

**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 TK HOLDINGS INC., AND THOSE OTHER
COMPANIES LISTED ON SCHEDULE "A" HERETO (the "Chapter 11
Debtors")**

**APPLICATION OF TK HOLDINGS INC.
UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

MOTION RECORD

**(re: Recognition of Japanese Proceedings and Court Orders)
(Returnable September 1, 2017)**

August 24, 2017

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**ONTARIO
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**AND IN THE MATTER OF TK HOLDINGS INC., AND THOSE OTHER COMPANIES
LISTED ON SCHEDULE "A" HERETO (the "Chapter 11 Debtors")**

**APPLICATION OF TK HOLDINGS INC.
UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

MOTION RECORD

**(re: Recognition of Japanese Proceedings and Court Orders)
(Returnable September 1, 2017)**

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Court File No. CV-17-11857-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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**APPLICATION OF TK HOLDINGS INC.
UNDER SECTION 46 OF THE
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**NOTICE OF MOTION
(re: Recognition of Japanese Proceedings and Court Orders)
(Returnable September 1, 2017)**

Takata Corporation, in its capacity as the foreign representative of the Japanese Debtors (as defined below) (the "**Japanese Foreign Representative**"), and TK Holdings Inc., in its capacity as foreign representative of the Chapter 11 Debtors (the "**U.S. Foreign Representative**"), will jointly make a motion before a judge presiding over the Commercial List on September 1, 2017 at 9:30 a.m., or as soon after that time as the motion can be heard, at Toronto, Ontario.

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

THE MOTION IS FOR an Order (the "**Japanese Recognition Order**"), among other things:

- (a) Abridging and validating the time for service;
- (b) Adding the entities listed on **Schedule "B"** hereto (the "**Japanese Debtors**", and collectively with the Chapter 11 Debtors, the "**Debtors**") as applicants and

Amending the Initial Recognition Order (Foreign Main Proceeding) issued by this Court on June 28, 2017 such that it:

- (i) Orders and declares that the Japanese Foreign Representative is a “foreign representative” as defined in s. 45 of the CCAA in respect of the petition commenced by the Japanese Debtors with the 20th Department of the Civil Division of the Tokyo District Court pursuant to Article 21(1) of the Civil Rehabilitation Act of Japan (the “**Japanese Proceedings**”);
 - (ii) Recognizes the Japanese Proceedings as "foreign main proceedings" as defined in section 45 of the CCAA; and
 - (iii) Extends the mandatory relief set out in section 48(1) of the CCAA to the Japanese Debtors;
- (c) Amending the Supplemental Recognition Order (Foreign Main Proceeding) issued by this Court on June 28, 2017 such that it:
- (i) Recognizes and gives full force and effect in all provinces and territories of Canada to certain provisions of the Japanese Court Orders (as defined below) made in the Japanese Proceedings;
 - (ii) Extends the mandate of the Information Officer, and the protections consequently granted to it, to the Japanese Debtors and the Japanese Proceedings;
 - (iii) Extends the stays and protections consistent with the Model Supplemental Recognition Order in Ontario to the Japanese Debtors; and

(iv) if necessary, amending the Notice of Application to seek the above relief;
and

(b) Ordering such further and other relief as counsel may request and this Court deems just.

2. All terms not otherwise defined in this affidavit have the meanings given to them in the Affidavit of Scott E. Caudill sworn June 27, 2017 or the Affidavit of Hiroshi Shimizu, sworn August 24, 2017.

THE GROUNDS FOR THE MOTION ARE:

Background and Canadian Recognition Orders

3. On June 25, 2017, the Chapter 11 Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court, District of Delaware (the “**Chapter 11 Proceedings**”).

4. Concurrently, albeit on June 26, 2017 in Japan, the Japanese Debtors initiated civil rehabilitation proceedings with the 20th Department of the Civil Division of the Tokyo District Court under the Civil Rehabilitation Act of Japan (the “**Japanese Proceedings**”, and collectively with the Chapter 11 Proceedings, the “**Foreign Proceedings**”).

5. On June 27, 2017, the U.S. First Day Orders were issued in the Chapter 11 Proceedings.

6. On June 28, 2017, this Court heard the application by the U.S. Foreign Representative for, among other things, recognition of the Chapter 11 Proceedings and the U.S. First Day

Orders. The Court granted the Initial Recognition Order (Foreign Main Proceeding) and Supplemental Recognition Order (Foreign Main Proceeding) (collectively, the “**Canadian Recognition Orders**”) sought by the U.S. Foreign Representative.

