levine	Draft email to client regarding upcoming hearing; consider updates to letter and materials;	0.40
Feb-22-22	B. Goodis	Work with Cassels team and client to prepare draft First Report of the Information Officer; review of draft application materials provided by Foreign Representative's counsel; updates to case timeline and review recently filed dockets on bankruptcy court website;	3.40
Feb-22-22	S. Kukulowicz	Dealing with additional revisions/comments regarding draft report; review of emails regarding court hearing and draft order;	1.80
Feb-22-22	N. Levine	Revise report; correspond with client and company counsel; review draft affidavit; consider correspondence from committee; discussions with Cassels team regarding documents;	2.60
Feb-22-22	A. Hoy	Updating LTL Timeline Chart; updating List of Orders for First Report;	1.60
Feb-23-22	N. Levine	Call with client; calls with Cassels team; call with company counsel re report; revise report; create revised report; discuss revisions with client;	3.40
Feb-23-22	B. Goodis	Further preparation of revised First Report of Information Officer; review of final, served version of Foreign Representative's motion record; call with Cassels and EY teams regarding First Report; review and comment on A. Hoy work on appendices to First Report;	3.20
Feb-23-22	S. Kukulowicz	Conference calls with EY and separately with Blakes regarding draft report; review of revised report and provided additional comments; discussions with L. Rogers and N. Levine regarding limited extension of the stay provision; review of draft order and discussed same with N. Levine;	3.70
Feb-24-22	N. Levine	Prepare for service of report; communications with client and company regarding same; prepare for court; review factum; consider additional US filings;	1.50
Feb-24-22	S. Kukulowicz	Review of final version of court report; telephone attendance with N. Levine regarding same; review of draft factum and discussed same with L. Rogers et al.;	1.80

Date	Name	Description	Hours
Feb-24-22	B. Goodis	Finalize First Report and coordinate signing and service with client and legal assistant; serve First Report by email and swear affidavit of service; assist with filing and establishment of materials onto Caselines website;	1.30
Feb-25-22	A. Hoy	Updating List of Order and LTL Timeline Chart;	0.40
Feb-25-22	N. Levine	Prepare for court; participate in hearing; review decisions; confer with client regarding decisions and report;	3.00
Feb-25-22	B. Goodis	Attend Court hearing in Canada regarding brief extension of stay of proceedings; attend post-Court catch up call with EY and Cassels teams; review of US Bankruptcy Court decision granting the Debtor's motion for the permanent injunction and discuss same with N. Levine; review of several letters filed on US Court docket and inform client of same;	2.40
Feb-25-22	S. Kukulowicz	Prepared for and attended hearing for extension of stay; follow-up discussion with EY; review of US decisions on Motion to dismiss and Preliminary Injunction; review of Court endorsement;	4.40
Feb-26-22	N. Levine	Review US opinions; draft update to client;	1.20
Feb-26-22	B. Goodis	Review of US Bankruptcy Court's decision denying the motions to dismiss the chapter 11 case;	0.80
Feb-27-22	N. Levine	Confer with client regarding decisions and report;	0.30
Feb-27-22	S. Kukulowicz	Review of emails regarding Second Report (and issue of supplementary affidavit);	0.30
Feb-28-22	N. Levine	Revise report; discuss same with Cassels team and client; call with company counsel regarding proposed order and timing for filing; comment on materials;	5.00
Feb-28-22	S. Kukulowicz	Review of revised Second Report and provided comments to N. Levine; review of draft factum for March 7 hearing; review of correspondence to judge regarding claimant committees and future claims representative;	3.40

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Levine, Natalie	Partner	73.60	730.00	53,728.00
Kukulowicz, Shayne	Partner	54.40	1,075.00	58,480.00
Lungu, Michael	Partner	1.40	700.00	980.00
Goodis, Benjamin	Associate	66.30	610.00	40,443.00
Hoy, Alec	Law Student	9.60	195.00	1,872.00
Cusinato, Caroline	Law Student	17.90	195.00	3,490.50
Total (CAD)		**223.20**		**158,993.50**

ADDITIONAL FEE SUMMARY

Description	Amount
Updated the documents needed for the Preliminary Injunction Brief and edited the list of relevant past orders;	350.00
Total (CAD)	**350.00**

Our Fees	159,343.50	
HST @ 13.00%	20,714.66	
TOTAL FEES & TAXES (CAD)		**180,058.16**

DISBURSEMENT SUMMARY

Non-Taxable Disbursements		
Court - Sundry	65.17	
Total Non-Taxable Disbursements	65.17	
Taxable Disbursements		
Copies	33.00	
Delivery	46.70	
Total Taxable Disbursements	79.70	
HST @ 13.00%	10.36	
Total Taxable Disbursements & Taxes	90.06	
TOTAL DISBURSEMENTS & TAXES (CAD)		**155.23**

TOTAL FEES	**159,343.50**
TOTAL DISBURSEMENTS	**144.87**
TOTAL TAXES	**20,725.02**
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	**180,213.39**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2157523	12/31/21	52,861.28	0.00	52,861.28
2159874	02/09/22	86,341.27	0.00	86,341.27
2162785	03/16/22	180,213.39	0.00	180,213.39
Total (CAD)		**319,415.94**	**0.00**	**319,415.94**

Cassels

Invoice No:	2166188
Date:	April 25, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including March 31, 2022

Our Fees	81,627.50
Disbursements	661.75
Total Fees and Disbursements	82,289.25
HST @ 13.00%	10,689.28
TOTAL DUE (CAD)	**92,978.53**

We are committed to protecting the environment. Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire Payments:
Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 47696 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:
Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2166188
Matter No.:	025522-00024
Amount:	**CAD 92,978.53**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Mar-01-22	A. Hoy	Updating List of Orders and Timeline Chart;	0.50
Mar-01-22	B. Goodis	Review and provide comments on draft Second Report of the Information Officer; emails with LTL's counsel regarding draft Second Report; review of additional comments on draft Second Report;	1.90
Mar-01-22	N. Levine	Revise report; emails with client; confer with company counsel; prepare for hearing; consider mark up;	2.60
Mar-01-22	S. Kukulowicz	Review of emails regarding comments from EY on draft Second Report; review of Blakes' comments on Second Report; review of final motion record of Foreign Rep;	3.30
Mar-02-22	B. Goodis	Further revisions to Appendix G to the Second Report and discuss same with A. Hoy; compile all appendices to Second Report and provide to client for comment; detailed re-review of Second Report and provide comments to internal team and client; emails with Debtor's counsel regarding letters to Canadian courts; call with N. Levine regarding preparation of letters to Canadian courts; call with A. Hoy regarding preparation of compiled Second Report and review work product before sending to N. Levine;	2.80
Mar-02-22	N. Levine	Review orders, revise report, prepare for service, communicate with company counsel;	3.90
Mar-02-22	S. Kukulowicz	Further review of revised Second Report and related emails; telephone attendance with N. Levine regarding report and other updates on US proceedings; review of emails regarding correspondence update to service list; review of Appendices to the Second Report; review of entered US Order denying motions to dismiss; review of updates regarding Extended Injunction Order;	3.80
Mar-02-22	A. Hoy	Monitoring Orders From LTL Proceeding; compiling Second Report for Court Information Officer;	0.70
Mar-03-22	S. Kukulowicz	Review of final comments on Second Report; review of Extended Injunction Order and exchanged emails regarding service;	1.90
Mar-03-22	N. Levine	Revise report; emails with client; review docket; prepare for hearing;	1.40
Mar-03-22	B. Goodis	Updates to Second Report and discuss same with N. Levine; final updates to Second Report appendices; emails with Blakes and client regarding Second Report; review of late filed dockets to ensure nothing missing in Second Report; assist B. Nasri with service and commission affidavit of service;	1.50
Mar-03-22	A. Hoy	Reorganizing, editing and compiling Second Report of Information Officer;	0.90
Mar-04-22	S. Kukulowicz	Review of factum of the Foreign Representative; review of emails regarding position of stakeholders on recognition motion; telephone attendance with N. Levine regarding issues for hearing; exchanged emails regarding notice of	3.10

