



Order Filed on July 29, 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)

Mark Falk, Esq.  
Liza M. Walsh, Esq.  
Stephen V. Falanga, Esq.  
WALSH PIZZI O'REILLY FALANGA LLP  
Three Gateway Center  
100 Mulberry Street, 15th Floor  
Newark, NJ 07102  
(973) 757-1100  
*Counsel for Randi S. Ellis, Legal Representative for  
Future Talc Claimants*

In re:  
LTL Management LLC,  
  
Debtor.

Case No.: 21-30589  
Judge: Michael B. Kaplan  
Chapter: 11

**AMENDED ORDER AUTHORIZING RETENTION OF  
BERKELEY RESEARCH GROUP, LLC FOR  
RANDI S. ELLIS, LEGAL REPRESENTATIVE FOR FUTURE  
TALC CLAIMANTS, EFFECTIVE AS OF JULY 1, 2022**

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

**DATED: July 29, 2022**

  
Honorable Michael B. Kaplan  
United States Bankruptcy Judge

Upon the application of Randi S. Ellis, Legal Representative for Future Talc Claimants (“FTCR”), requesting authorization to retain Berkeley Research Group, LLC (“BRG”) to provide expert consulting services and analysis of talc claim liability for the FTCR, which the Court approved by Order entered on July 11, 2022 (“Retention Order”) (Bankr. ECF No. 2681), and a request having been made for the entry of an amended Retention Order to address certain additional requests from the Office of the United States Trustee with the consent of the FTCR and BRG, it is hereby ORDERED:

1. The applicant is authorized to retain the above party in the professional capacity noted.

The professional's address is:

Berkeley Research Group, LLC  
Attn: Eric Miller  
1800 M Street, NW, 2nd Floor  
Washington DC 20036

2. Compensation will be paid in such amounts as may be allowed by the Court on proper application(s).

3. If the professional requested a waiver as noted below, it is ☐ Granted ☐ Denied.

☐ Waiver, under D.N.J. LBR 2014-2(b), of the requirements of D.N.J. LBR 2016-1.

☐ Waiver, under D.N.J. LBR 2014-3, of the requirements of D.N.J. LBR 2016-1 in a chapter 13 case. Payment to the professional may only be made after satisfactory completion of services.

4. The effective date of retention is July 1, 2022.
5. BRG shall file monthly fee statements, interim fee applications and final fee applications for allowance of its compensation and expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Compensation Guidelines and any applicable orders of the Court.
6. Notwithstanding anything to the contrary in the Engagement Letter and Agreement (as that term is defined in the Application for Retention of Berkeley Research Group LLC at Bankr. ECF No. 2642), BRG’s Engagement Letter and Agreement may not be terminated unless by order of the Court. Any such Order approving termination may be sought by motion on shortened notice and may be deemed retroactive to the date such motion or notice of termination is filed with the Court or such earlier date as may be appropriate.
7. BRG has advised that it is currently engaged to represent the Future Claimants Representative (the “Cyprus FCR”) in the pending bankruptcy case of *Cyprus Mines Corporation* (Case No. 21-10398 Bankr. D. Del). BRG shall at all times segregate

engagement work product and information related to the work for the Cyprus FCR and engagement work product and information related to the work for the FTCT in this Case. Moreover, the BRG expert in the Cyprus FCR engagement will not have any involvement in the LTL engagement, and will be “walled off” such that the engagement team in the LTL engagement will not disclose or discuss any LTL related information with her. BRG experts (and their opinions) will not be used by or on behalf of the FTCT in any claims objection or other contested matter or adversary proceeding involving *Cyprus Mines Corporation* or the Cyprus FCR that may arise in the *LTL*, *Imerys* or *Cyprus Mines Corporation* bankruptcy cases. The FTCT further agrees to waive any actual or potential conflict such that the Cyprus FCR may continue to use BRG in connection with any matter (including any claim, any claim objection, or any other contested matter or adversary proceeding). To the extent any Court determines, by an order, that there exists an actual or potential conflict with respect to the engagement of BRG by both the Cyprus FCR and the FTCT, then BRG shall no longer serve as an expert for the FTCT, but shall continue to serve as an expert for the Cyprus FCR.

8. Notwithstanding anything to the contrary in the original Application (Bankr. ECF No. 2642) or the Certification of Eric Miller (Bankr. ECF No. 2642-1), BRG shall only bill 50% for non-working travel and shall not seek reimbursement of any fees or costs, including attorney fees and costs, arising from the defense of any of BRG’s fee applications in the Chapter 11 Case.
9. Any additional services provided by BRG, which were not specifically provided for in the Application, shall require further Court approval;
10. In the event BRG seeks to use any of its affiliates to perform services for the FTCT, the FTCT shall seek and apply for the separate retention of any such affiliates.
11. To the extent BRG uses the services of independent contractors or non-BRG “additional support personnel” (as described in the third paragraph of the Engagement Letter) (the “Contractors”) in the Chapter 11 Case, BRG shall: (a) pass through the cost of such Contractors to the FTCT at the same rate that BRG pays the Contractors; (b) seek reimbursement for actual costs incurred; (c) require the Contractors to file Rule 2014 affidavits indicating that the Contractors have reviewed the Parties in Interest List in this case, disclose the Contractors’ relationships, if any, with Parties in Interest List and indicate that the Contractors are disinterested; (d) confirm that the Contractors remain disinterested during the time that BRG is involved in providing services to the FTCT; (e) require the Contractors to represent that they will not work for other parties-in-interest in this case during the time BRG is involved in providing services to the FTCT; and (f) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in this case.
12. In the event that, during the pendency of the Chapter 11 Case, BRG seeks reimbursement for any attorneys’ fees and/or expenses, the invoices and supporting time records from such attorneys shall be included in BRG’s fee applications and such invoices and time records shall be in compliance with the Local Bankruptcy Rules, and shall be subject to the Compensation Guidelines and approval of the Court under the standards of Bankruptcy

Code sections 330 and 331, without regard to whether such attorney has been retained under Bankruptcy Code section 327. All rights are reserved to permit objection to any request for reimbursement of expenses, including but not limited to, any request for the reimbursement of legal fees of BRG's independent legal counsel.

