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*

MOTION RECORD
(Expert Appointment Recognition Order)
Returnable November 1, 2022

October 21, 2022

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

TO: SERVICE LIST

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

ONTARIO
SUPERIOR COURT OF JUSTICE
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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

SERVICE LIST
(As at September 28, 2022)

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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

MOTION RECORD

I N D E X

TAB 1

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

AND IN THE MATTER OF LTL MANAGEMENT LLC

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

NOTICE OF MOTION

LTL MANAGEMENT LLC ("**LTL**"), in its capacity as foreign representative of its estate (in such capacity, the "**Foreign Representative**"), will make a motion to the Court on Tuesday, the 1st day of November, 2022, at 10:30 a.m., or as soon after that time as the motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard:

☐ In writing under subrule 37.12.1(1) because it is (*insert one of* on consent, unopposed *or* made without notice);
☐ In writing as an opposed motion under subrule 37.12.1(4);
☐ In person;
☐ By telephone conference;
☒ By video conference

at the following location:

Zoom meeting link, meeting ID and passcode to be created and posted to Caselines by court staff

Please advise if you plan to attend the motion by emailing Nancy Thompson at nancy.thompson@blakes.com, with a copy to James Reid at james.reid@blakes.com.

THE MOTION IS FOR:

1. An order recognizing and enforcing in Canada the *Order Appointing Expert Pursuant to Federal Rule of Evidence 706* (the "**Expert Appointment Order**") entered by the US Bankruptcy Court of the District of New Jersey (the "**New Jersey Bankruptcy Court**") on August 15, 2022.

2. An order approving the actions, conduct and activities of Ernst & Young Inc., solely in its capacity as Information Officer of the Foreign Representative (the "**Information Officer**"), as described in the First, Second, Third and Fourth Report of the Information Officer.

3. An order approving the accounts of the Information Officer and its legal counsel from the period from November 15, 2021 to September 30, 2022, as set out in the Fee Affidavits (as defined in the Fourth Report).

4. Such further and other relief as counsel may request and this Honourable Court may deem just.

THE GROUNDS for the motion are:

Background

1. LTL is an indirect subsidiary of Johnson & Johnson. LTL's roots can be traced back to Johnson & Johnson Baby Products Company ("**J&J Baby Products**") incorporated in 1970.

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

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

4. In 2021, Old JJCI Implemented a corporate restructuring (the "**2021 Corporate Restructuring**"), which was completed on October 12, 2021.

5. Upon the effectiveness of the 2021 Corporate Restructuring, Old JJCI ceased to exist and two new entities were created which shared a newly formed direct parent: (a) LTL, and (b) another entity, which then changed its name to Johnson & Johnson Consumer Inc. ("**New JJCI**").

6. As a result of the 2021 Corporate Restructuring, LTL holds certain of Old JJCI's assets and is responsible for all talc-related claims against Old JJCI (other than claims for which the exclusive remedy is provided under a workers' compensation statute or similar laws).

The Chapter 11 Case

7. On October 14, 2021, 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 with the United States Bankruptcy Court for the Western District of North Carolina (the "**North Carolina Bankruptcy Court**"). The Chapter 11 case was precipitated by the commencement and continuation of numerous law suits against the predecessor entity of LTL, in relation to the use of talc products and its disputed role in the development of certain health issues.

8. The Chapter 11 Case was commenced by LTL in order to equitably and permanently resolve all current and future talc-related claims against it.

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9. On November 16, 2021, the North Carolina Bankruptcy Court entered an order directing that the Chapter 11 Case be transferred to the District of New Jersey. The Chapter 11 Case is now being heard by the New Jersey Bankruptcy Court.

The Recognition Proceeding

10. On December 17, 2021, the Foreign Representative sought and obtained orders from this Court pursuant to Part IV of the *Companies' Creditors Arrangement Act*, RSC 1985, c C 36 (the "**CCAA**"), among other things, recognizing the Chapter 11 Case as a "foreign main proceeding" under the CCAA.

Relief Requested

11. Pursuant to the Expert Appointment Order, the New Jersey Bankruptcy Court-appointed expert is instructed to file a report with respect to the volume and value of talc claims in both the United States and Canada. The expert is also empowered to solicit information from Canadian stakeholders to facilitate the estimation process.

12. The Foreign Representative seeks recognition of the Expert Appointment Order to coordinate the Chapter 11 Case with the Canadian recognition proceeding and to enable the expert to carry out its function with respect to Canadian talc claims.

13. In addition, the Information Officer is seeking approval of its actions, conduct and activities, as well as its and its counsel's fees and disbursements in connection with these proceedings from the period of November 15, 2021 to September 30, 2022, as set out in the Fourth Report.