Date	Name	Description	Hours
		Extended Injunction Order;	
Mar-04-22	N. Levine	Prepare for hearing; call with company counsel regarding US orders; review US docket;	1.50
Mar-04-22	B. Goodis	Prepare draft letter to the Service List regarding the US Court's entry of the extended injunction order and discuss same with N. Levine; prepare draft letter to Courts with Canadian Actions regarding US Court's entry of the extended injunction order; send email to Service List, swear affidavit of service, and coordinate filing of materials with Commercial List and on Caselines;	1.70
Mar-06-22	N. Levine	Review US docket;	0.20
Mar-07-22	N. Levine	Prepare for hearing; participate in hearing; calls with Cassels team regarding next steps; correspondence regarding letters to courts; review docket updates;	1.60
Mar-07-22	B. Goodis	Emails with S. Clinton in advance of hearing in Ontario Court; review of revised draft order circulated by LTL's counsel prior to hearing; attend hearing in Ontario Court; attend post-hearing call with client and discuss next steps in matter; prepare letter template for Courts with Canadian actions;	3.00
Mar-07-22	S. Kukulowicz	Office conference with N. Levine regarding positions of other stakeholders on recognition motion; review of emails regarding court attendances; attended Court hearing for recognition of Extended Injunction Order; follow-up discussion with S. Clinton et al.; exchanged emails regarding letters to Canadian courts; review of Court's endorsement;	3.20
Mar-07-22	A. Hoy	Updating LTL Timeline Documents;	0.30
Mar-08-22	B. Goodis	Attend hearing at New Jersey Bankruptcy Court regarding professional retentions, future claims representatives, and committee issues, and report on hearing results to client;	3.30
Mar-08-22	S. Kukulowicz	Review of updates regarding US Omnibus hearing; reviewed revised letters to Canadian Courts;	0.90
Mar-08-22	N. Levine	Comment on letters; discussion with company counsel; review docket; comment on client updates;	1.30
Mar-08-22	B. Goodis	Continue preparation of draft letters to Canadian Courts and distribute drafts to client and to LTL's counsel for review and comment;	0.40
Mar-09-22	S. Kukulowicz	Review of comments on draft letters from Blakes and EY; telephone attendance with G. Moffat regarding stay of Ontario class action; telephone call with J. Rochon and left message;	2.10
Mar-09-22	B. Goodis	Emails with C. McIntyre of Blakes regarding Canadian Court matters; call with C. McIntyre of Blakes; emails regarding revised draft letters with client; revisions to draft letters to Courts with Canadian litigation;	0.80
Mar-09-22	N. Levine	Correspondence regarding court letters; confer with Cassels team;	0.80

Date	Name	Description	Hours
Mar-10-22	A. Hoy	Updating LTL Timeline Chart;	0.50
Mar-10-22	S. Kukulowicz	Office conference with N. Levine and B. Goodis regarding scope of stay and injunction orders; telephone attendance with J. Rochon regarding Ontario class action; review of emails regarding amending orders to list all plaintiffs; telephone call to S. Clinton and left message;	1.20
Mar-10-22	B. Goodis	Calls with client S. Clinton and N. Levine regarding letters to Canadian Courts; call with C. McIntyre of Blakes regarding letters to Canadian Courts; liaise regarding draft letters with N. Levine and S. Kukulowicz; review of new matters regarding appeal of US Bankruptcy Court decisions and report to client;	1.70
Mar-10-22	N. Levine	Revise letters; calls with company counsel; calls with client; review US materials; comment on draft list of parties;	2.20
Mar-11-22	S. Kukulowicz	Telephone attendance with S. Clinton regarding scope of stay and injunction orders; review of revised letters to courts and related emails; review of emails regarding appeal of US decisions;	1.50
Mar-11-22	N. Levine	Confer with B. Goodis regarding finalizing letters to courts; consider stay issues; review US docket updates;	1.00
Mar-11-22	B. Goodis	Finalize draft letters to Canadian courts and send by email and courier;	1.40
Mar-14-22	S. Kukulowicz	Review of emails regarding updating appendix to US Injunction Order; review of emails regarding structure and timing of mediation; consider mediation structure and involvement of Information Officer;	1.30
Mar-14-22	B. Goodis	Finalize Letter to Quebec Court and deliver letter by email and by registered mail;	0.30
Mar-14-22	N. Levine	Brief review of US docket; correspond with company counsel; follow up on letters to courts;	0.80
Mar-15-22	B. Goodis	Call with C. McIntyre regarding hearing on March 16 and mediation protocol;	0.20
Mar-15-22	N. Levine	Review lift stay motion; discuss status of mediation with B. Goodis;	0.50
Mar-16-22	S. Kukulowicz	Review of additional talc actions commenced in Ontario and related emails; office conference with N. Levine regarding scope of US stay /injunction and new actions; file administration;	2.40
Mar-16-22	N. Levine	Call with company counsel; review statements of claim; calls with Cassels team;	0.80
Mar-17-22	S. Kukulowicz	Review of emails regarding amendments to US Orders; file administration (W-8 forms); review of draft letter to Preszler law firm regarding commencement of action in violation of stay;	1.80
Mar-17-22	A. Hoy	Updating LTL Timeline chart;	0.50
Mar-17-22	A. Hoy	Drafting Letter to Preszler Law in response to Claims filed;	0.80
Mar-17-22	B. Goodis	Prepare draft letter to Preszler law firm and coordinate with	0.80

Date	Name	Description	Hours
		A. Hoy regarding letter;	
Mar-17-22	N. Levine	Comment on draft letter; review US docket; discuss amendments with Cassels team;	0.60
Mar-18-22	S. Kukulowicz	Review of revisions to Preszler letter and related emails; review of emails regarding direction for claims; review of amended appendix for stay and injunction orders;	1.40
Mar-18-22	N. Levine	Revise draft letter and circulate to client and company; correspond with claimant; review US docket;	1.30
Mar-21-22	S. Kukulowicz	Telephone attendance with A. Morrison regarding various issues; file administration (budget estimates); exchanged emails regarding mediation; review of order establishing mediation protocol;	1.30
Mar-21-22	N. Levine	Confer with client regarding mediation; review mediation protocol; consider strategy for Canadian stakeholders;	0.30
Mar-21-22	B. Goodis	Email to EY describing mediation protocol order and FTCR order granted by the New Jersey Court; Call with student A. Hoy to update essential ongoing file matters;	0.60
Mar-21-22	A. Hoy	Updating LTL Timeline Chart;	0.30
Mar-22-22	N. Levine	Correspond with company counsel regarding mediation; review US docket;	0.50
Mar-22-22	B. Goodis	Revisions to draft case timeline calendar based on additional docket review and discuss same with A. Hoy;	0.50
Mar-22-22	S. Kukulowicz	Review of pleadings and press reports regarding appeal of various US orders;	0.90
Mar-23-22	S. Kukulowicz	Review of emails regarding information on mediation; review of mediation order and original ruling;	1.40
Mar-23-22	B. Goodis	Additional revisions to case timeline tracking chart and discuss same with student A. Hoy;	0.50
Mar-23-22	A. Hoy	Reviewing and Updating LTL Timeline Chart;	1.90
Mar-23-22	N. Levine	Review updated timeline chart; correspond with company counsel and client;	0.60
Mar-24-22	S. Kukulowicz	Review of appeal issues;	1.40
Mar-24-22	A. Hoy	Summarizing and Reviewing Statement of Issues on Appeal for NJ Bankruptcy Court decision on Motion to Dismiss and Motion to Extend Stay;	2.60
Mar-24-22	N. Levine	Review US docket updates; comment on appellate chart;	0.30
Mar-25-22	A. Hoy	Review of Docket Filings and Updating LTL Timeline Chart; summarizing Statements of Issue on Appeal;	0.70
Mar-25-22	S. Kukulowicz	Review of summary of issues on appeal; review of original decisions;	1.10
Mar-28-22	S. Kukulowicz	Review of emails regarding Omnibus Hearing and follow-up discussions with Jones Day;	0.70
Mar-28-22	A. Hoy	Reviewing and Summarizing Issues for Certification of Direct Appeal to 3rd Circuit; Updating LTL Timeline Chart and Monitoring Filings;	1.90
Mar-28-22	N. Levine	Confer with company counsel regarding mediation; review	0.40

Date	Name	Description	Hours
		updates for hearing;	
Mar-29-22	S. Kukulowicz	Conference call with N. Levine and A. Hoy regarding appeal issues; review of appeal pleadings; arranged call with EY; review of updated agenda for Omnibus hearing;	2.30
Mar-29-22	A. Hoy	Summarizing Notice of Appeal Issues for March 30 hearing;	0.50
Mar-29-22	N. Levine	Consider docket updates; prepare email to client; participate in internal call regarding hearing;	0.70
Mar-30-22	S. Kukulowicz	Monitored US Omnibus hearing; review of pleadings regarding fee examiner; office conference with A. Hoy regarding hearing and reviewed summary;	2.70
Mar-30-22	N. Levine	Revise summary of hearing for client; review US filings; correspond with client regarding next steps;	1.40
Mar-30-22	A. Hoy	Monitoring NJ Bankruptcy Court Omnibus Hearing and Reporting to E&Y with Summary of Proceedings;	4.50
Mar-31-22	N. Levine	Prepare for call with client; participate in call with client; call with Debtor and Debtor's US counsel regarding US case update;	1.40
Mar-31-22	A. Hoy	Drafting Letter Requesting to be Granted Access to Mediation Proceedings;	0.30
Mar-31-22	S. Kukulowicz	Conference call with EY regarding mediation and other issues; follow-up discussion with N. Levine regarding Information Officer role in the mediation; zoom conference with representatives from Jones Day and Blakes regarding mediation process and appeal issues; follow up discussion with L. Rogers;	3.30

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Kukulowicz, Shayne	Partner	43.00	1,075.00	46,225.00
Levine, Natalie	Partner	26.10	730.00	19,053.00
Goodis, Benjamin	Associate	21.40	610.00	13,054.00
Hoy, Alec	Law Student	16.90	195.00	3,295.50
Total (CAD)		**107.40**		**81,627.50**