13. To the extent that there is any inconsistency between this Order and the Engagement Letter and Agreement, Berkeley Research Group, LLC Standard Commercial Terms (the "Standard Terms") attached to the Engagement Letter, the Application or the Certification of Eric Miller, the provisions of this Amended Order shall govern.
14. In connection with any increase in BRG's rates, BRG shall provide ten (10) business days' notice to the FTCR, the Debtor, the U.S. Trustee, and any official committee of creditors appointed in this case, prior to filing a fee statement or fee application reflecting such an increase, which shall set forth the requested rate increase and explain the basis for the requested rate increase. All parties-in-interest retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code..
15. During the pendency of the Chapter 11 Case, the Standard Terms requiring arbitration shall not be applicable. The Court shall have exclusive jurisdiction over BRG's engagement during the pendency of this Chapter 11 Case.
16. BRG shall keep its time records in tenth-of-an-hour increments in accordance with Local Rule 2016-2 of this Court and shall otherwise comply with the requirements of that Local Rule, as well as Bankruptcy Rule 2016(a), and the United States Trustee Fee Guidelines.
17. BRG shall provide any and all monthly fee statements, interim fee applications, and final fee applications in a searchable electronic format (Excel) to the U.S. Trustee.
18. During the pendency of the Bankruptcy case BRG shall be entitled to reimbursement of direct project-related expenses but shall not charge an additional "amount equal to five percent (5%) of BRG's professional fees to cover internal expenses which are not billed through as direct reimbursable expenses, including other data and information services, administrative support, and other overhead expenses such as technology (including information security), telecommunications, supplies, photocopies and other incidental expenses that are not readily itemized".
19. The following language from the Standard Terms shall have no force or effect during the pendency of the Bankruptcy case: "BRG's billing statements shall be paid within thirty (30) days of the statement date. Walsh on behalf of the FTCR agrees that it will review BRG's statement upon receipt and will advise BRG of any objection to or dispute with the statement and the work reflected in the statement within thirty (30) days of the statement date. In the event Walsh on behalf of the FTCR disputes part of BRG's bill, the undisputed part shall be paid within thirty (30) days of the statement date. Without liability, BRG reserves the right to withhold delivery of services, testimony, reports or data (written or oral), or suspend work, if the account on this engagement is not current. A late payment

charge of one percent (1 %) per month (or the maximum rate permitted by law, whichever is less) may be added to any outstanding invoices that are past due.”

20. The Retention Order entered on July 11, 2022 (Bankr. ECF No. 2681) shall otherwise remain in full force and effect.

In re:  
LTL Management LLC  
Debtor

Case No. 21-30589-MBK  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0312-3  
Date Rcvd: Jul 29, 2022

User: admin  
Form ID: pdf903

Page 1 of 16  
Total Noticed: 4

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 31, 2022:**

NONE

**Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.**

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
db	+ Email/Text: jkim8@its.jnj.com	Jul 29 2022 20:57:00	LTL Management LLC, 501 George Street, New Brunswick, NJ 08933-0001
aty	^ MEBN	Jul 29 2022 20:56:12	Glenn M. Kurtz, White & Case LLP, 1221 Avenue of the America, New York, NY 10020-1001
aty	^ MEBN	Jul 29 2022 20:56:06	Jessica Lauria, White & Case LLP, 1221 Avenue of the America, New York,, NY 10020-1001
aty	+ Email/Text: tlindsay@rcdlaw.net	Jul 29 2022 20:57:00	Rayburn, Cooper & Durham, P.A., The Carillon, Suite 1200, 227 West Trade St., Charlotte, NC 28202-1672

TOTAL: 4

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

## NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

**Meeting of Creditor Notices only (Official Form 309):** Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 31, 2022

Signature: /s/Gustava Winters

## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 29, 2022 at the address(es) listed below:

Name	Email Address
Adam C. Silverstein	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products

District/off: 0312-3

User: admin

Page 2 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Marketing Sales Practices and Products Liability Multi-District Litigation asilverstein@otterbourg.com,  
awilliams@otterbourg.com

Adam C. Silverstein

on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales  
Practices and Products Liability Multi District Litigation asilverstein@otterbourg.com, awilliams@otterbourg.com

Adam S. Ravin

on behalf of Interested Party Imerys Talc Canada Inc. adam.ravin@lw.com

Adam S. Ravin

on behalf of Interested Party Imerys Talc America Inc. adam.ravin@lw.com

Adam S. Ravin

on behalf of Interested Party Imerys Talc Vermont Inc. adam.ravin@lw.com

Alan I. Moldoff

on behalf of Creditor Committee Official Committee of Talc Claimants II amoldoff@shermansilverstein.com

Alan J. Brody

on behalf of Creditor Bausch Health Companies Inc. f/k/a Valeant Pharmaceuticals International Inc. brody@gtlaw.com,  
NJLitDock@gtlaw.com

Alan J. Brody

on behalf of Creditor Bausch Health US LLC f/k/a Valeant Pharmaceuticals North America LLC brody@gtlaw.com,  
NJLitDock@gtlaw.com

Alan J. Brody

on behalf of Creditor Bausch Health Americas Inc. f/k/a Valeant Pharmaceuticals International brody@gtlaw.com,  
NJLitDock@gtlaw.com

Albert Togut

on behalf of Interested Party Roger Frankel as Legal Representative for Future Personal Injury Claimants appointed in the  
Chapter 11 bankruptcy case of Cyprus Mines Corporation altogut@teamtogut.com,  
eozuna@teamtogut.com;seratner@teamtogut.com;dperson@teamtogut.com

Alexander Walker Cogbill

on behalf of Interested Party Nationwide Indemnity acogbill@zellelaw.com

Alexander Walker Cogbill

on behalf of Interested Party Employers Ins. of Wausau acogbill@zellelaw.com

Alexander Walker Cogbill

on behalf of Interested Party Employers Ins. Company of Wausau acogbill@zellelaw.com

Alexander Walker Cogbill

on behalf of Interested Party Employers Mutual Casualty Company acogbill@zellelaw.com