Japanese Court Orders

7. On June 26, 2017, the Japanese Court issued orders (the “**Supervisor Appointment Orders**”) appointing Mr. Katsuyuki Miyakawa, a Japanese attorney, as the Japanese Debtors’ supervisor (the “**Supervisor**”).

8. On June 28, 2017, the Japanese Court issued orders (the “**Commencement Orders**”, and collectively with the Supervisor Appointment Orders, the “**Japanese Court Orders**”) approving the commencement of the Japanese Debtors’ proceedings under the Civil Rehabilitation Act.

9. On August 7, 2017, the Supervisor, pursuant to the powers conferred upon him under the Civil Rehabilitation Act of Japan and the Japanese Court Orders, issued a consent that:

- (a) authorizes the Japanese Debtors to obtain recognition of the Japanese Proceedings and the Japanese Court Orders in: (i) the United States in the Chapter 11 Proceedings, and (ii) Canada in the Canadian Recognition Proceedings; and
- (b) appoints TKJP and authorizes TKJP to act as the foreign representative of the Japanese Proceedings.

The Global Transaction

10. Recently, Takata has experienced financial distress due to issues relating to certain of its airbag inflators containing phase-stabilized ammonium nitrate, which have ruptured during

deployment of the airbag. This has led to wide-ranging recalls of vehicles in Canada, the United States and elsewhere.

11. Despite the complexities and risks resulting from the unprecedented product recalls and the impending liquidity risks, Takata is close to finalizing the terms of a global transaction with Key Safety Systems, Inc. (“**KSS** and, collectively with one or more of its current or newly formed subsidiaries or designated affiliates, the “**Plan Sponsor**”) for the sale of substantially all of Takata’s global operations (the “**Global Transaction**”) after an expansive sale and marketing process.

12. It is anticipated that the Global Transaction will be implemented pursuant to: (i) a chapter 11 plan of reorganization for the sale of substantially all of the Chapter 11 Debtors’ assets except certain excluded assets; and (ii) a business transfer followed by a liquidating plan in accordance with the *Civil Rehabilitation Act* in Japan for the sale of substantially all of the assets of the Japanese Debtors except certain excluded assets. Substantially all of the assets of Takata entities that are not Debtors will be sold or transferred to the Plan Sponsor outside of a formal insolvency proceeding.

13. With the benefit of the breathing room afforded by the Foreign Proceedings, the Debtors expect to progress expeditiously toward finalizing the terms of the Global Transaction in a manner that is fair, equitable and in the best interests of the Debtors’ estates and the safety of the driving public.

Canadian Actions Against TKJP

14. TKJP has been named as a defendant in 14 proposed class proceedings in Canada (four of which have been dismissed, five of which are currently in abeyance and five of which (the “**Continuing Actions**”) have been consolidated into national class actions proceeding in Ontario (collectively, the “**Canadian Class Actions**”), none of which have a date scheduled to be certified. All of the Canadian Class Actions name TKH and TKJP as Defendants, but each names different OEMs. Some of the OEMs named in the Continuing Actions have issued crossclaims naming TKJP. TKJP has entered into tolling agreements with some of the OEMs named in the Continuing Actions.

15. The Continuing Actions have been stayed as against TKJP, on the basis that it had not attorned to the jurisdiction of the Ontario courts and the plaintiffs wished to move the cases forward rather than deal with the question of jurisdiction. The Continuing Actions assert an aggregate of CDN \$3.5 billion in damages.

16. TKJP has also been named as a defendant, along with TKH and certain OEMs, in putative competition class actions in four (4) Canadian provinces (British Columbia, Ontario, Saskatchewan, and Quebec) (the “**Canadian Competition Actions**”). The Canadian Competition Actions purport to be on behalf of certain consumers in Canada whose claims relate to the sale of occupant safety systems, including airbags, seat belts, and steering wheels. No deadlines for class certification motions have been set in any of the actions.

17. TKJP is also a Defendant in the Hallett Action and the Gordon Action.

Recognition of the Japanese Proceedings

18. On this motion, the Japanese Foreign Representative and the U.S. Foreign Representative are seeking recognition of the Japanese Proceedings under Part IV of the CCAA and to extend the Canadian Recognition Orders to include the Japanese Debtors and the Japanese Court Orders.

19. The Japanese Proceedings are judicial proceedings that deal with creditors' collective interests generally under a law relating to bankruptcy or insolvency in which the relevant Japanese Debtors' business and financial affairs are subject to control or supervision by the respective court for the purpose of reorganization.