Our Fees	81,627.50	
HST @ 13.00%	10,611.58	
TOTAL FEES & TAXES (CAD)		**92,239.08**

DISBURSEMENT SUMMARY

Non-Taxable Disbursements	
Court - Sundry	64.01
Total Non-Taxable Disbursements	64.01
Taxable Disbursements	
Copies	99.75
Delivery	257.40
West Law - Online Searches	237.00
Binding, Tabs, Disks, etc	3.59
Total Taxable Disbursements	597.74
HST @ 13.00%	77.70
Total Taxable Disbursements & Taxes	675.44

TOTAL DISBURSEMENTS & TAXES (CAD)	**739.45**
TOTAL FEES	**81,627.50**
TOTAL DISBURSEMENTS	**661.75**
TOTAL TAXES	**10,689.28**
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	**92,978.53**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2159874	02/09/22	86,341.27	0.00	86,341.27
2162785	03/16/22	180,213.39	0.00	180,213.39
2166188	04/25/22	92,978.53	0.00	92,978.53
Total (CAD)		**359,533.19**	**0.00**	**359,533.19**

Cassels

Invoice No:	2169056
Date:	May 30, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including April 30, 2022

Our Fees	51,074.00
HST @ 13.00%	6,639.62
TOTAL DUE (CAD)	**57,713.62**

We are committed to protecting the environment. Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire:
Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 47696 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:
Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2169056
Matter No.:	025522-00024
Amount:	**CAD 57,713.62**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Apr-01-22	S. Kukulowicz	Office conference with N. Levine; review of mediation order and order appointing Information Officer; consider IO role in mediation;	1.30
Apr-01-22	N. Levine	Review US docket updates;	0.20
Apr-01-22	A. Hoy	Draft letter requesting access to mediation;	0.70
Apr-04-22	S. Kukulowicz	File administration; review of Insurer motions and exchanged emails regarding same;	0.80
Apr-04-22	N. Levine	Review mediation documents; confer with Cassels team regarding same;	0.40
Apr-04-22	A. Hoy	Updating LTL Timeline Chart;	0.60
Apr-06-22	N. Levine	Review US docket updates;	0.30
Apr-07-22	S. Kukulowicz	Exchanged emails with N. Levine regarding LTL mediation; telephone attendance with A. Hoy regarding draft letter;	0.50
Apr-07-22	A. Hoy	Draft letter regarding request to be added to mediation; update LTL Timeline;	0.80
Apr-08-22	S. Kukulowicz	Conference call with A. Hoy and N. Levine; reviewed and provided comments on draft letter to Blakes regarding mediation;	0.80
Apr-08-22	A. Hoy	Finalize letter to Mediators requesting access; update LTL timeline;	0.90
Apr-08-22	N. Levine	Participate in call regarding mediation role; review letter; review docket;	0.20
Apr-11-22	S. Kukulowicz	Review of agenda for US Omnibus hearing; conference call with EY to discuss Omnibus hearing and mediation letter; dealing with administrative issues; exchanged messages with L. Rogers;	2.10
Apr-11-22	C. Cusinato	Reviewed the agenda in anticipation of the LTL Omnibus Hearing;	1.00
Apr-11-22	N. Levine	Call with company counsel; review US docket; prepare for call;	0.70
Apr-12-22	S. Kukulowicz	Monitored US Omnibus hearing; reviewed letter to Blakes regarding mediation; exchanged emails with N. Levine regarding US Omnibus hearing and Canadian issues;	3.80
Apr-12-22	C. Cusinato	Attended LTL Hearing and synthesized notes;	5.10
Apr-12-22	N. Levine	Review US docket updates; confer with Blakes regarding mediation and appeals; confer with S. Kukulowicz regarding mediation letter;	2.40
Apr-13-22	S. Kukulowicz	Review of revised mediation letter and exchanged related emails; email to L. Rogers regarding mediation discussion; review of comments from EY regarding draft letter; review of summary of Omnibus hearing and pleading for Canadian plaintiffs to participate in mediation;	1.80
Apr-13-22	C. Cusinato	Synthesized notes from hearing;	1.60
Apr-13-22	N. Levine	Revise draft letter; review docket updates; revise summary of hearing from student; discussion of next steps with	2.50

Date	Name	Description	Hours
		Cassels team;	
Apr-14-22	S. Kukulowicz	Telephone attendance with L. Rogers regarding participation in mediation; emails with Blakes and EY regarding draft mediation letter;	1.40
Apr-14-22	N. Levine	Revise draft letter; confer with client regarding same; finalize letter and send;	0.40
Apr-15-22	N. Levine	Brief review of US docket;	0.20
Apr-18-22	S. Kukulowicz	Exchanged emails with A. Iqbal (counsel for Talc Committee) regarding role of Information Officer and retention issues; exchanged emails with N. Levine and A. Hoy regarding various issues; office conference with N. Levine; review of mediation order and various motions to participate;	2.10
Apr-18-22	N. Levine	Correspond with company counsel; confer with Cassels team regarding docket;	0.10
Apr-19-22	A. Hoy	Updating LTL Timeline Chart; summary of Motions to Join/Modify Mediation Order;	1.80
Apr-19-22	N. Levine	Call with Cassels team regarding mediation; confer with company counsel; correspond with Canadian plaintiff;	0.50
Apr-19-22	S. Kukulowicz	Telephone attendance with L. Rogers regarding mediation and requests from various Canadian stakeholders; exchanged emails with EY regarding status; meeting with A. Hoy and N. Levine regarding mediation issues; exchanged emails regarding potential Ad Hoc Committee for Canadian claimants;	1.50
Apr-20-22	N. Levine	Review US docket and correspond with client regarding Canadian representation issues;	0.30
Apr-20-22	A. Hoy	Summary of Motions to Join/Modify Mediation Order;	0.40
Apr-20-22	S. Kukulowicz	Exchanged emails with lawyer at Preszler law firm regarding Canadian tort claimants; review of summary of US motion to join /modify the Mediation Order; review of motion by Canadian claimant to join Talc Committee; review of email from A. Morrison regarding fee estimates;	1.70
Apr-21-22	S. Kukulowicz	Conference call with R. Howe (Preszler law firm) regarding commencing claims for talc claimants to preserve limitation periods and participation in mediation; review of related emails from EY;	0.80
Apr-22-22	N. Levine	Brief review of US docket; correspond with company counsel;	0.20
Apr-22-22	A. Hoy	Updating LTL Timeline Chart and Monitoring Dockets;	0.20
Apr-22-22	S. Kukulowicz	File administration; telephone attendance with A. Morrison regarding various issues;	0.50
Apr-25-22	N. Levine	Call with S. Kukulowicz regarding mediation and calls with stakeholders regarding limitations periods;	0.30
Apr-25-22	S. Kukulowicz	Exchanged emails with L. Rogers regarding mediation; office conference with N. Levine; review of joinder pleadings;	1.20
Apr-26-22	N. Levine	Call with company counsel; review order; emails with client; confer with Cassels team; call with client;	2.20

Date	Name	Description	Hours
Apr-26-22	A. Hoy	Updating LTL Timeline Chart;	0.20
Apr-26-22	S. Kukulowicz	Office conference with N. Levine regarding case status; conference call with EY regarding mediation; review of draft amended Mediation order and exchanged emails and discussions regarding same;	2.20
Apr-27-22	A. Hoy	Updating LTL Timeline Chart and Reviewing Court Dockets;	0.10
Apr-27-22	N. Levine	Participate in call with company counsel; revise draft language; confer with client; review pleadings filed;	2.00
Apr-27-22	D. Ronde	Speaking with N. Levine on class actions issues; reviewing issues regarding status of class proceedings; emailing initial response; speaking with J. Martin on multijurisdictional class proceeding issues;	0.70
Apr-27-22	S. Kukulowicz	Office conference with N. Levine and reviewed draft language for Mediation Order; review of email from L. Rogers regarding new litigation claims and discussions with Preszler law firm; conference call with Blakes regarding Mediation Order and involvement of other Canadian parties; review of objection filed by "Baker Canadian Class Action Claimants"; conference call with EY regarding proposed additional language for Mediation Order; review of analysis and emails regarding carriage motion and representatives of class claimants; review of response from Blakes regarding language for Mediation Order;	4.20
Apr-27-22	J. Martin	Discussion with D. Ronde regarding class action procedure;	0.30
Apr-28-22	J. Martin	Reviewing documentation; advising on class action procedure;	1.40
Apr-28-22	N. Levine	Draft summary of class issues; consider updated pleadings; confer with S. Kukulowicz;	1.50
Apr-28-22	D. Ronde	Reviewing and corresponding regarding issues regarding mediation of Canadian claims;	0.60
Apr-28-22	S. Kukulowicz	Review of emails regarding Canadian class action issues; review of pleading filed by Jones Day regarding amendments to Mediation Order; exchanged emails with Blakes regarding Canadian participation in mediation; review of TCC pleading regarding Canadian claimant participation; review of Jones Day response; exchanged emails with A. Morrison regarding various options;	3.60
Apr-28-22	J. Martin	Follow-up questions regarding class action procedure;	0.40
Apr-29-22	N. Levine	Consider comments on letter; review docket; revise letter; correspond with client and company; consider exclusivity issues;	1.90
Apr-29-22	S. Kukulowicz	Drafted cover letter to update service list regarding amendments to Mediation Order; review of email comments on cover letter; exchanged emails with EY regarding filing update reports; office conference with N. Levine;	1.40
Apr-30-22	A. Hoy	Updating LTL Timeline Chart and Reviewing Court Filings;	0.30