Alexander Walker Cogbill

on behalf of Interested Party Scottsdale Insurance acogbill@zellelaw.com

Allen Joseph Underwood, II

on behalf of Creditor DeSanto Canadian Class Action Plaintiffs aunderwood@litedepalma.com  
ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Allen Joseph Underwood, II

on behalf of Attorney Lite DePalma Greenberg & Afandaor LLC aunderwood@litedepalma.com  
ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Allen Joseph Underwood, II

on behalf of Creditor DiSanto Canadian Class Action Creditors aunderwood@litedepalma.com  
ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Allison J. Arotsky

on behalf of Creditor PTI Union LLC aarotsky@morithhock.com

Allison J. Arotsky

on behalf of Creditor PTI Royston LLC aarotsky@morithhock.com

Allison J. Arotsky

on behalf of Creditor Broadview Investments LLC aarotsky@morithhock.com

Amanda Rush

on behalf of Plaintiff LTL Management LLC asrush@jonesday.com

Amanda Rush

on behalf of Debtor LTL Management LLC asrush@jonesday.com

Andreas Milliaressis

on behalf of Interested Party Hartford Accident and Indemnity Company adm@stevenslee.com

Andreas Milliaressis

on behalf of Interested Party First State Insurance Company adm@stevenslee.com

District/off: 0312-3

User: admin

Page 3 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Andrew Ambruoso	on behalf of Interested Party Imerys Talc Canada Inc. andrew.ambruoso@lw.com andrew-ambruoso-6817@ecf.pacerpro.com
Andrew Ambruoso	on behalf of Interested Party Imerys Talc America Inc. andrew.ambruoso@lw.com, andrew-ambruoso-6817@ecf.pacerpro.com
Andrew Ambruoso	on behalf of Interested Party Imerys Talc Vermont Inc. andrew.ambruoso@lw.com, andrew-ambruoso-6817@ecf.pacerpro.com
Andrew Craig	on behalf of Creditor Allstate Insurance Company acraig@windelsmarx.com
Andrew Golden	on behalf of Interested Party Cyprus Mines Corporation agolden@kasowitz.com
Andrew J. Kelly	on behalf of Interested Party Blue Cross Blue Shield of Massachusetts Inc. akelly@kbtlaw.com, wsheridan@kbtlaw.com;tgraga@kbtlaw.com
Andrew S. Richmond	on behalf of Interested Party Williams Hart Boundas Easterby LLP, on behalf of certain personal injury claimants (Williams Hart Plaintiffs) arichmond@pryorcashman.com
Andrew T. Frankel	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) afrankel@stblaw.com
Andy Frankel	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) afrankel@stblaw.com
Anthony Sodono, III	on behalf of Creditor Alishia Landrum Committee Member asodono@msbnj.com
Anthony Sodono, III	on behalf of Creditor Dr. Rebecca Love asodono@msbnj.com
Arthur Abramowitz	on behalf of Interested Party Massey & Gail LLP aabramowitz@shermansilverstein.com jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com
Arthur Abramowitz	on behalf of Creditor Committee Official Committee of Talc Claimants II aabramowitz@shermansilverstein.com jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com
Arthur Abramowitz	on behalf of Attorney Sherman Silverstein, Kohl, Rose & Podolsky, P.A. aabramowitz@shermansilverstein.com, jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com
Arthur Abramowitz	on behalf of Interested Party Bailey & Glasser LLP aabramowitz@shermansilverstein.com jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com
Arthur Abramowitz	on behalf of Other Prof. FTI Consulting Inc. aabramowitz@shermansilverstein.com, jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com
Arthur Abramowitz	on behalf of Attorney Cooley LLP aabramowitz@shermansilverstein.com jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com
Autumn D. Highsmith	on behalf of Interested Party State of Texas autumn.highsmith@oag.texas.gov
Bethany Theriot	on behalf of Creditor UNITED STATES OF AMERICA bethany.theriot@usdoj.gov
Bill Graham	on behalf of Attorney Wallace & Graham P.A. bgraham@wallacegraham.com
Brad B. Erens	on behalf of Debtor LTL Management LLC bberens@jonesday.com
Brad B. Erens	on behalf of Plaintiff LTL Management LLC bberens@jonesday.com
Brad Jeffrey Axelrod	on behalf of Debtor LTL Management LLC baxelrod@wmd-law.com
Brad Jeffrey Axelrod	on behalf of Plaintiff LTL Management LLC baxelrod@wmd-law.com
Brett Kahn	



District/off: 0312-3

User: admin

Page 4 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

on behalf of Spec. Counsel McCarter & English LLP bkahn@mccarter.com

Brian J. McCormick, Jr.

on behalf of Interested Party Ross Feller Casey LLP bmccormick@rossfellerclaw.com earend@rossfellerclaw.com

Brian R. Ade

on behalf of Interested Party Sentry Insurance Company brian.ade@rivkin.com

Brian W. Hofmeister

on behalf of Attorney Law Firm of Brian W. Hofmeister of behalf of various claimants bwh@hofmeisterfirm.com, j119@ecfbis.com

C. Richard Rayburn, Jr.

on behalf of Plaintiff LTL Management LLC rrayburn@rcdlaw.net jrobinson@rcdlaw.net

Caitlin K. Cahow

on behalf of Debtor LTL Management LLC ccadow@jonesday.com

Carolyn Lachman

on behalf of Creditor Pension Benefit Guaranty Corporation lachman.carolyn@pbgc.gov efile@pbgc.gov

Cary Joshi

on behalf of Creditor Committee Official Committee of Talc Claimants II cjoshi@baileyglasser.com

Charles Michael Rubio

on behalf of Interested Party OnderLaw LLC crubio@parkinslee.com, 7485062420@filings.docketbird.com

Charles Michael Rubio

on behalf of Creditor OnderLaw LLC crubio@parkinslee.com, 7485062420@filings.docketbird.com

Chelsea Corey

on behalf of Interested Party Bestwall LLC ccorey@kslaw.com

Christopher K. Kiplok

on behalf of Interested Party Imerys SA kiplok@hugheshubbard.com

Christopher M. Placitella

on behalf of Interested Party Cohen Placitella & Roth, P.C. cplacitella@cprlaw.com, cmcnelis@cprlaw.com

Christopher M. Placitella

on behalf of Unknown Role Type Daniel & Roger Edley cplacitella@cprlaw.com cmcnelis@cprlaw.com

