



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

D1 JASPER HOLDINGS LP, D1 SPV JL MASTER LP, JAY BLOCKER LTD., JAY DOMESTIC LLC, GCCU II LLC, TOCU XX LLC, OC II FIE VIII LP, JL SPV HOLDINGS, LLC, EMS J-INV LLC, DISRUPTIVE TECHNOLOGY SOLUTIONS XIV, LLC, DISRUPTIVE TECHNOLOGY SOLUTIONS XVI, LLC–SERIES A, DISRUPTIVE TECHNOLOGY SOLUTIONS XVI, LLC–SERIES B, and DISRUPTIVE TECHNOLOGY SOLUTIONS XVI, LLC–SERIES C,

Plaintiffs,

v.

JUUL LABS, INC. and JL TAO LLC,

Defendants.

C.A. No. 2023-1060-NAC

**TRANSMITTAL AFFIDAVIT OF ELIZABETH WANG
IN SUPPORT OF PLAINTIFFS’ MOTION TO COMPEL,
OR IN THE ALTERNATIVE, TO STRIKE**

STATE OF DELAWARE :
: ss
NEW CASTLE COUNTY :

I, Elizabeth Wang, being duly sworn according to law, depose and say:

1. I am an attorney at the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) and am admitted to practice law in the State of Delaware. Paul, Weiss is counsel to Plaintiffs D1 Jasper Holdings LP, D1 SPV JL Master LP, Jay Blocker Ltd., Jay Domestic LLC, GCCU II LLC, TOCU XX LLC, OC II FIE VIII LP, JL SPV Holdings, LLC, EMS J-INV LLC, Disruptive

Technology Solutions XIV, LLC, Disruptive Technology Solutions XVI, LLC–Series A, Disruptive Technology Solutions XVI, LLC–Series B, and Disruptive Technology Solutions XVI, LLC–Series C (“Plaintiffs”) in the above-captioned action.

2. I respectfully submit this affidavit in support of Plaintiffs’ Motion to Compel, or in the Alternative, to Strike, filed with the Court contemporaneously herewith.

Exhibit	Description
A.	Excerpts of Deposition of David Barse, dated February 8, 2024 [CONFIDENTIAL]
B.	Excerpts of Deposition of Paul Aronzon, dated January 22, 2024 [CONFIDENTIAL]
C.	Excerpts of Trial Transcript, dated March 13-14, 2024
D.	Excerpts of Minutes of JUUL’s Independent Committee dated October 14, 2023 (JX-1111) [CONFIDENTIAL]
E.	Guggenheim/Skadden Materials shared with the Independent Committee on October 9 and 10 (JX-1086) [CONFIDENTIAL]
F.	Letter from L. Bensman to M. Flumenbaum, et al RE: D1 Jasper Holdings L.P., et al. v. JUUL Labs, Inc., et al., C.A. No. 2023-1060-NAC dated February 27, 2024 (JX-1196) [CONFIDENTIAL]
G.	Third Amended and Restated Operating Agreement of JL Tao LLC dated September 14, 2023 (JX-1002) [CONFIDENTIAL]
H.	Exercise of Authority by Co-Trustees and Investment Trust Adviser of Pro Dynasty Trust dated September 20, 2023 (JX-1028) [CONFIDENTIAL]

Exhibit	Description
I.	Email from R. Aymard to D. Barse et al., re JLI – Independent Commitment Step-Down Waiver and Indemnification Agreement dated July 3, 2023 (JLI_Noteholders_IC_Prod0017897) [CONFIDENTIAL]
J.	2023 Class A Common Stock Capital Raising Transaction – Process Overview and Timeline for the Independent Committee of the Board of Directors of JUUL Labs, Inc. dated October 2023 (JLI_Noteholders_IC_Prod0018501) [CONFIDENTIAL]
K.	Discussion Materials dated January 9, 2023 [Withheld] (JLI_Noteholders_IC_Prod0007271) [CONFIDENTIAL]
L.	Email from A. Park to P. Aronzon, et al., re JLI Term Sheet dated August 24, 2023 (JX-957) [CONFIDENTIAL]

FURTHER Affiant sayeth naught.

PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP

By: Elizabeth Wang
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Dated: March 22, 2024

Attorneys for Plaintiffs D1 Jasper Holdings LP, D1 SPV JL Master LP, Jay Blocker Ltd., Jay Domestic LLC, GCCU II LLC, TOCU XX LLC, OC II FIE VIII LP, JL SPV Holdings, LLC, EMS J-INV LLC, Disruptive Technology Solutions XIV, LLC, Disruptive Technology Solutions XVI, LLC-Series A, Disruptive Technology Solutions XVI, LLC-Series B, and Disruptive Technology Solutions XVI, LLC-Series C

SWORN TO AND SUBSCRIBED BEFORE ME
this 22nd day of March, 2024.

Maria Angela Talarowski
Notary Public



CERTIFICATE OF SERVICE

I hereby certify that on March 22, 2024, the foregoing *Transmittal Affidavit of Elizabeth Wang in Support of Plaintiffs' Motion to Compel, or in the Alternative, to Strike* was caused to be served upon the following counsel of record via File & ServeXpress:

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/s/ Sabrina M. Hendershot
Sabrina M. Hendershot (#6286)