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Kukulowicz, Shayne	Partner	31.70	1,075.00	34,077.50
Levine, Natalie	Partner	16.30	730.00	11,899.00
Martin, Jeremy	Partner	2.10	660.00	1,386.00
Ronde, Derek	Partner	1.30	800.00	1,040.00
Hoy, Alec	Law Student	6.00	195.00	1,170.00
Cusinato, Caroline	Law Student	7.70	195.00	1,501.50
Total (CAD)		**65.10**		**51,074.00**

Our Fees	51,074.00	
HST @ 13.00%	6,639.62	
TOTAL FEES & TAXES (CAD)		**57,713.62**

TOTAL FEES	**51,074.00**
TOTAL TAXES	**6,639.62**
TOTAL FEES & TAXES (CAD)	**57,713.62**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2166188	04/25/22	92,978.53	0.00	92,978.53
2169056	05/30/22	57,713.62	0.00	57,713.62
Total (CAD)		**150,692.15**	**0.00**	**150,692.15**

Cassels

Invoice No:	2171425
Date:	June 27, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including May 31, 2022

Our Fees	60,797.50
Disbursements	9.00
Total Fees and Disbursements	60,806.50
HST @ 13.00%	7,904.85
TOTAL DUE (CAD)	**68,711.35**

We are committed to protecting the environment. Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire:
Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:
Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2171425
Matter No.:	025522-00024
Amount:	**CAD 68,711.35**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
May-01-22	N. Levine	Consider opinion on stay; review matters for hearing; consider mediation issues;	0.90
May-02-22	S. Kukulowicz	Exchanged emails regarding Mediation Order; review of further motions (exclusivity and stay of securities action); email to R. Howe (Preszler) regarding stay of proceedings;	1.60
May-02-22	N. Levine	Correspond with company counsel; review US docket; correspond with client regarding notice issues;	0.60
May-02-22	A. Hoy	Updating LTL Timeline Chart and Summarizing Matters for May 4th Hearing;	0.60
May-03-22	S. Kukulowicz	Review of agenda for May 4 Omnibus hearing and discussed same with N. Levine; exchanged emails with L. Rogers and R. Howe (Preszler law firm) regarding stay of proceedings; review of further pleadings regarding amendments to Mediation Order and related emails; review of issues regarding various Canadian representatives participating in mediation;	1.80
May-03-22	N. Levine	Prepare for hearing; confer with client and company counsel regarding hearing;	0.50
May-04-22	N. Levine	Participate in US hearing; confer with company counsel regarding next steps; review US docket; prepare hearing summary;	3.50
May-04-22	S. Kukulowicz	Monitored US Omnibus hearing; telephone attendance with N. Levine regarding various issues; review of report to EY regarding hearing; exchanged emails regarding conference call with R. Howe (Preszler);	3.50
May-05-22	S. Kukulowicz	Exchanged emails regarding Omnibus hearing and status of mediation;	0.40
May-05-22	N. Levine	Confer with company counsel; work on draft Third Report; confer with client;	1.10
May-06-22	S. Kukulowicz	Conference call with EY regarding update report on mediation and other events; conference call with L. Rogers (Blakes) and R. Howe (Preszler) regarding stay of proceedings;	0.80
May-06-22	N. Levine	Call with client regarding Third Report; call with company counsel and plaintiff counsel;	0.90
May-09-22	A. Hoy	Updating LTL Timeline Chart; drafting Third Report of Information Officer to the Court;	3.00
May-09-22	N. Levine	Revise draft Third Report; correspondence regarding mediation; confer with Cassels team regarding same;	2.90
May-09-22	S. Kukulowicz	Office conference with N. Levine regarding mediation protocol; review of summary regarding appeal and requests to participate in the mediation;	0.70
May-10-22	N. Levine	Confer with client regarding mediation; review US docket;	0.20
May-10-22	A. Hoy	Drafting the Third Report to the Court;	0.80
May-10-22	S. Kukulowicz	Exchanged emails with EY regarding contact with mediators and US Trustee role in mediation; office conference with N.	1.40

Date	Name	Description	Hours
		Levine;	
May-11-22	S. Kukulowicz	Review of draft Third Report and discussed same with N. Levine; review of order regarding Third Circuit granting permission for direct appeal;	2.20
May-11-22	N. Levine	Revise draft Third Report; consider additional filings; confer with Cassels team regarding mediation order and recognition;	1.00
May-11-22	A. Hoy	Revisions to Third Report of Information Officer;	0.10
May-12-22	S. Kukulowicz	Telephone attendance with N. Levine regarding status; review of draft Third Report and prepared mark-up;	2.30
May-13-22	S. Kukulowicz	Review of further revised Third Report and made additional suggestions;	1.60
May-13-22	A. Hoy	Updating LTL Timeline Chart;	0.20
May-13-22	N. Levine	Revise Third Report to stakeholders;	0.80
May-14-22	N. Levine	Revise draft Third Report per comments from S. Kukulowicz; correspond with client;	0.40
May-14-22	S. Kukulowicz	Exchanged emails with N. Levine regarding draft Third Report and status of mediation order;	0.30
May-16-22	S. Kukulowicz	Telephone attendance with N. Levine regarding status; review of EY comments on draft Third Report and related emails; review of amended Mediation Protocol; review of revised Third Report;	1.80
May-16-22	C. Gendron	Teams meeting with N. Levine to discuss the next steps of the file; proofreading Third Report of the Information Officer;	1.20
May-16-22	N. Levine	Call with C. McIntyre regarding order; revise Third Report; correspond with client; review docket; consider revised order and update client;	1.50
May-17-22	S. Kukulowicz	Review of agenda for May 24 hearing and related emails; review of update from C. Gendron; file administration;	1.50
May-17-22	C. Gendron	Monitor the New Jersey Court docket and reporting to N. Levine; send Calendar Invites for May 24 and June 14 hearings; send docket 2305 to S. Kukulowicz; update LTL Timeline Chart;	1.30
May-17-22	N. Levine	Revise Third Report; consider docket updates; summarize materials for client;	1.00
May-18-22	N. Levine	Review comments on Third Report; prepare for call client client regarding same;	0.60
May-18-22	S. Kukulowicz	Review of revised Third Report on mediation and related comments; telephone attendance with N. Levine regarding same; review of update emails from C. Gendron;	2.10
May-18-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine on same;	0.50
May-19-22	N. Levine	Revise Third Report; call with company counsel; call with client regarding same; review revisions and draft emails regarding queries; communicate with mediator;	3.20

Date	Name	Description	Hours
May-19-22	S. Kukulowicz	Conference call with EY regarding various issues; provided additional comments on draft Third Report; email to Co-Mediators requesting update; file administration; review of emails regarding additional claims commenced by Preszler Law firm; review of response from Co-Mediators and related emails;	3.30
May-19-22	C. Gendron	Update Third Report of the Information Officer; verify Schedule "D" of the Third Report against the Statements of Claim; monitor New Jersey Court Docket and report to N. Levine regarding same;	2.00
May-20-22	C. Gendron	Revise Third Report of the Information Officer; monitor New Jersey Court Docket and reporting to N. Levine regarding same;	1.20
May-20-22	N. Levine	Participate in calls with client and company counsel; revise Third Report; correspond with mediator regarding amended order; confer with client regarding Third Report and mediation; consider next steps; update client regarding hearing;	3.50
May-20-22	S. Kukulowicz	Finalizing update report; exchanged further emails with Co-Mediator;	1.80
May-23-22	N. Levine	Prepare update for client regarding hearing; review US docket;	0.30
May-24-22	C. Gendron	Monitor New Jersey Court Docket and report to N. Levine regarding same;	0.40
May-24-22	N. Levine	Monitor US hearing; draft summary for client; send updates to service list to service list keeper; consider additional filings; follow up on service issues regarding Third Report;	2.50
May-24-22	S. Kukulowicz	Review of agenda for Omnibus hearing; monitored Omnibus hearing and reviewed summary;	3.10
May-25-22	N. Levine	Review additional US filings and summarize for client;	1.20
May-25-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
May-25-22	S. Kukulowicz	Review of update regarding lift stay motions;	0.50
May-26-22	C. Gendron	Monitor New Jersey Court Docket and report to N. Levine regarding same;	0.30
May-26-22	N. Levine	Confer with client; review US updates;	0.20
May-26-22	S. Kukulowicz	Exchanged emails regarding further communications with Co-Mediators; review of scope of Mediation Protocol;	0.80
May-27-22	N. Levine	Correspond with client; review docket updates; correspond with company counsel regarding mediation;	0.60
May-27-22	C. Gendron	Monitor New Jersey Court Docket and report to N. Levine regarding same;	0.20
May-27-22	S. Kukulowicz	Review of emails regarding response to information disclosure requests;	0.80
May-27-22	S. Kukulowicz	Telephone attendance with N. Levine regarding contacting Co-Mediators or other mediation parties for an update; exchanged emails with EY regarding status of mediation and	2.60