Christopher M. Placitella

on behalf of Attorney Christopher M. Placitella cplacitella@cprlaw.com cmcnelis@cprlaw.com

Christopher M. Placitella

cplacitella@cprlaw.com cmcnelis@cprlaw.com

Christopher Vincent Tisi

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation ctisis@levinlaw.com

Clay Thompson

on behalf of Creditor Katherine Tollefson cthompson@mrhfmlaw.com

Clay Thompson

on behalf of Interested Party Maune Raichle Hartley French & Mudd LLC cthompson@mrhfmlaw.com

Clay Thompson

on behalf of Creditor Jan Deborah Michelson-Boyle cthompson@mrhfmlaw.com

Clinton E. Cameron

on behalf of Interested Party The Continental Insurance Company Clinton.Cameron@clydeco.us

Cole Hayes

on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation cole@coleyhayeslaw.com

Cole Hayes

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation cole@coleyhayeslaw.com

Colin R. Robinson

on behalf of Interested Party Arnold & Itkin LLP crobinson@pszjlaw.com

Colin R. Robinson

on behalf of Creditor Arnold & Itkin LLP crobinson@pszjlaw.com

Daniel Lapinski

on behalf of Interested Party Motley Rice LLC dlapinski@motleyrice.com

Daniel Stolz

on behalf of Interested Party Bailey & Glasser LLP dstolz@genovaburns.com

District/off: 0312-3

User: admin

Page 5 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel Massey & Gail LLP dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Attorney Genova Burns LLC dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel Parkins Lee & Rubio LLP dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee of Talc Claimants dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel Gilbert LLP dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Interested Party Otterbourg P.C dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Proposed Local Counsel to Official Committee of Talc Claimants for LTL Management LLC  
dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. Houlihan Lokey Capital Inc. dstolz@genovaburns.com,  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee of Talc Claimants I dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Interested Party Brown Rudnick LLP dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel MoloLamken LLP dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Committee of Talc Claimants dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Consultant The Brattle Group Inc. dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Interested Party Committee of Talc Claimants dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel Miller Thomson LLP dstolz@genovaburns.com  
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. FTI Consulting Inc. dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel Anderson Kill PC dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Interested Party Talc Claimants dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel B. Prieto

on behalf of Debtor LTL Management LLC dbprieto@jonesday.com

Daniel B. Prieto

on behalf of Plaintiff LTL Management LLC dbprieto@jonesday.com

Daniel H. Charest

on behalf of Creditor Julia Lathrop dcharest@burnscharest.com manderson@burnscharest.com;mkweik@burnscharest.com

Daniel H. Charest

on behalf of Creditor Daniel Mercer dcharest@burnscharest.com manderson@burnscharest.com;mkweik@burnscharest.com

Daniel H. Charest

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products  
Marketing Sales Practices and Products Liability Multi-District Litigation dcharest@burnscharest.com,  
manderson@burnscharest.com;mkweik@burnscharest.com

District/off: 0312-3

User: admin

Page 6 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

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Daniel Robert Lapinski	on behalf of Interested Party Motley Rice LLC dlapinski@motleyrice.com hfonseca@motleyrice.com,kdotson@motleyrice.com
Danielle Spinelli	on behalf of Interested Party Three Crowns Insurance Company Danielle.Spinelli@wilmerhale.com
Danielle Spinelli	on behalf of Interested Party Rio Tinto America Inc. Danielle.Spinelli@wilmerhale.com
Darren McDowell	on behalf of Interested Party Fears Nachawati PLLC dmcdowell@fnlawfirm.com mn@fnlawfirm.com;jwoodman@essexrichards.com;cbritton@fnlawfirm.com
David Chandler	on behalf of Interested Party Karst & von Oiste LLP dac@karstvonoiste.com akk@karstvonoiste.com
David Christian	on behalf of Creditor The Continental Insurance Company dchristian@davodcjrostoamattprmeus.com
David Christian	on behalf of Interested Party The Continental Insurance Company dchristian@davodcjrostoamattprmeus.com
David Rosner	on behalf of Interested Party Cyprus Mines Corporation drosner@kasowitz.com courtnotices@kasowitz.com
David J. Molton	on behalf of Creditor Committee Official Committee of Talc Claimants dmolton@brownrudnick.com hcohen@brownrudnick.com
David J. Molton	on behalf of Creditor Committee Committee of Talc Claimants dmolton@brownrudnick.com hcohen@brownrudnick.com
Dennis Geier	on behalf of Interested Party Cohen Placitella & Roth, P.C. dgeier@cpirlaw.com, cmcnelis@cpirlaw.com
Denyse F. Clancy	on behalf of Creditor Various Claimants dclancy@kazanlaw.com
Denyse F. Clancy	on behalf of Interested Party Kazan McClain, Satterley & Greenwood, PLC dclancy@kazanlaw.com
Derek J. Baker	on behalf of Interested Party Cyprus Mines Corporation dbaker@reedsmith.com
Donald W Clarke	on behalf of Interested Party Parkins Lee & Rubio LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Attorney Genova Burns LLC dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Interested Party Bailey & Glasser LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Interested Party Otterbourg P.C dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Other Prof. Houlihan Lokey Capital Inc. dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Other Prof. FTI Consulting Inc. dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Spec. Counsel Parkins Lee & Rubio LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Consultant The Brattle Group Inc. dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Creditor Proposed Local Counsel to Official Committee of Talc Claimants for LTL Management LLC dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Creditor Committee Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Interested Party Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Creditor Committee Official Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Interested Party Brown Rudnick LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