20. The centre of main interest of each Japanese Debtor is in Japan. Each of the Japanese Debtors is incorporated pursuant to the laws of Japan and has its registered head office in Japan. The operations of the Japanese Debtors are headquartered at 2-3-14 Higashishinagawa, Shinagawa-ku, Tokyo, Japan, 140-0002 (the "**Japanese Head Office**"). The nerve centre of the Japanese Debtors' management, business and operations is the Japanese Head Office.

21. The Japanese Debtors do not have any operational presence in Canada. The Japanese Debtors have assets in Ontario in the form of retainers with professionals, including their counsel, McCarthy Tétrault LLP.

22. The Japanese Proceedings constitute a foreign main proceeding under Part IV of the CCAA. The Japanese Foreign Representative has been duly appointed as foreign representative of the Japanese Proceedings and authorized to seek recognition of those proceedings in Canada.

23. Recognition of the Japanese Proceedings and the requested relief, including the mandatory stay of proceedings set out in section 48 of the CCAA that restrains further

proceedings in any action, suit or proceeding against the Japanese Debtors including the Canadian Class Actions, the Canadian Competition Actions, the Hallett Action and the Gordon Action will provide the Japanese Debtors with breathing room necessary to continue towards implementation of the Global Transaction for the benefit of its stakeholders.

Amendment of Recognition Orders

24. It is necessary for the efficient, expedient and equitable progress of the restructuring of the Debtors and the completion of the Global Transaction for the recognition proceedings with respect to Japanese Debtors to be combined with the recognition proceedings with respect to the Chapter 11 Debtors that have already been commenced in the Canadian Recognition Proceedings, as:

- (a) The purpose of both proceedings is to assist the Debtors in their progress towards the Global Transaction;
- (b) The overwhelming majority of known potential claims against TKJP in Canada are also made against TKH; and
- (c) Adding the Japanese Debtors as applicants in the existing Canadian Recognition Proceedings will reduce administrative inefficiency and ensure potential creditors are appropriately apprised of both the Chapter 11 Proceedings and the Japanese Proceedings.

25. This motion is supported by the Information Officer, which has consented to the proposed amendments to the Canadian Recognition Orders.

26. The moving parties will also rely on:

- (a) the provisions of the CCAA and the inherent and equitable jurisdiction of this Court;
- (b) the *Rules of Civil Procedure* (Ontario), with particular reference to Rules 3.02, 5, 6.01, 16 and 37; and
- (c) such further and other grounds as counsel may advise and the Court may permit.

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

- (a) Affidavit of Scott E. Caudill, sworn June 27, 2017;
- (b) Affidavit of Hiroshi Shimizu, sworn August 24, 2017; and
- (c) Such further and other materials as counsel may advise and this Court may permit.

August 24, 2017

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Lawyers for the **Foreign Representatives**

TO: SERVICE LIST

Schedule “A” – Chapter 11 Debtors

1. TK Holdings Inc.
2. Takata Americas
3. TK Finance, LLC
4. TK China, LLC
5. TK Mexico Inc.
6. TK Mexico LLC
7. Interiors in Flight, Inc.
8. Takata Protection Systems Inc.
9. TK Holdings de Mexico S. de R.L. de C.V.
10. Industrias Irvin de Mexico, S.A. de C.V.
11. Takata de Mexico, S.A. de C.V.
12. Strosshe-Mex, S. de R.L. de C.V.

Schedule “B” – Japanese Debtors

1. Takata Corporation
2. Takata Kyushu Corporation
3. Takata Service Corporation

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at [Toronto](#)

**NOTICE OF MOTION
(re: Recognition of Japanese Proceedings
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(Returnable September 1, 2017)**

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Tab 2

Court File No. CV-17-11857-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
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**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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**AND IN THE MATTER OF TK HOLDINGS INC., AND THOSE OTHER COMPANIES
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**APPLICATION OF TK HOLDINGS INC. UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

**AFFIDAVIT OF HIROSHI SHIMIZU
SWORN AUGUST 24, 2017**

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**AFFIDAVIT OF HIROSHI SHIMIZU
SWORN AUGUST 24, 2017**

I, Hiroshi Shimizu, of the City of Otsu, in Shiga Prefecture, Japan, MAKE OATH AND SAY:

1. I am Executive Vice President and Executive Director of Takata Corporation ("**TKJP**", and collectively with all of TKJP's direct and indirect subsidiaries, "**Takata**" or the "**Company**"). I began my career with Takata Kojo Corporation (the predecessor to TKJ Corporation, the majority shareholder of TKJP) in 1978. I have worked for Takata or its predecessors and affiliates, in various capacities, for 39 years. I have been a Director of TKJP since 2015.