Date	Name	Description	Hours
		contacting Co-Mediators and other parties; review of order appointing mediator for consumer protection claims and related emails;	
May-30-22	C. Gendron	Monitor New Jersey Court Docket and report to N. Levine regarding same;	0.20
May-30-22	N. Levine	Brief review of US docket; correspond with company counsel;	0.20
May-30-22	S. Kukulowicz	Review of emails regarding mediation;	0.40
May-31-22	C. Gendron	Monitor New Jersey Court Docket and report to N. Levine regarding same;	0.10
May-31-22	S. Kukulowicz	Telephone attendance with N. Levine regarding status; review of Mediation Protocol;	0.50
May-31-22	N. Levine	Correspond with client regarding questions for company; consider mediation report issues; confer with company counsel;	0.20

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Levine, Natalie	Partner	27.80	730.00	20,294.00
Kukulowicz, Shayne	Partner	35.80	1,075.00	38,485.00
Gendron, Camély	Law Student	7.60	145.00	1,102.00
Hoy, Alec	Law Student	4.70	195.00	916.50
Total (CAD)		**75.90**		**60,797.50**

Our Fees	60,797.50	
HST @ 13.00%	7,903.68	
TOTAL FEES & TAXES (CAD)		**68,701.18**

DISBURSEMENT SUMMARY

Taxable Disbursements		
Copies	9.00	
Total Taxable Disbursements	9.00	
HST @ 13.00%	1.17	
Total Taxable Disbursements & Taxes	10.17	
TOTAL DISBURSEMENTS & TAXES (CAD)		**10.17**

TOTAL FEES	**60,797.50**
TOTAL DISBURSEMENTS	**9.00**
TOTAL TAXES	**7,904.85**
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	**68,711.35**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2169056	05/30/22	57,713.62	0.00	57,713.62
2171425	06/27/22	68,711.35	0.00	68,711.35
Total (CAD)		**126,424.97**	**0.00**	**126,424.97**

Cassels

Invoice No:	2173443
Date:	July 20, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including June 30, 2022

Our Fees	22,044.00
HST @ 13.00%	2,865.72
TOTAL DUE (CAD)	**24,909.72**

We are committed to protecting the environment. Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire:

Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2173443
Matter No.:	025522-00024
Amount:	**CAD 24,909.72**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Jun-01-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine on same;	0.20
Jun-01-22	N. Levine	Correspond with co-mediators; confer with Cassels team;	0.20
Jun-01-22	S. Kukulowicz	Telephone attendance with N. Levine regarding status; email to Co-Mediators requesting a copy of the unredacted mediation report and update; office conference with A. Morrison regarding mediation; exchanged emails with J. Schneider (mediator); review of US docket update from C. Gendron and related emails;	1.80
Jun-02-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.10
Jun-02-22	S. Kukulowicz	Exchanged phone messages with J. Schneider;	0.20
Jun-03-22	S. Kukulowicz	Telephone attendance with J. Schneider regarding mediation; telephone attendance with N. Levine; review of email update regarding US docket;	1.50
Jun-03-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.10
Jun-04-22	N. Levine	Call with S. Kukulowicz regarding mediation;	0.20
Jun-06-22	S. Kukulowicz	Provided report to EY regarding discussions with Co-Mediator;	0.30
Jun-06-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-06-22	N. Levine	Correspond with client regarding mediation report;	0.10
Jun-07-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-07-22	N. Levine	Review US docket; call with Canadian counsel to TCC;	0.50
Jun-07-22	S. Kukulowicz	Exchanged emails with N. Levine regarding discussions with Canadian counsel for the Committee;	0.40
Jun-08-22	S. Kukulowicz	Review of additional US filings;	0.40
Jun-08-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-08-22	N. Levine	Review US docket; confer with company counsel; summarize outstanding issues for client;	0.70
Jun-09-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-10-22	N. Levine	Draft summary of outstanding issues for client; review US docket updates; prepare for hearing;	0.90
Jun-10-22	S. Kukulowicz	Review of Committee's status report and related emails;	0.80
Jun-13-22	C. Gendron	Updating Calendar Invite with Zoom Link for June 14, 2022 Hearing; monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.70
Jun-13-22	N. Levine	Prepare for hearing; summarize recent developments for client;	1.60
Jun-13-22	S. Kukulowicz	Telephone attendance with N. Levine regarding various	1.50

Date	Name	Description	Hours
		pleadings for Omnibus hearing; review of various filings regarding Preliminary Injunction;	
Jun-14-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-14-22	N. Levine	Participate in hearing; review US documents; prepare summary for client;	4.20
Jun-14-22	S. Kukulowicz	Monitoring US Omnibus hearing; review of hearing update;	2.40
Jun-15-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-15-22	S. Kukulowicz	Review of update to US docket;	0.40
Jun-16-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-16-22	S. Kukulowicz	Review of update from C. Gendron;	0.20
Jun-17-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-17-22	N. Levine	Consider US docket updates;	0.20
Jun-17-22	S. Kukulowicz	Review of emails regarding status of US proceedings;	0.30
Jun-20-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-21-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-21-22	S. Kukulowicz	Provided fee estimate for June 2022; review of update of US docket;	0.40
Jun-22-22	S. Kukulowicz	Review of daily US docket update;	0.20
Jun-22-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-22-22	N. Levine	Brief review of US docket;	0.10
Jun-23-22	N. Levine	Correspond with C. Gendron regarding chart; review US objections; draft email to client;	1.20
Jun-23-22	C. Gendron	Summarizing the materials in opposition to extending the preliminary injunction; monitor the New Jersey Court Docket and report to N. Levine regarding same;	3.20
Jun-24-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-24-22	S. Kukulowicz	Review of filings in opposition to the extension of the Preliminary Injunction; review of emails regarding issue of absence of representative Canadian case under limited lift stay scenario;	0.90
Jun-27-22	S. Kukulowicz	Matter administration; review of US docket update;	0.20
Jun-27-22	N. Levine	Brief review of US docket;	0.10
Jun-27-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-28-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-28-22	S. Kukulowicz	Review of US order adjourning certain matters;	0.20

Date	Name	Description	Hours
Jun-29-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-29-22	S. Kukulowicz	Review of article from S. Clinton regarding Texas 2 - steps; exchange of emails with A. Morrison et al. regarding further report;	0.40
Jun-30-22	N. Levine	Correspond with client regarding hearing;	0.10
Jun-30-22	C. Gendron	Monitor the New Jersey Court Docket and report to N. Levine regarding same;	0.20
Jun-30-22	N. Levine	Correspond with Cassels team and client regarding additional filings;	0.20

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Kukulowicz, Shayne	Partner	12.50	1,075.00	13,437.50
Levine, Natalie	Partner	10.30	730.00	7,519.00
Gendron, Camély	Law Student	7.50	145.00	1,087.50
Total (CAD)		**30.30**		**22,044.00**

Our Fees	22,044.00	
HST @ 13.00%	2,865.72	
TOTAL FEES & TAXES (CAD)		**24,909.72**

TOTAL FEES	**22,044.00**
TOTAL TAXES	**2,865.72**
TOTAL FEES & TAXES (CAD)	**24,909.72**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2171425	06/27/22	68,711.35	0.00	68,711.35
2173443	07/20/22	24,909.72	0.00	24,909.72
Total (CAD)		**93,621.07**	**0.00**	**93,621.07**

Cassels

Invoice No:	2176538
Date:	August 29, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including July 31, 2022

Our Fees	47,598.00
Disbursements	2.50
Total Fees and Disbursements	47,600.50
HST @ 13.00%	6,188.07
TOTAL DUE (CAD)	**53,788.57**

We are committed to protecting the environment.
Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire:
Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:
Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2176538
Matter No.:	025522-00024
Amount:	**CAD 53,788.57**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Jul-04-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine; outline the Fourth Report of the Information Officer;	0.60
Jul-04-22	S. Kukulowicz	Office conference with N. Levine regarding status; review of agenda for July 6 hearing; exchanged emails with EY regarding various issues;	0.90
Jul-04-22	N. Levine	Review additional US filings; correspond with client; call to Blakes regarding hearing; prepare for hearing; prepare outline;	1.20
Jul-05-22	S. Kukulowicz	Review of daily update and new pleadings for US hearing;	0.80
Jul-05-22	C. Gendron	Outline the Fourth Report of the Information Officer; update Calendar Invite for the July 6th Hearing; Monitoring the New Jersey Court Docket and update N. Levine;	2.00
Jul-05-22	N. Levine	Prepare for hearing; call with company counsel; brief review of outline of report;	0.50
Jul-06-22	S. Kukulowicz	Monitored US hearing; exchanged emails with N. Levine regarding summary of hearing;	1.80
Jul-06-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-06-22	N. Levine	Prepare for hearing; participate in same; consider filings; draft email to client regarding next steps;	1.20
Jul-07-22	S. Kukulowicz	Review of emails regarding next steps and daily update on US docket;	0.40
Jul-07-22	N. Levine	Comment on outline for report; review US docket;	0.70
Jul-07-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-08-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-08-22	N. Levine	Review US docket;	0.10
Jul-11-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-11-22	N. Levine	Draft email to client regarding Texas two step update; respond to follow up questions;	0.20
Jul-11-22	S. Kukulowicz	Review of article on Texas Two-Step litigation and related emails; review of update regarding US docket;	1.10
Jul-13-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-14-22	N. Levine	Review US filings regarding stay extension;	1.60
Jul-14-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-14-22	S. Kukulowicz	Review of new adversary proceeding by various government entities; review of emails regarding effect of mediation on Canadian claimants;	1.20
Jul-15-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.50