District/off: 0312-3

User: admin

Page 7 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Donald W Clarke	on behalf of Spec. Counsel Massey & Gail LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Spec. Counsel Anderson Kill PC dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Spec. Counsel Miller Thomson LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Spec. Counsel Gilbert LLP dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Interested Party Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Creditor Committee Official Committee of Talc Claimants I dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
Donald W Clarke	on behalf of Interested Party Massey & Gail LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
E. Richard Dressel	on behalf of Creditor Evan Plotkin rdressel@lexnovalaw.com
E. Richard Dressel	on behalf of Creditor Giovanni Sosa rdressel@lexnovalaw.com
E. Richard Dressel	on behalf of Interested Party Dean Omar Branham Shirley LLP rdressel@lexnovalaw.com
E. Richard Dressel	on behalf of Attorney Cooney & Conway rdressel@lexnovalaw.com
Eamonn O'Hagan	on behalf of Creditor UNITED STATES OF AMERICA eamonn.ohagan@usdoj.gov
Eileen McCabe	on behalf of Interested Party Starr Indemnity & Liability Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party Lexington Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party ASR Schadeverzekering N.V. eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party The North River Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party AIG Property Casualty Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party AIG Europe S.A. eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party The Insurance Company of the State of Pennsylvania eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party AIU Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party RheinLand Versicherungen eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party Atlanta International Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party Granite State Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party New Hampshire Insurance Company eileen.mccabe@mendes.com
Emil A. Kleinhaus	on behalf of Interested Party Cyprus Amax Minerals Company EAKleinhaus@WLRK.com
Erica Villanueva	on behalf of Interested Party Three Crowns Insurance Company EVillanueva@fbm.com

District/off: 0312-3

User: admin

Page 8 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Erica Villanueva

on behalf of Interested Party Rio Tinto America Inc. EVillanueva@fbm.com

Ericka Fredricks Johnson

on behalf of Interested Party Ad Hoc Committee of States Holding Consumer Protection Claims ErJohnson@wcsr.com  
Heidi.sasso@wbd-us.com;liz.thomas@wbd-us.com

Evan Lazerowitz

on behalf of Creditor Committee Official Committee of Talc Claimants II elazerowitz@cooley.com  
efiling-notice@ecf.pacerpro.com;jbrown@cooley.com;mklein@cooley.com;rkanowitz@cooley.com

Geoffrey S Brounell

on behalf of Unknown Role Type Reuters News & Media Inc. geoffreybrounell@dwt.com

Gregory Plotko

on behalf of Interested Party Pacific Employers Insurance Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party Westchester Fire Insurance Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party Firemans Fund Insurance Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party Federal Insurance Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party Great Northern Insurance Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party ACE Property and Casualty Insurance Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party Allianz Global Risk US Insurance Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party Central National Insurance Company of Omaha gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory Plotko

on behalf of Interested Party Century Indemnity Company gplotko@crowell.com  
mschneider@rkollp.com,greg-plotko-2613@ecf.pacerpro.com

Gregory M. Gordon

on behalf of Debtor LTL Management LLC gmgordon@jonesday.com

Gregory M. Gordon

on behalf of Plaintiff LTL Management LLC gmgordon@jonesday.com

Heather Elizabeth Simpson

on behalf of Interested Party Everest Reinsurance Company heather.simpson@kennedyscmk.com

Heather Elizabeth Simpson

on behalf of Interested Party TIG Insurance Company heather.simpson@kennedyscmk.com

Isley M. Gostin

on behalf of Interested Party Three Crowns Insurance Company Isley.Gostin@wilmerhale.com

Isley M. Gostin

on behalf of Interested Party Rio Tinto America Inc. Isley.Gostin@wilmerhale.com

James E. Cecchi

on behalf of Defendant San Diego County Employees Retirement Association Individually and on Behalf of All Others Similarly  
Situated jcecchi@carellabyrne.com

James Francis Green

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products  
Marketing Sales Practices and Products Liability Multi-District Litigation jgreen@ashcraftlaw.com,  
tnguyen@ashcraftlaw.com;nparfitt@ashcraftlaw.com;plyons@ashcraft.com;twaters@ashcraftlaw.com

James M. Jones

on behalf of Debtor LTL Management LLC jmjones@jonesday.com

James N. Lawlor

on behalf of Spec. Counsel Patterson Belknap Webb & Tyler LLP jlawlor@wmd-law.com

District/off: 0312-3

User: admin

Page 9 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

James N. Lawlor	on behalf of Plaintiff LTL Management LLC jlawlor@wmd-law.com
James N. Lawlor	on behalf of Debtor LTL Management LLC jlawlor@wmd-law.com
Janet A. Shapiro	on behalf of Interested Party Employers Mutual Casualty Company jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Scottsdale Insurance jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Employers Ins. of Wausau jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Nationwide Indemnity jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Employers Ins Co of Wausau jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Employers Ins. Company of Wausau jshapiro@shapirolawfirm.com
Jason D Angelo	on behalf of Interested Party Cyprus Mines Corporation jangelo@reedsmith.com
Jeffrey A. Cooper	on behalf of Creditor Baker Canadian Class Action Creditors jcooper@rltlawfirm.com cooperatty@aol.com;rgaydos@rltlawfirm.com
Jeffrey M. Sponder	on behalf of U.S. Trustee U.S. Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov
Jeffrey M. Sponder	on behalf of U.S. Trustee United States Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov
Jeffrey M. Traurig	on behalf of Other Prof. Robert J. Keach jtraurig@trauriglaw.com
Jeffrey M. Traurig	on behalf of Examiner Robert J Keach jtraurig@trauriglaw.com
Jeffrey M. Traurig	on behalf of Attorney Bernstein Shur Sawyer & Nelson P.A. jtraurig@trauriglaw.com
Jeffrey M. Traurig	on behalf of Attorney Traurig Law LLC jtraurig@trauriglaw.com
Jennifer S. Feeney	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation jfeeney@otterbourg.com
Jerome Howard Block	on behalf of Creditor Paul Crouch jblock@levylaw.com
Jerome Howard Block	on behalf of Interested Party Levy Konigsberg LLP jblock@levylaw.com
Jerome Howard Block	on behalf of Interested Party Talc Claimants jblock@levylaw.com
Joel Rhine	on behalf of Interested Party Clients of Clifford Law Offices P.C., and Taft Stettinius & Hollister, LLP slc@rhinelawfirm.com
John Bougiamas	on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation jbougiamas@otterbourg.com, ryan@otterbourg.com;jfeeney@otterbourg.com;mmaizel@otterbourg.com;jhildebrandt@otterbourg.com
John Bougiamas	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation jbougiamas@otterbourg.com, ryan@otterbourg.com;jfeeney@otterbourg.com;mmaizel@otterbourg.com;jhildebrandt@otterbourg.com
John Maloney	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) jmaloney@lawgmm.com
John A. Baden, IV	on behalf of Interested Party Motley Rice LLC jbaden@motleyrice.com
John A. Baden, IV	