Applicable acts, regulations and rules:

14. The provisions of the CCAA, including sections 44, 49, 50, 51, 52, 53, 61 of Part IV thereof, and the statutory, inherent and equitable jurisdiction of this Honourable Court.

5

15. Rules 1.04, 1.05, 2.03, 3.02, 16, 37 and 39 of the *Rules of Civil Procedure*, RRO 1990 Reg 194, as amended.

16. Such further and other grounds as counsel may advise and this Honourable Court permit.

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

1. Affidavit of John K. Kim sworn October 21, 2022, and the exhibits attached thereto.

2. The Fourth Report, to be filed.

3. Such further and other evidence as counsel may advise and this Honourable Court permit.

Date: October 21, 2022

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

TO: SERVICE LIST

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

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding Commenced at Toronto

NOTICE OF MOTION
(Expert Appointment Recognition Order)
Returnable November 1, 2022

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

TAB 2

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

AND IN THE MATTER OF LTL MANAGEMENT LLC

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

AFFIDAVIT OF JOHN K. KIM
(Sworn October 21, 2022)

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

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

2. I swear this Affidavit in support of the motion brought by LTL in its capacity as foreign representative of its estate (in such capacity, the "**Foreign Representative**") pursuant to Part IV of the *Companies' Creditors Arrangement Act*, RSC 185, c C-36, as amended (the "**CCAA**"), for an order (the "**Expert Appointment Recognition Order**"): (i) recognizing and enforcing the *Order Appointing Expert Pursuant to Federal Rule of Evidence 706* entered on August 15, 2022 (the "**Expert Appointment Order**"), by the US Bankruptcy Court of the District of New Jersey (the "**New Jersey Bankruptcy Court**"), (ii) approving the actions, conduct and activities of Ernst

& Young Inc., solely in its capacity as Information Officer of the Foreign Representative (the "**Information Officer**") in these proceedings; and (iii) approving the accounts of the Information Officer and its counsel from the period from November 15, 2021 to September 30, 2022.

I. BACKGROUND

a. LTL

3. LTL is an indirect subsidiary of J&J. As described in greater detail in my affidavit sworn December 16, 2021, Johnson & Johnson Consumer Inc. (including all former names and corporate predecessors, "**Old JJCI**") was responsible for all liabilities associated with J&J's former baby product division, including those related to JOHNSON'S® Baby Powder.

4. In 2021, Old JJCI implemented a corporate restructuring (the "**2021 Corporate Restructuring**"), which was completed on October 12, 2021, in accordance with the laws of the State of Texas.

5. Upon the effectiveness of the 2021 Corporate Restructuring, Old JJCI ceased to exist and two new entities were created: (a) LTL, and (b) another entity, which then changed its name to Johnson & Johnson Consumer Inc. ("**New JJCI**").

6. As a result of the 2021 Corporate Restructuring, LTL holds certain of Old JJCI's assets and is responsible for all talc-related claims against Old JJCI (other than claims for which the exclusive remedy is provided under a workers' compensation statute or similar laws). New JJCI holds all other assets of Old JJCI and is solely responsible for all other liabilities of Old JJCI.

7. New JJCI is now the direct parent of LTL. The 2021 Corporate Restructuring was designed to ensure that LTL has the same, if not greater, ability to fund the costs of defending and resolving future and present talc-related claims as Old JJCI did before the 2021 Corporate Restructuring.

b. The Chapter 11 Case

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

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

10. LTL commenced the Chapter 11 Case in order to equitably and permanently resolve all current and future talc-related claims against it.

11. On November 16, 2021, the North Carolina Bankruptcy Court entered an order directing that the Chapter 11 Case be transferred to the District of New Jersey. The Chapter 11 Case is now being heard by the New Jersey Bankruptcy Court.

c. The Recognition Proceeding

12. On December 17, 2021, the Foreign Representative sought and obtained orders from this Court pursuant to Part IV of the CCAA, among other things:

a. recognizing the Chapter 11 Case as a "foreign main proceeding" under the CCAA;

b. appointing Ernst & Young Inc. as Information Officer in connection with the recognition proceeding;

c. recognizing and giving full force and effect in all provinces and territories of Canada to the preliminary injunction put in place in the US (the "**US Preliminary Injunction**") until its expiry, by its terms, unless extended by further order of the New Jersey Bankruptcy Court or the United States District Court for the District of New Jersey; and

d. setting out the terms of the stay of proceedings in Canada (the "**Canadian Stay**").

13. On March 7, 2022, the Foreign Representative sought and obtained an order from this Court recognizing and enforcing the *Order (I) Declaring That the Automatic Stay Applies to Certain Actions Against Non-Debtors, and (II) Preliminarily Enjoining Certain Actions* (the "**Extended Injunction**").

