



**GRANTED**

EFiled: May 07 2024 02:05PM EDT  
Transaction ID 72918041  
Case No. ~~2023-1060-NAC~~



**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

**STIPULATION AND [PROPOSED] ORDER REGARDING  
RESOLUTION OF PLAINTIFFS' MOTION TO COMPEL,  
OR IN THE ALTERNATIVE, TO STRIKE**

WHEREAS, on March 13 and March 14, 2024, a two-day trial took place in  
this Action;<sup>1</sup>

WHEREAS, an Independent Director of JLI, David Barse, testified at trial;

WHEREAS, on March 22, 2024, Plaintiffs filed a Motion to Compel, or in the

<sup>1</sup> Unless otherwise defined herein, capitalized terms have the meanings set forth in the Pre-Trial Stipulation and Order (D.I. 234). The trial transcript is cited as “[Last Name] Tr. \_\_.”

Alternative, to Strike (“Motion”) (D.I. 261);

WHEREAS, briefing on Plaintiffs’ Motion was completed on April 19, 2024 (D.I. 270, 271, 274); and

WHEREAS, the parties have conferred regarding a potential resolution of Plaintiffs’ Motion that would avoid burdening the Court;

IT IS HEREBY STIPULATED AND AGREED, by and between the Parties, subject to the approval of the Court, as follows:

1. The following designated trial testimony of Barse will be stricken from the record of this Action: Barse Tr. 367:8-24, 372:7-375:24, 378:4-16, and 381:8-15.

2. The Parties will not make any arguments concerning, or rely on, any of the following:

- (i) The Independent Committee’s interpretation of the contractual requirements for a Qualified Financing;
- (ii) The Independent Committee’s application of any contractual requirements for a Qualified Financing to the facts in this Action; and
- (iii) The Independent Committee’s consideration of whether the Transaction constituted a Qualified Financing or any determination

by the Independent Committee that the Transaction constituted a Qualified Financing.

3. For the avoidance of doubt, the Parties' agreement set forth in this Stipulation is without prejudice to Defendants' ability to assert that the Independent Committee approved the Transaction with a view to the benefits of a Qualified Financing; however, Defendants will not argue that the Court should conclude that the Transaction is a Qualified Financing because of that fact.

4. Nothing in this Stipulation precludes the Parties from (i) making arguments or introducing evidence concerning the Independent Committee's negotiation and approval of the Transaction, or (ii) citing, referring to, or relying on the Guggenheim JUUL Discussion Materials Slide Deck, dated October 10, 2023 (JX-1087).

5. Plaintiffs' Motion is hereby deemed withdrawn.

PAUL, WEISS, RIFKIND,  
WHARTON & GARRISON LLP

OF COUNSEL:

Martin Flumenbaum  
Jeffrey J. Recher  
Nina Kovalenko  
PAUL, WEISS, RIFKIND,  
WHARTON & GARRISON LLP  
1285 Avenue of the Americas  
New York, NY 10019-6064  
(212) 373-3000

By: /s/ Daniel A. Mason  
Daniel A. Mason (#5206)  
Sabrina M. Hendershot (#6286)  
Elizabeth Wang (#6620)  
1313 North Market Street, Suite 806  
Post Office Box 32  
Wilmington, DE 19899-0032  
(302) 655-4410

*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*

MORRIS, NICHOLS, ARSHT  
& TUNNELL LLP

OF COUNSEL:

Roger A. Cooper  
Lina Bensman  
CLEARY GOTTLIEB STEEN  
& HAMILTON LLP  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000

By: /s/ David J. Teklits  
William M. Lafferty (#2755)  
David J. Teklits (#2432)  
Alexandra M. Cumings (#6146)  
Grant E. Michl (#7088)  
Kirk C. Andersen (#7156)  
1201 North Market Street, 16th Floor  
Wilmington, DE 19801  
(302) 658-9200

*Attorneys for Defendant JUUL Labs, Inc.*

RICHARDS, LAYTON & FINGER, P.A.

OF COUNSEL:

Robert A. Weikert  
Andrew H. Winetroub  
NIXON PEABODY LLP  
One Embarcadero Center, 32nd Floor  
San Francisco, California 94111  
(415) 984-8200

By: /s/ Richard P. Rollo  
Richard P. Rollo (#3994)  
Susan Hannigan Cohen (#5342)  
Travis S. Hunter (#5350)  
John M. O'Toole (#6448)  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
(302) 651-7700

*Attorneys for Defendant JL Tao LLC*

Dated: May 6, 2024

SO ORDERED, this \_\_\_\_ day of \_\_\_\_\_, 2024.

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Vice Chancellor Nathan A. Cook

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