District/off: 0312-3

User: admin

Page 10 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

on behalf of Other Prof. Epiq Corporate Restructuring LLC jbaden@motleyrice.com

John A. Bougiamas

on behalf of Interested Party Committee of Talc Claimants jbougiamas@oshr.com  
jfeeney@otterbourg.com;awilliams@otterbourg.com;mpantzer@otterbourg.com

John C. Woodman

on behalf of Attorney John C. Woodman jwoodman@essexrichards.com  
DDiMatteo@essexrichards.com;SMarak@essexrichards.com

John D. Green

on behalf of Interested Party Rio Tinto America Inc. JGreen@fbm.com

John D. Green

on behalf of Interested Party Three Crowns Insurance Company JGreen@fbm.com

John F. Bracaglia, Jr.

on behalf of Creditor Jeanne Stephenson brokaw@centraljerseylaw.com

John M. August

on behalf of Creditor Vincent Hill jaugust@saiber.com rtucker@saiber.com

John M. August

on behalf of Creditor Certain Mesothelioma Claimants Represented by Kazan McClain Satterley & Greenwood  
jaugust@saiber.com rtucker@saiber.com

John M. August

on behalf of Creditor Anthony Hernandez Valadez jaugust@saiber.com rtucker@saiber.com

John M. August

on behalf of Creditor Kristie Lynn Doyle jaugust@saiber.com rtucker@saiber.com

John M. August

on behalf of Creditor Audra Johnson jaugust@saiber.com rtucker@saiber.com

John R. Miller, Jr.

on behalf of Debtor LTL Management LLC jmiller@rcdlaw.net

John R. Miller, Jr.

on behalf of Plaintiff LTL Management LLC jmiller@rcdlaw.net

John Zachary Balasko

on behalf of Creditor UNITED STATES OF AMERICA john.z.balasko@usdoj.gov

Jonathan I. Rabinowitz

on behalf of Attorney J. Maria Glover jrabinowitz@rltlawfirm.com jcoleman@rltlawfirm.com

Jonathan S Massey

on behalf of Interested Party Massey & Gail LLP jloper@masseygail.com

Joseph Satterley

on behalf of Creditor Audra Johnson jsatterley@kazanlaw.com

Joseph Satterley

on behalf of Creditor Anthony Hernandez Valadez jsatterley@kazanlaw.com

Joseph Satterley

on behalf of Creditor Kristie Lynn Doyle jsatterley@kazanlaw.com

Joseph Satterley

on behalf of Interested Party Kazan McClain, Satterley & Greenwood, PLC jsatterley@kazanlaw.com

Joseph A. Caneco

on behalf of Interested Party Sequoia Ventures Inc. jcaneco@foxrothschild.com

Joseph A. Caneco

on behalf of Interested Party Bechtel Corporation jcaneco@foxrothschild.com

Joseph F. Rice

on behalf of Interested Party Motley Rice LLC jrice@motleyrice.com

Joseph Francis Pacelli

on behalf of Debtor LTL Management LLC jpacelli@wmd-law.com

Joseph Francis Pacelli

on behalf of Plaintiff LTL Management LLC jpacelli@wmd-law.com

Joseph J. DiPasquale

on behalf of Interested Party Sequoia Ventures Inc. Jdipasquale@foxrothschild.com,  
cbrown@foxrothschild.com;ShavoneGreen@foxrothschild.com

Joseph J. DiPasquale

on behalf of Interested Party Bechtel Corporation Jdipasquale@foxrothschild.com

District/off: 0312-3

User: admin

Page 11 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

cbrown@foxrothschild.com;ShavoneGreen@foxrothschild.com

Judy D. Thompson

on behalf of Interested Party Barnes Law Group LLC jdt@jdtompsonlaw.com, sxb@jdtompsonlaw.com

Katherine Scherling

on behalf of Interested Party AIG Europe S.A. katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party RheinLand Versicherungen katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party ASR Schadeverzekering N.V. katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party AIU Insurance Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party Lexington Insurance Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party The North River Insurance Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party AIG Property Casualty Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party Atlanta International Insurance Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party Granite State Insurance Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party New Hampshire Insurance Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party The Insurance Company of the State of Pennsylvania katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party Starr Indemnity & Liability Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA katherine.scherling@katten.com

Kathleen A Frazier

on behalf of Debtor LTL Management LLC kfrazier@shb.com

Kelly D. Curtin

on behalf of Interested Party Metals & Minerals Insurance Company Pte. Ltd. kdcurtin@pbnlaw.com  
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com

Kelly D. Curtin

on behalf of Interested Party Rio Tinto America Inc. kdcurtin@pbnlaw.com  
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com

Kelly D. Curtin

on behalf of Interested Party Rio Tinto America Holdings Inc. kdcurtin@pbnlaw.com  
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com

Kelly D. Curtin

on behalf of Interested Party Rio Tinto Services Inc. kdcurtin@pbnlaw.com  
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com

Kelly D. Curtin

on behalf of Interested Party Three Crowns Insurance Company kdcurtin@pbnlaw.com  
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com

Kelsey Panizzolo

on behalf of Interested Party ASR Schadeverzekering N.V. kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party AIG Europe S.A. kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party Atlanta International Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party AIG Property Casualty Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo



District/off: 0312-3

User: admin

Page 12 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

on behalf of Interested Party Starr Indemnity & Liability Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party The North River Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party The Insurance Company of the State of Pennsylvania kelsey.panizzolo@katten.com  
courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party Granite State Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party New Hampshire Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd kelsey.panizzolo@katten.com  
courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party RheinLand Versicherungen kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party Lexington Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA kelsey.panizzolo@katten.com  
courtalertclt@katten.com

Kelsey Panizzolo

on behalf of Interested Party AIU Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kenneth A. Rosen

on behalf of Interested Party Johnson & Johnson krosen@lowenstein.com dclaussen@lowenstein.com

Kenneth A. Rosen

on behalf of Interested Party Johnson & Johnson and Johnson & Johnson Consumer Inc. krosen@lowenstein.com  
dclaussen@lowenstein.com

Konrad Krebs

on behalf of Interested Party The Continental Insurance Company konrad.krebs@clydeco.us