Date	Name	Description	Hours
Jul-15-22	N. Levine	Review additional adversary proceeding filed;	1.60
Jul-15-22	S. Kukulowicz	Review of US docket materials regarding new injunction;	0.80
Jul-16-22	D. Ronde	Review correspondence on file and email N. Levine;	0.40
Jul-17-22	N. Levine	Consider updates on stay issues; review estimation materials;	1.00
Jul-18-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-18-22	N. Levine	Revise work product for client summarizing US arguments;	3.60
Jul-18-22	S. Kukulowicz	Review of summary chart for emergency US hearing on June 21/22 and exchanged emails with N. Levine regarding same; review of US Docket update; review of pleadings;	1.30
Jul-19-22	N. Levine	Review US docket updates; correspond with Cassels team regarding hearing;	0.50
Jul-19-22	S. Kukulowicz	Review of additional US Court filings;	0.90
Jul-19-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.50
Jul-20-22	S. Kukulowicz	Review of emails regarding adjournment of emergency hearing on New Mexico and Mississippi state actions;	0.80
Jul-20-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-20-22	N. Levine	Revise chart of US materials; email with client regarding hearing;	3.00
Jul-21-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-21-22	N. Levine	Revise draft chart for client; review US materials;	1.60
Jul-21-22	S. Kukulowicz	Review of draft summary of arguments for "estimation" issues and extension of the preliminary injunction; exchanged emails with N. Levine regarding summary; dealing with administrative issues;	1.70
Jul-22-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-22-22	N. Levine	Consider US docket updates;	0.10
Jul-22-22	S. Kukulowicz	Review of pleadings regarding "estimation" relief;	1.40
Jul-25-22	S. Kukulowicz	Exchanged emails with N. Levine regarding summary of issues for July 26 hearing; review of pleadings regarding extension of preliminary injunction;	1.70
Jul-25-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-25-22	N. Levine	Refine summaries for client; confer with Cassels team regarding hearing;	4.30
Jul-26-22	S. Kukulowicz	Monitored US hearing on estimation, extension of preliminary injunction and insurance issues;	5.50
Jul-26-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-26-22	N. Levine	Participate in hearing; summarize same for client;	4.00

Date	Name	Description	Hours
Jul-27-22	S. Kukulowicz	Review of hearing summary and exchanged emails with N. Levine regarding same; exchanged emails with EY regarding next steps including an update report;	1.10
Jul-27-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-27-22	N. Levine	Revise summary of proceedings; call with company counsel regarding need for updates to Canadian stakeholders;	1.30
Jul-28-22	S. Kukulowicz	Monitored US hearing regarding reasons for "estimation" process and extension of preliminary injunction; office conference with N. Levine regarding various issues; email to Judge J. Schneider regarding status of mediation;	1.40
Jul-28-22	N. Levine	Participate in hearing; coordinate updates with mediator and client;	1.60
Jul-28-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20
Jul-29-22	N. Levine	Correspond with company counsel regarding mediation and coordinate upcoming calls with client, company and mediator;	0.60
Jul-29-22	S. Kukulowicz	Review of email from Judge J. Schneider; exchanged emails with EY and Judge J. Schneider; review of emails regarding update call with Blakes; office conference with N. Levine;	0.80
Jul-29-22	C. Gendron	Monitoring the New Jersey Court Docket and update N. Levine;	0.20

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Levine, Natalie	Partner	28.70	730.00	20,951.00
Kukulowicz, Shayne	Partner	23.60	1,075.00	25,370.00
Ronde, Derek	Partner	0.40	800.00	320.00
Gendron, Camély	Law Student	6.60	145.00	957.00
Total (CAD)		**59.30**		**47,598.00**

Our Fees	47,598.00	
HST @ 13.00%	6,187.74	
TOTAL FEES & TAXES (CAD)		**53,785.74**

DISBURSEMENT SUMMARY

Taxable Disbursements

Copies	2.50
Total Taxable Disbursements	2.50
HST @ 13.00%	0.33

Total Taxable Disbursements & Taxes	2.83

TOTAL DISBURSEMENTS & TAXES (CAD)	**2.83**
TOTAL FEES	**47,598.00**
TOTAL DISBURSEMENTS	**2.50**
TOTAL TAXES	**6,188.07**
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	**53,788.57**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2173443	07/20/22	24,909.72	0.00	24,909.72
2176538	08/29/22	53,788.57	0.00	53,788.57
Total (CAD)		**78,698.29**	**0.00**	**78,698.29**

Cassels

Invoice No:	2179322
Date:	September 28, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including August 31, 2022

Our Fees	42,471.50
Disbursements	3.00
Total Fees and Disbursements	42,474.50
HST @ 13.00%	5,521.69
TOTAL DUE (CAD)	**47,996.19**

We are committed to protecting the environment.
Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire:

Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2179322
Matter No.:	025522-00024
Amount:	**CAD 47,996.19**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Aug-01-22	C. Gendron	Monitor New Jersey Court Docket and update N. Levine regarding same;	0.20
Aug-02-22	C. Gendron	Monitor New Jersey Court Docket and update N. Levine regarding same;	0.20
Aug-02-22	S. Kukulowicz	Review of issues for update report;	0.60
Aug-03-22	C. Gendron	Monitor New Jersey Court Docket and update N. Levine regarding same;	0.20
Aug-03-22	S. Kukulowicz	Conference call with Judge J. Schneider and EY; follow up discussions with EY; review of US docket updates;	0.90
Aug-03-22	N. Levine	Participate in call with mediator; prepare for same; call with client; prepare for call with company counsel; research issues arising from call with mediator;	2.00
Aug-04-22	C. Gendron	Monitor New Jersey Court Docket and update N. Levine regarding same;	0.20
Aug-04-22	S. Kukulowicz	Conference call with Blakes regarding update on proceedings; review of US provisions regarding "channeling injunctions"; exchanged emails wand telephone attendance with N. Levine regarding update report of the Information Officer; review of daily update regarding US docket;	2.40
Aug-04-22	N. Levine	Participate in call with client and company counsel regarding recognition of upcoming orders; review US docket to determine substance of orders; report to client regarding scheduling;	0.80
Aug-05-22	C. Gendron	Monitor New Jersey Court Docket and update N. Levine regarding same;	0.20
Aug-08-22	N. Levine	Meet with D. Bundy regarding report and case progress; review US docket updates;	0.70
Aug-08-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.40
Aug-08-22	S. Kukulowicz	Started drafting update report;	1.50
Aug-09-22	N. Levine	Review and summarize expert position statements for client;	1.00
Aug-09-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.20
Aug-09-22	S. Kukulowicz	Review of various objections statement in connection with the appointment of Estimator;	0.90
Aug-10-22	N. Levine	Review proposed order; draft email to client regarding same; call with company counsel re recognition; discuss report with S. Kukulowicz;	1.00
Aug-10-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.20
Aug-10-22	S. Kukulowicz	Telephone attendance with N. Levine regarding status of "estimator" appointment and objections; review of draft order and emails from EY;	0.60
Aug-11-22	N. Levine	Review additional filings regarding expert order; draft email	0.30

Date	Name	Description	Hours
		to client regarding same;	
Aug-11-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.40
Aug-11-22	S. Kukulowicz	Exchanged emails with EY and telephone attendance with N. Levine regarding Estimator Order; review of declaration of K. Feinberg (proposed Estimator); review of additional objections/statement filed in US Court;	1.10
Aug-12-22	N. Levine	Consider news reports on estimation issues; correspond with client regarding same;	0.30
Aug-12-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.20
Aug-12-22	S. Kukulowicz	Review of emails from A. Morrison regarding J&J discontinuance of talc baby powder globally; review of Debtwire article on Estimator and emails from EY; revisions to draft Fourth Report;	0.80
Aug-14-22	N. Levine	Review US docket; discuss report with S Kukulowicz;	0.20
Aug-15-22	N. Levine	Review US order; discuss same with Cassels team and client; review and comment on stay materials; provide comments on report contents; revise chart;	1.70
Aug-15-22	S. Kukulowicz	Telephone attendance with L. Rogers regarding status of Estimator Order; follow up discussion with L. Rogers; exchanged emails with EY; further drafting of Fourth Report; review of filing regarding continuation of consumer protection action s by various states; review of consent adjournment of exclusivity motion; review of signed Estimator Order;	3.40
Aug-15-22	D. Bundy	Prepare summary of materials in opposition to preliminary enjoining the prosecution of the New Mexico and Mississippi State Actions; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	3.10
Aug-16-22	S. Kukulowicz	Conference call with EY regarding debtor plans to seek recognition of Estimator Order and discussion on proposed report and status of mediation; exchanged emails with Blakes and EY regarding court dates;	1.10
Aug-16-22	N. Levine	Participate in call with client; research regarding upcoming hearing issues; confer with company counsel;	0.60
Aug-16-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Aug-17-22	N. Levine	Research upcoming arguments; confer with company counsel regarding hearing; confer with Cassels team regarding report;	0.20
Aug-17-22	S. Kukulowicz	Review email from A. Morrison; arranged for fee estimate; review of US fee disclosures;	0.40
Aug-18-22	N. Levine	Review revised order; communicate with company counsel regarding applicable orders to recognize;	0.20
Aug-18-22	D. Bundy	Document changes between Order Appointing Expert Pursuant to Federal Rule of Evidence 706 dated August 15,	0.90