14. The Extended Injunction extended the US Preliminary Injunction for the period through and including 30 days after the effective date of a confirmed plan of reorganization in the Chapter 11 Case that is no longer subject to appeal or discretionary review. The Foreign Representative also obtained a corresponding extension of the Canadian Stay to the expiration of the Extended Injunction.

15. On September 19, 2022, the U.S. Court of Appeals for the Third Circuit (the "**Third Circuit**") heard an appeal of the New Jersey Bankruptcy Court's order denying the Official

Committee of Talc Claimants' ("**TCC**") motion to dismiss the Chapter 11 Case and Extended Injunction (the "**Appeal**"). LTL is currently awaiting a decision on the Appeal.

II. THE MEDIATON

16. On March 18, 2022, the New Jersey Bankruptcy Court entered an order (the "**Mediation Order**") appointing two mediators (the "**Co-Mediators**"). On May 16, 2022, the New Jersey Bankruptcy Court entered an amended Mediation Order (the "**Amended Mediation Order**"), which provides, among other things, that certain of the proposed representative plaintiffs in the proposed Canadian class action proceedings are entitled to participate in the mediation.

17. The Amended Mediation Order also provides that any other Canadian representative(s) 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.

III. THE EXPERT APPOINTMENT ORDER

18. On June 10, 2022, LTL filed a *Statement on Proposed Next Steps in the Chapter 11 Case*, requesting that the New Jersey Bankruptcy Court order the parties to engage in a process to estimate the aggregate value of the talc claims asserted against it to facilitate the on-going mediation in the Chapter 11 Case.

19. On July 15, 2022, the TCC filed a *Statement in Opposition to Debtor's Request for Estimation Under Section 502(c) of the Bankruptcy Code and Statement on Proposed Next Steps in the Chapter 11 Case* (the "**TCC Statement**"), among other things, supporting the termination

of exclusivity. Arnold & Itkin LLP filed a statement in support of the TCC Statement on the same day on behalf of the personal injury claimants it represents.

20. Also on July 15, 2022, the future claims representative appointed in the Chapter 11 Case (the "**FCR**") filed a position statement regarding future case proceedings, among other things, supporting continued mediation alongside any other court-ordered procedures put in place in the Chapter 11 Case.

21. In response to a request by the New Jersey Bankruptcy Court made at an omnibus hearing on June 14, 2022, LTL submitted a memorandum on the need for estimation in the Chapter 11 Case on July 15, 2022. Similar memorandums were filed on behalf of, among others, the TCC.

22. I understand that the Information Officer intends to file a report supporting the Foreign Representative's request for estimation in the Chapter 11 Case and the opposition thereto by stakeholders. I understand the Information Officer agrees that the Expert Appointment Order is a positive and constructive step towards facilitating a potential resolution of the talc claims.

23. On July 28, 2022, the New Jersey Bankruptcy Court, upon its own motion, entered an *Order Identifying Proposed Court-Appointed Expert* (the "**Expert Identification Order**"), identifying Kenneth R. Feinberg, Esq. as its proposed court-appointed expert in respect of estimation of talc claims (in such capacity, the "**Expert**"). A copy of the Expert Identification Order is attached hereto as **Exhibit "A"**.

24. On August 11, 2022, Mr. Feinberg filed a declaration (the "**Feinberg Declaration**"), pursuant to the Expert Identification Order, setting out Mr. Feinberg's (i) intentions as Expert, if appointed, (ii) qualifications, (iii) proposed compensation, and (iv) connections to any potentially

interested parties and belief that no conflict of interest will result from his appointment as the Expert.

25. On August 15, 2022, the New Jersey Bankruptcy Court entered the Expert Appointment Order, appointing Mr. Feinberg as an expert in connection with estimating LTL's liability for present and future talc claims. A copy of the Expert Appointment Order is attached hereto as **Exhibit "B"**.

26. Pursuant to paragraph 2 of the Expert Appointment Order, the Expert is directed to prepare and file a report estimating the volume and values of current and future ovarian and mesothelioma claims for which LTL may be liable in the United States and Canada. The Expert is also authorized by paragraph 3 of the Expert Appointment Order to, in his discretion, among other things, participate in confidential meetings with any interested party and to request informal and formal discovery from interested parties relevant to the analysis of the volume and value of the talc claims.

27. All interested parties are also invited to make written submissions to the Expert for his consideration, which submissions may contain facts or data that the parties believe the Expert should consider pursuant to paragraph 4 of the Expert Appointment Order.

28. Notwithstanding the New Jersey Bankruptcy Court's appointment of the Expert, the right of any party to object to the admissibility of all or any of the Expert's opinions, conclusions or findings are to be preserved.