Kristen R. Fournier

on behalf of Debtor LTL Management LLC kfournier@kslaw.com

Laila Masud

on behalf of Interested Party Talc Claimants lmasud@marshackhays.com

Laura Davis Jones

on behalf of Creditor Arnold & Itkin LLP ljones@pszjlaw.com

Lauren Bielskie

on behalf of U.S. Trustee U.S. Trustee lauren.bielskie@usdoj.gov

Lenard Parkins

on behalf of Creditor OnderLaw LLC lparkins@parkinslee.com

Leslie Carol Heilman

on behalf of Creditor Albertsons Companies Inc. heilmanl@ballardspahr.com, carbonej@ballardspahr.com

Liza M. Walsh

on behalf of Other Prof. Randi S. Ellis lwalsh@walsh.law btroyan@walsh.law;sfalanga@walsh.law;mfalk@walsh.law

Louis A. Modugno

on behalf of Interested Party The North River Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party Atlanta International Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party AIG Europe S.A. lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party Granite State Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party New Hampshire Insurance Company lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party ASR Schadeverzekering N.V. lmodugno@tm-firm.com

Louis A. Modugno

on behalf of Interested Party AIG Property Casualty Company lmodugno@tm-firm.com

District/off: 0312-3

User: admin

Page 13 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Louis A. Modugno	on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA lmodugno@tm-firm.com
Louis A. Modugno	on behalf of Interested Party RheinLand Versicherungen lmodugno@tm-firm.com
Louis A. Modugno	on behalf of Interested Party Lexington Insurance Company lmodugno@tm-firm.com
Louis A. Modugno	on behalf of Interested Party Starr Indemnity & Liability Company lmodugno@tm-firm.com
Louis A. Modugno	on behalf of Interested Party The Insurance Company of the State of Pennsylvania lmodugno@tm-firm.com
Louis A. Modugno	on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd lmodugno@tm-firm.com
Louis A. Modugno	on behalf of Interested Party AIU Insurance Company lmodugno@tm-firm.com
Louis A. Modugno	on behalf of Interested Party Objecting Insurers lmodugno@tm-firm.com
Lyndon Mitchell Tretter	on behalf of Plaintiff LTL Management LLC ltretter@wmd-law.com
Lyndon Mitchell Tretter	on behalf of Debtor LTL Management LLC ltretter@wmd-law.com
Marc E. Wolin	on behalf of Creditor Kristie Lynn Doyle mwolin@saiber.com ccarfagno@saiber.com
Mark Falk	on behalf of Other Prof. Randi S. Ellis mfalk@walsh.law
Mark Falk	on behalf of Attorney Walsh Pizzi O'Reilly Falanga LLP mfalk@walsh.law
Mark P. Robinson, Jr	on behalf of Interested Party Talc Claimants mrobinson@robinsonfirm.com
Mark W. Rasmussen	on behalf of Debtor LTL Management LLC mrasmussen@jonesday.com
Mary E. Seymour	on behalf of Interested Party Johnson & Johnson and Johnson & Johnson Consumer Inc. mseymour@lowenstein.com jkimble@lowenstein.com
Matthew I. W. Baker	on behalf of Creditor Proposed Local Counsel to Official Committee of Talc Claimants for LTL Management LLC mbaker@genovaburns.com
Matthew L Tomsic	on behalf of Plaintiff LTL Management LLC mtomsic@rcdlaw.net
Matthew L Tomsic	on behalf of Debtor LTL Management LLC mtomsic@rcdlaw.net
Melanie J. Garner	on behalf of Creditor Martin Baughman PLLC Claimants melanie@garnerltd.com
Melanie J. Garner	on behalf of Creditor Waters & Kraus LLP Claimants melanie@garnerltd.com
Melanie Louise Cyganowski	on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation mcyganowski@otterbourg.com, awilliams@otterbourg.com
Melanie Louise Cyganowski	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation mcyganowski@otterbourg.com, awilliams@otterbourg.com
Michael Hutchins	on behalf of Interested Party Cyprus Mines Corporation mhutchins@kasowitz.com courtnotices@kasowitz.com
Michael E. Collins	on behalf of Interested Party Westchester Fire Insurance Company mcollins@manierherod.com
Michael H. Torkin	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) michael.torkin@stblaw.com

District/off: 0312-3

User: admin

Page 14 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Michael L. Tuchin

on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC mtuchin@ktbslaw.com

Michelle A. Parfitt

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation mparfitt@ashcraftlaw.com

Mitchell Malzberg

on behalf of Interested Party Talc Claimants mmalzberg@mjmalzberglaw.com dlapham@mjmalzberglaw.com

Mitchell Malzberg

on behalf of Creditor Various Claimants mmalzberg@mjmalzberglaw.com dlapham@mjmalzberglaw.com

Nabil Majed Nachawati, II

on behalf of Interested Party Fears Nachawati PLLC MN@fnlawfirm.com

Nancy Isaacson

on behalf of Interested Party Motley Rice LLC nisaacson@greenbaumlaw.com

Nathan David Finch

on behalf of Interested Party Motley Rice LLC nfinch@motleyrice.com

Nir Maoz

on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC nmaoz@ktbslaw.com

P. Leigh O'Dell

on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation leigh.odell@beasleyallen.com

Patricia M. Kipnis

on behalf of Interested Party Committee of Talc Claimants pkipnis@baileyglasser.com mchapman@baileyglasser.com

Paul E. Heath

on behalf of Interested Party Cyprus Amax Minerals Company pheath@velaw.com

Paul J. Winterhalter

on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC pwinterhalter@offitkurman.com, rbarnhart@offitkurman.com

Paul M. Singer

on behalf of Interested Party Cyprus Mines Corporation psinger@reedsmith.com

Paul R. DeFilippo

on behalf of Spec. Counsel Orrick Herrington & Sutcliffe LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Spec. Counsel King & Spalding LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Spec. Counsel Skadden Arps, Slate, Meagher & Flom LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Spec. Counsel Patterson Belknap Webb & Tyler LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Spec. Counsel McCarter & English LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Debtor LTL Management LLC pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Other Prof. Bates White LLC pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Spec. Counsel Blake Cassels & Graydon LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Attorney Rayburn Cooper & Durham P.A pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Attorney Jones Day pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Spec. Counsel Shook Hardy & Bacon L.L.P. pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Other Prof. AlixPartners LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Attorney Wollmuth Maher & Deutsch LLP pdefilippo@wmd-law.com