Date	Name	Description	Hours
		2022 and Order Appointing Expert Pursuant to Federal Rule of Evidence 706 dated August 18, 2022; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	
Aug-18-22	S. Kukulowicz	Review of US docket orders and related emails regarding rule 706 Order; drafting of Fourth Report;	1.40
Aug-19-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.20
Aug-19-22	N. Levine	Brief review of US docket;	0.10
Aug-19-22	S. Kukulowicz	File administration; review of various entries regarding Expert Appointment Order; revisions to draft of Fourth Report;	2.70
Aug-21-22	N. Levine	Brief review of agenda and additional filings for hearing;	0.30
Aug-22-22	N. Levine	Prepare for hearing; respond to client questions;	0.40
Aug-22-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Aug-22-22	S. Kukulowicz	Review of agenda for August 23, 2022 hearing; review of Debtor's Reply regarding motion to enjoin New Mexico and Mississippi state actions; further draft of Fourth Report;	0.80
Aug-23-22	N. Levine	Prepare for hearing; correspond with client and company counsel regarding hearing; review docket updates;	0.50
Aug-23-22	S. Kukulowicz	Monitored US hearing and review of adjournment terms; review of various orders to attach to Fourth Report;	1.20
Aug-24-22	N. Levine	Discuss report with S. Kukulowicz; review US docket updates;	0.30
Aug-24-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Aug-24-22	S. Kukulowicz	Draft Fourth Report;	2.20
Aug-25-22	N. Levine	Confer with company counsel regarding upcoming motion; brief review of draft materials;	0.50
Aug-25-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Aug-25-22	S. Kukulowicz	Review of US court docket and pleadings;	1.40
Aug-26-22	N. Levine	Correspond with Cassels team regarding upcoming hearings and report;	0.20
Aug-26-22	D. Bundy	Review schedule of Omnibus Hearings and Third Circuit oral arguments;	0.40
Aug-26-22	S. Kukulowicz	File administration; revised and circulated draft of Fourth Report;	2.20
Aug-27-22	N. Levine	Review additional US filings; correspond with client;	0.30
Aug-29-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.20
Aug-29-22	N. Levine	Confer with C. McIntyre regarding report; correspond with Cassels team regarding same;	0.20
Aug-29-22	S. Kukulowicz	Review of correspondence from counsel for mesothelioma	0.70

Date	Name	Description	Hours
		firms to Estimator and Court; file administration;	
Aug-30-22	N. Levine	Revise report; discuss same with Cassels team; review docket entries;	1.10
Aug-30-22	S. Kukulowicz	Review of additional analysis regarding the "Texas 2-Step";	0.90
Aug-30-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.40
Aug-31-22	S. Kukulowicz	Telephone attendance with A. Morrison regarding various issues; exchanged emails with N. Levine regarding Fourth Report; review of emails from S. Clinton regarding ruling from 3M mass tort proceeding;	1.10
Aug-31-22	D. Bundy	Review N. Levine's comments on draft of Fourth Report of the Information Officer;	0.90
Aug-31-22	N. Levine	Revise report; confer with Cassels team regarding same; review updates regarding similar transactions and correspond with client regarding same;	1.20

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Kukulowicz, Shayne	Partner	28.30	1,075.00	30,422.50
Levine, Natalie	Partner	14.10	735.00	10,363.50
Bundy, Dakota	Law Student	7.90	195.00	1,540.50
Gendron, Camély	Law Student	1.00	145.00	145.00
Total (CAD)		**51.30**		**42,471.50**

Our Fees	42,471.50	
HST @ 13.00%	5,521.30	
TOTAL FEES & TAXES (CAD)		**47,992.80**

DISBURSEMENT SUMMARY

Taxable Disbursements		
Copies	3.00	
Total Taxable Disbursements	3.00	
HST @ 13.00%	0.39	
Total Taxable Disbursements & Taxes	3.39	
TOTAL DISBURSEMENTS & TAXES (CAD)		**3.39**

TOTAL FEES	**42,471.50**
TOTAL DISBURSEMENTS	**3.00**
TOTAL TAXES	**5,521.69**
TOTAL FEES, DISBURSEMENTS & TAXES (CAD)	**47,996.19**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2176538	08/29/22	53,788.57	0.00	53,788.57
2179322	09/28/22	47,996.19	0.00	47,996.19
Total (CAD)		**101,784.76**	**0.00**	**101,784.76**

Cassels

Invoice No:	2181020
Date:	October 18, 2022
Matter No.:	025522-00024
GST/HST No.:	R121379572
Lawyer:	Kukulowicz, Shayne
Tel.:	(416) 860-6463
E-mail:	SKukulowicz@cassels.com

Attn: Alex Morrison
Ernst & Young Inc.
100 Adelaide Street West
Toronto, ON M5H 0B3

Re: Recognition Proceedings of LTL Management

Fees for professional services rendered up to and including September 30, 2022

Our Fees	40,941.50
HST @ 13.00%	5,322.40
TOTAL DUE (CAD)	**46,263.90**

We are committed to protecting the environment.
Please provide your email address to payments@cassels.com to receive invoice and reminder statements electronically.

Payment due upon receipt. Please return remittance advice(s) with cheque.

REMITTANCE ADVICE: ***Email payment details to payments@cassels.com***

CAD EFT and Wire:

Bank of Nova Scotia
44 King St. West,
Toronto, ON, M5H 1H1

Bank I.D.: 002
Transit No.: 47696
Account No.: 0073911
Swift Code: NOSCCATT
ABA No.: 026002532

Cheque Payments:

Cassels Brock & Blackwell LLP
Finance & Accounting (Receipts)
Scotia Plaza, Suite 2100, 40 King Street West
Toronto, Ontario, M5H 3C2 Canada

Online Bill Payments:
Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter #

Invoice No:	2181020
Matter No.:	025522-00024
Amount:	**CAD 46,263.90**
e-Transfer Payments:	**payments@cassels.com**
Credit Card Payments:	**payments.cassels.com**

FEE DETAIL

Date	Name	Description	Hours
Sep-01-22	N. Levine	Revise draft report; review case updates from precedent cases; confer with S. Kukulowicz regarding report; review document updates;	2.90
Sep-01-22	D. Bundy	Review and edit draft of Fourth Report of the Information Officer; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	1.20
Sep-01-22	S. Kukulowicz	Review of various pleadings regarding professional fees; exchanged emails regarding Third Circuit Appeal hearing; review of mark-up of Fourth Report from N. Levine and approved same; telephone attendance with L. Rogers regarding issue of recognition of Estimator Order by Canadian Court; telephone attendance with N. Levine regarding same and review of emails with EY;	1.80
Sep-02-22	S. Kukulowicz	Review of analysis of divisional merger in 3M proceedings;	0.30
Sep-02-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Sep-02-22	N. Levine	Review case updates;	0.10
Sep-05-22	S. Kukulowicz	Review of additional filings by plaintiff firms regarding fees and substantive issues;	0.60
Sep-05-22	N. Levine	Review docket updates and precedent cases update;	0.20
Sep-06-22	S. Kukulowicz	Review of emails with Commercial Court regarding vacating potential hearing date; exchanged emails with Committee counsel et al. review of report;	1.10
Sep-06-22	N. Levine	Confer with client regarding case updates; review docket;	0.20
Sep-06-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Sep-07-22	S. Kukulowicz	Conference call with counsel for Committee, LTL and EY regarding recognition of Estimation Order; follow up discussions with EY and N. Levine;	0.70
Sep-07-22	N. Levine	Participate in call with Canadian stakeholders; confer with Cassels team; review US docket; confer with company counsel;	0.60
Sep-08-22	S. Kukulowicz	Review of comments on draft report from EY; review of US Docket updates;	0.80
Sep-08-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.30
Sep-08-22	N. Levine	Revise report; confer with Cassels team; review US docket updates;	0.50
Sep-11-22	N. Levine	Review US docket;	0.10
Sep-12-22	S. Kukulowicz	Review of second submission of Meso claimants counsel to K. Feinberg (Estimator); review of comments on report from S. Clinton;	0.60
Sep-12-22	D. Bundy	Send updated invitation for September 14th Omnibus Hearing; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.40