IV. RELIEF REQUESTED

29. As described above, the provisions of the Expert Appointment Order instruct the Expert to file a report in respect of the volume and value of talc claims in both the United States and Canada.

The Expert is also empowered to solicit information and input from parties in interest, including Canadian stakeholders, to facilitate the preparation of his report.

30. In particular, paragraph 3(b) of the Expert Appointment Order empowers the Expert to, in his discretion, request informal and formal discovery from interested parties. Paragraph 5 of the Expert Appointment Order similarly orders that the parties in interest "shall fully and promptly cooperate with the [Expert] and fully and promptly comply with any reasonable discovery or other requests by the [Expert] for information."

31. It is the Foreign Representative's view that, although it is not necessary to recognize the Expert Appointment Order for the Expert to submit his opinion to the New Jersey Bankruptcy Court regarding the quantum and value of talc claims in Canada, recognition of the Expert Appointment Order will facilitate the cooperation of Canadian stakeholders with the Expert by confirming and recognizing the authority of the Expert to collect information from Canadian claimants, as described above.

32. The Foreign Representative is of the view that recognition of the Expert Appointment Order is appropriate in the circumstances and will facilitate the restructuring efforts of LTL.

SWORN remotely by John K. Kim at the City of Princeton in the State of New Jersey, before me at the City of Brampton, in the Province of Ontario, on October 21, 2022, in accordance with O.Reg.431/20, Administering Oath or Declaration Remotely.

Commissioner for Taking Affidavits

JOHN K. KIM

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors. Expires July 13, 2024.

This is **Exhibit "A"** referred to in the

Affidavit of John K. Kim

sworn before me by video conference
this 21st day of October, 2022

A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors. Expires July 13, 2024.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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

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

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

This is **Exhibit "B"** referred to in the

Affidavit of John K. Kim

sworn before me by video conference
this 21st day of October, 2022

A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP

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
PURSUANT TO FEDERAL RULE OF EVIDENCE 706

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.

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

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding Commenced at Toronto

AFFIDAVIT OF JOHN K. KIM
Sworn October 21, 2022

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

TAB 3

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE	)	TUESDAY, THE 1ST
	)	
JUSTICE CONWAY	)	DAY OF NOVEMBER, 2022

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

EXPERT APPOINTMENT RECOGNITION ORDER

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

ON READING the Notice of Motion, the affidavit of John K. Kim sworn October 21, 2022, and the Fourth Report of Ernst & Young Inc. (the "**Fourth Report**"), in its capacity as information officer (the "**Information Officer**") dated October 21, 2022, each filed.

AND UPON HEARING the submissions of counsel for the Foreign Representative and counsel for the Information Officer, and such other counsel who appeared on the motion, no one else appearing although properly served as appears from the Affidavit of Service of Nancy Thompson sworn October **[●]**, 2022, filed:

SERVICE

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

RECOGNITION OF FOREIGN ORDER

2. **THIS COURT ORDERS** that the *Order Appointing Expert Pursuant to Federal Rule of Evidence 706* (the "**Expert Appointment Order**"), a copy of which is attached as Schedule "A" hereto, of the United States Bankruptcy Court of the District of New Jersey (the "**New Jersey Bankruptcy Court**") made in the case commenced by LTL in the United States Bankruptcy Court of North Carolina – Western District pursuant to chapter 11 of title 11 of the United States Bankruptcy Code, which has been transferred to the New Jersey Bankruptcy Court, is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA; provided, however, that in the event of any conflict between the terms of the Expert Appointment Order and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the applicability of the Expert Appointment Order in Canada.

APPROVAL OF INFORMATION OFFICER'S FEES & ACTIVITES

3. **THIS COURT ORDERS** that the First Report of the Information Officer dated February 24, 2022, the Second Report of the Information Officer dated March 3, 2022, the Third Report of the Information Officer dated May 20, 2022, and the Fourth Report of the Information Officer dated October [●], 2022 (the "**Fourth Report**") and the activities of the Information Officer referred to therein be and are hereby approved; provided, however, that only the Information

Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer and its counsel, as set out in the Fee Affidavits (as defined in the Fourth Report), are hereby approved.

GENERAL

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

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

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

SCHEDULE “A” – EXPERT APPOINTMENT ORDER

[Attached]

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.

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[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.

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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.

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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.

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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.

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

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

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EXPERT APPOINTMENT RECOGNITION ORDER

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AND IN THE MATTER OF LTL MANAGEMENT LLC

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding Commenced at Toronto

MOTION RECORD
(Expert Appointment Recognition Order)
Returnable November 1, 2022

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