Paul R. DeFilippo

on behalf of Plaintiff LTL Management LLC pdefilippo@wmd-law.com

District/off: 0312-3

User: admin

Page 15 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Paul R. DeFilippo	on behalf of Spec. Counsel Weil Gotshal, & Manges, LLP pdefilippo@wmd-law.com
Rachel Ginzburg	on behalf of Unknown Role Type The Amici Professors rginzburg@herrick.com
Rachel R Obaldo	on behalf of Interested Party State of Texas bk-robaldo@texasattorneygeneral.gov
Rashad Blossom	on behalf of Interested Party Joseph McGovern rblossom@blossomlaw.com pogando@blossomlaw.com;R41929@notify.bestcase.com;ecfnofices2018@gmail.com
Rashad Blossom	on behalf of Attorney Christopher M. Placitella rblossom@blossomlaw.com pogando@blossomlaw.com;R41929@notify.bestcase.com;ecfnofices2018@gmail.com
Richard A. Schneider	on behalf of Interested Party Bestwall LLC dschneider@kslaw.com
Richard Moss Golomb	on behalf of Interested Party Golomb Spirt Grunfeld rgolomb@golomblegal.com
Richard Moss Golomb	on behalf of Creditor Brandi Carl rgolomb@golomblegal.com
Robert Novick	on behalf of Interested Party Cyprus Mines Corporation rnovick@kasowitz.com
Robert J. Keach	rkeach@bernsteinshur.com astewart@bernsteinshur.com;kquirk@bernsteinshur.com;acummings@bernsteinshur.com;cmastrogiorgio@bernsteinshur.com
Robert J. Pfister	on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC rpfister@ktbslaw.com
Robert W. Hamilton	on behalf of Debtor LTL Management LLC rwhamilton@jonesday.com
Robert William Miller	on behalf of Interested Party Westchester Fire Insurance Company RMiller@ManierHerod.com
Robin Rabinowitz	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) rrabinowitz@lawgmm.com
Rochelle Guiton	on behalf of Creditor Aleathea Goodins rochelle@dmillerlaw.com
Ross J. Switkes	on behalf of Other Prof. FTI Consulting Inc. rswitkes@shermansilverstein.com
Ross J. Switkes	on behalf of Creditor Committee Official Committee of Talc Claimants II rswitkes@shermansilverstein.com
Ross J. Switkes	on behalf of Attorney Sherman Silverstein, Kohl, Rose & Podolsky, P.A. rswitkes@shermansilverstein.com
Ross J. Switkes	on behalf of Attorney Cooley LLP rswitkes@shermansilverstein.com
Samuel M. Kidder	on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC skidder@ktbslaw.com
Sandy Qusba	on behalf of Creditor Bausch Health US LLC f/k/a Valeant Pharmaceuticals North America LLC squsba@stblaw.com
Sandy Qusba	on behalf of Creditor Bausch Health Companies Inc. f/k/a Valeant Pharmaceuticals International Inc. squsba@stblaw.com
Sandy Qusba	on behalf of Creditor Bausch Health Americas Inc. f/k/a Valeant Pharmaceuticals International squsba@stblaw.com
Sarah Meiman	on behalf of Creditor Pension Benefit Guaranty Corporation meiman.sarah@pbgc.gov
Sari Blair Placona	on behalf of Creditor Alishia Landrum Committee Member splacona@msbnj.com
Seth H. Lieberman	on behalf of Interested Party Williams Hart Boundas Easterby LLP, on behalf of certain personal injury claimants (Williams Hart Plaintiffs) slieberman@pryorcashman.com

District/off: 0312-3

User: admin

Page 16 of 16

Date Rcvd: Jul 29, 2022

Form ID: pdf903

Total Noticed: 4

Sid Garabato

on behalf of Other Prof. Epiq Corporate Restructuring LLC sgarabato@epiqglobal.com, rjacobs@ecf.epiqsystems.com

Simon J. Torres

on behalf of Creditor Pension Benefit Guaranty Corporation torres.simon@pbgc.gov efile@pbgc.gov

Sommer Leigh Ross

on behalf of Creditor Republic Indemnity Company of America slross@duanemorris.com AutoDocketWILM@duanemorris.com

Stephen M. Packman

on behalf of Interested Party Roger Frankel as Legal Representative for Future Personal Injury Claimants appointed in the Chapter 11 bankruptcy case of Cyprus Mines Corporation spackman@archerlaw.com, dleney@archerlaw.com, ahuber@archerlaw.com

Stephen T. Roberts

on behalf of Interested Party Clients of Mendes & Mount LLP stephen.roberts@mendes.com

Stephen V. Gimigliano

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) sgimigliano@lawgmm.com

Steven Abramowitz

on behalf of Interested Party Cyprus Amax Minerals Company sabramowitz@velaw.com mmoran@velaw.com; kgrissel@velaw.com; tmitsch@velaw.com; kduchesne@velaw.com

Steven B Smith

on behalf of Unknown Role Type The Amici Professors ssmith@herrick.com courtnotices@herrick.com; lporetzsky@herrick.com

Suzanne Ratcliffe

on behalf of Creditor Jan Deborah Michelson-Boyle sratcliffe@mrhfmllaw.com

Suzanne Cocco Midlige

on behalf of Interested Party Arrowood Indemnity Company smidlige@cmg.law

Thomas Pitta

on behalf of Creditor PTI Royston LLC tpitta@emmetmarvin.com

Thomas Pitta

on behalf of Creditor PTI Union LLC tpitta@emmetmarvin.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Kazan McClain, Satterley & Greenwood notice@waldrepwall.com, 8898@notices.nextchapterbk.com; khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Levy Konigsberg LLP notice@waldrepwall.com 8898@notices.nextchapterbk.com; khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Weitz & Luxenberg P.C. notice@waldrepwall.com 8898@notices.nextchapterbk.com; khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Maune Raichle Hartley French & Mudd LLC notice@waldrepwall.com, 8898@notices.nextchapterbk.com; khayden@waldrepwall.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

TOTAL: 377