Date	Name	Description	Hours
Sep-12-22	N. Levine	Review submissions in connection with estimation; correspond with Cassels team regarding same;	1.80
Sep-13-22	S. Kukulowicz	Review of agenda for Omnibus hearing; review of appeal filings;	1.20
Sep-13-22	D. Bundy	Incorporate comments from S. Clinton and A. Morrison into draft Fourth Report of the Information Officer; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	1.00
Sep-13-22	N. Levine	Call with Blakes; confer with Cassels team; review comments on report; review press coverage; prepare for hearing; review docket;	0.70
Sep-14-22	S. Kukulowicz	Review of emails from N. Levine and further submissions from counsel for Meso claimants; monitored Omnibus hearing and exchanged emails regarding same;	4.80
Sep-14-22	D. Bundy	Attend Omnibus Hearing and take notes;	4.10
Sep-14-22	N. Levine	Prepare for hearing; participate in portion of hearing; correspond with Cassels team regarding same; draft summary of same;	4.40
Sep-15-22	S. Kukulowicz	Review of article regarding 3M appeal on extended injunction and impact on LTL proceedings; review of draft summary of Omnibus hearing and approved same; review of emails from EY;	0.70
Sep-15-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Sep-15-22	N. Levine	Revise hearing summary; respond to client inquiry;	0.30
Sep-16-22	S. Kukulowicz	Calculated and provided fee estimates for September;	0.30
Sep-16-22	N. Levine	Confer with Cassels team regarding next hearing; review coverage update;	0.30
Sep-19-22	S. Kukulowicz	Monitored Third Circuit appeal hearing; exchanged emails and telephone attendance with N. Levine regarding same;	3.60
Sep-19-22	D. Bundy	Attend Third Circuit Hearing and take notes;	3.00
Sep-19-22	N. Levine	Participate in hearing; draft summary of same; correspond with company counsel regarding recognition and next steps;	3.80
Sep-20-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Sep-20-22	N. Levine	Correspond with company counsel; review US docket;	0.20
Sep-21-22	N. Levine	Correspond with client regarding case updates; revise docket; revise summary;	0.70
Sep-21-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Sep-22-22	N. Levine	Revise summary of hearing; review docket; research US procedures;	0.50
Sep-22-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.10
Sep-22-22	S. Kukulowicz	Review of emails from Canadian counsel to UCC and others regarding recognition of Expert Appointment Order;	0.40

Date	Name	Description	Hours
Sep-23-22	N. Levine	Draft summary for client; correspond with company counsel; research transcript issues;	1.10
Sep-23-22	D. Bundy	Review N. Levine's summary of September 19th hearing; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.30
Sep-23-22	S. Kukulowicz	Review of status update from L. Rogers and emails regarding recognition of expert order;	0.40
Sep-26-22	S. Kukulowicz	Review of draft summary of Third Circuit hearing and provided comments; review of case law regarding "bad faith" concept in U.S. bankruptcy proceedings;	0.70
Sep-26-22	D. Bundy	Review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.20
Sep-26-22	N. Levine	Correspond with Cassels team; review precedent opinion on mass torts issues;	0.90
Sep-27-22	S. Kukulowicz	Exchanged emails with EY regarding issues of recognition of Expert Appointment Order and delivery of the Fourth Report; review of earlier recognition materials and Expert Appointment Order;	0.90
Sep-27-22	N. Levine	Correspond with client; confer with company counsel; confer with Cassels team;	0.50
Sep-28-22	D. Bundy	Update draft of Fourth Report of the Information Officer to contain comments regarding the September 14 New Jersey Bankruptcy Court hearing and the September 19 Third Circuit Court hearing; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	1.00
Sep-28-22	S. Kukulowicz	Circulated summary of Third Circuit hearing to EY;	0.20
Sep-29-22	S. Kukulowicz	Exchanged emails regarding LTL affidavit and timing of appeal decision; review of draft LTL affidavit;	0.90
Sep-29-22	N. Levine	Review draft affidavit; revise draft report; confer with team regarding same;	1.20
Sep-29-22	D. Bundy	Update draft of Fourth Report of the Information Officer; review and send daily update on LTL US docket to N. Levine and S. Kukulowicz;	0.70
Sep-30-22	N. Levine	Revise report; draft email to client regarding report;	0.30
Sep-30-22	S. Kukulowicz	Review of revised Fourth Report and discussed same with N. Levine;	1.20

FEE SUMMARY

Name	Title	Hours	Rate	Amount
Kukulowicz, Shayne	Partner	21.20	1,075.00	22,790.00
Levine, Natalie	Partner	21.30	735.00	15,655.50
Bundy, Dakota	Law Student	12.80	195.00	2,496.00
Total (CAD)		**55.30**		**40,941.50**

Our Fees	40,941.50	
HST @ 13.00%	5,322.40	
TOTAL FEES & TAXES (CAD)		**46,263.90**

TOTAL FEES	**40,941.50**
TOTAL TAXES	**5,322.40**
TOTAL FEES & TAXES (CAD)	**46,263.90**

OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2179322	09/28/22	47,996.19	0.00	47,996.19
2181020	10/18/22	46,263.90	0.00	46,263.90
Total (CAD)		**94,260.09**	**0.00**	**94,260.09**

This is Exhibit “B” referred to in the affidavit of Natalie E. Levine, affirmed before me by videoconference on October 21, 2022 in accordance with O. Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario.

Alec Hoy

……………………………………………………...

A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

EXHIBIT "B"
Calculation of Average Hourly Billing Rates of
Cassels Brock & Blackwell LLP
for the period from November 15, 2021 to September 30, 2022

Invoice No./ Period	Fees ($)	Disbursements ($)	HST ($)	Total Fees, Disbursements and HST ($)	Hours Billed	Average Billed Rate ($)
2157523 Nov 15-21 to Dec 15-21	46,529.00	250.89	6,081.39	52,861.28	54.40	855.31
2159874 Dec 16-21 to Jan 31-22	76,165.00	250.39	9,925.88	86,341.27	108.40	702.63
2162785 Feb 1-22 to Feb 28-22	159,343.50[2]	144.87	20,725.02	180,213.39	223.20	713.90
2166188 Mar 1-22 to Mar 31-22	81,627.50	661.75	10,689.28	92,978.53	107.40	760.03
2169056 Apr 1-22 to Apr 30-22	51,074.00	0.00	6,639.62	57,713.62	65.10	784.55
2171425 May 1-22 to May 31-22	60,797.50	9.00	7,904.85	68,711.35	75.90	801.02

[2] This amount includes a $350 charge for work performed by a student and not included in the total hours.

2173443 Jun 1-22 to Jun 30-22	22,044.00	0.00	2,865.72	24,909.72	30.30	727.52
2176538 Jul 4-22 to Jul 31-22	47,598.00	2.50	6,188.07	53,788.57	59.30	802.66
2179322 Aug 1-22 to Aug 31-22	42,471.50	3.00	5,521.69	47,996.19	51.30	827.90
2181020 Sep 1-22 to Sep 30-22	40,941.50	0.00	5,322.40	46,263.90	55.30	740.35
Total	628,591.50	1,322.40	81,863.92	711,777.82	830.60	756.79

This is Exhibit “C” referred to in the affidavit of Natalie E. Levine, affirmed before me by videoconference on October 21, 2022 in accordance with O. Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario.

Alec Hoy

………………………………………………………...

A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

EXHIBIT "C"

Billing Rates of Cassels Brock & Blackwell LLP

For the period from November 15, 2021 to September 30, 2022

Year of Call	Individual	Rate ($)	Fees Billed ($)	Hours Worked
1990	Shayne Kukulowicz (2021 rate)	1,020.00	45,696.00	44.80
1990	Shayne Kukulowicz (2022 rate)	1,075.00	285,090.00	265.20
2002	Derek Ronde (2022 rate)	800.00	1,360.00	1.70
2009	Michael Lungu (2022 rate)	700.00	1,330.00	1.90
2012	Jeremy Martin (2022 rate)	660.00	1,386.00	2.10
2013	Natalie Levine (2021 rate)	700.00	30,660.00	43.80
2013	Natalie Levine (2022 initial rate)	730.00	144467.00	197.90
2013	Natalie Levine (2022 rate)	735.00	26019.00	35.40
2016	Benjamin Goodis (2021 rate)	545.00	6,213.00	11.40
2016	Benjamin Goodis (2022 rate)	610.00	63,318.00	103.80
	Stephanie Waugh (Law Clerk/ Paralegal) (2022 rate)	200.00	660.00	3.30
	Caroline Cusinato (Law Student) (2021 rate)	175.00	752.50	4.30
	Caroline Cusinato (Law Student) (2022 rate)	195.00	6,708.00	34.40
	Alec Hoy (Law Student) (2022 rate)	195.00	7,254.00	37.20
	Camely Gendron (Law Student) (2022 rate)	145.00	3,291.50	22.70
	Dakota Bundy (Law Student) (2022 rate)	195.00	4,036.50	20.70

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 NATALIE E. LEVINE
SWORN OCTOBER 21, 2022

Cassels Brock & Blackwell LLP
2100 Scotia Plaza
40 King Street West
Toronto, ON M5H 3C2

Shayne Kukulowicz LSO #: 30729S
Tel: 416.860.6463
skukulowicz@cassels.com

Natalie Levine LSO #: 64908K
Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Information Officer

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

FOURTH REPORT TO COURT

Cassels Brock & Blackwell LLP
2100 Scotia Plaza
40 King Street West
Toronto, ON M5H 3C2

Shane Kukulowicz LSO #: 30729S
Tel: 416.860.6463
skukulowicz@cassels.com

Natalie Levine LSO #: 64908K
Tel: 416.860.6568
nlevine@cassels.com

Alec Hoy LSO #85489K
Tel: 416.860.2976
ahoy@cassels.com

Lawyers for the Information Officer