2. In my roles with the Company, I have become familiar with the businesses, day-to-day operations, and financial affairs of TKJP and those other companies listed on Schedule "B" hereto (the "**Japanese Debtors**", and collectively with the Chapter 11 Debtors, the "**Debtors**"), and I have been closely involved in the Japanese Debtors' restructuring efforts to date.

Accordingly, I have personal knowledge of the matters herein, except where I have indicated that I have obtained facts from other sources, in which case I believe those facts to be true.

3. On June 27, 2017, Scott E. Caudill swore an affidavit (the “**Caudill Affidavit**”) in support of the application in Canada (the “**Canadian Recognition Proceedings**”) by TK Holdings Inc. (“**TKH**”), in its capacity as foreign representative (the “**U.S. Foreign Representative**”) of the Chapter 11 Debtors, pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for orders, among other things, recognizing the proceedings commenced by the Chapter 11 Debtors in the United States Bankruptcy Court for the District of Delaware (the “**Chapter 11 Proceedings**”) as a “foreign main proceeding” and appointing FTI Consulting Canada Inc. (the “**Information Officer**”) as information officer (the “**Canadian Recognition Orders**”).

4. I have reviewed the Caudill Affidavit and adopt its contents.

5. On June 28, 2017, the Canadian Recognition Orders recognizing the Chapter 11 Proceedings were granted by this Court.

6. I swear this affidavit in support of the motion brought jointly by TKJP, in its capacity as foreign representative of the Japanese Debtors (the “**Japanese Foreign Representative**”), and the U.S. Foreign Representative for an Order (the “**Japanese Recognition Order**”), among other things:

- (a) Abridging and validating the time for service;
- (b) Adding the Japanese Debtors as applicants and Amending the Initial Recognition Order (Foreign Main Proceeding) issued by this Court on June 28, 2017 such that it:

- (i) Orders and declares that the Japanese Foreign Representative is a “foreign representative” as defined in s. 45 of the CCAA in respect of the petition commenced by the Japanese Debtors with the 20th Department of the Civil Division of the Tokyo District Court pursuant to Article 21(1) of the Civil Rehabilitation Act of Japan (the “**Japanese Proceedings**”);
 - (ii) Recognizes the Japanese Proceedings as “foreign main proceedings” as defined in section 45 of the CCAA; and
 - (iii) Extends the mandatory relief set out in section 48(1) of the CCAA to the Japanese Debtors;
- (c) Amending the Supplemental Recognition Order (Foreign Main Proceeding) issued by this Court on June 28, 2017 such that it:
- (i) Recognizes and gives full force and effect in all provinces and territories of Canada to certain provisions of the Japanese Court Orders (as defined below) made in the Japanese Proceedings;
 - (ii) Extends the mandate of the Information Officer, and the protections consequently granted to it, to the Japanese Debtors and the Japanese Proceedings; and
 - (iii) Extends the stays and protections consistent with the Model Supplemental Recognition Order in Ontario to the Japanese Debtors; and
- (d) If necessary, amending the Notice of Application to seek the above relief.

7. All capitalized terms used but not otherwise defined in this affidavit have the meanings given to them in the Caudill Affidavit.

I. THE JAPANESE DEBTORS

8. Each of the Japanese Debtors is a corporation organized under the laws of Japan. TKJP is a public company listed on the Tokyo Stock Exchange. As a result of the commencement of the Japanese Proceedings and related stock-market regulations of the Tokyo Stock Exchange, the shares of TKJP's common stock were de-listed on July 27, 2017.

9. TKJP is the parent company of the global Takata enterprise and directly controls 100% of the common equity of Takata Kyushu Corporation (“**TK9**”) and Takata Service Corporation (“**TKS**”, and collectively with TKJP and TK9, the “**Japanese Debtors**”). The entity referred to in paragraph 5 of the Caudill Affidavit as Takata Kyushi K.K. is the same as TK9.

II. THE JAPANESE PROCEEDINGS

Commencement and the Japanese Court Orders

10. On June 26, 2017, the Japanese Debtors commenced the Japanese Proceedings by filing a petition with the Japanese Court pursuant to Article 21(1) of the Civil Rehabilitation Act of Japan.

11. On June 26, 2017, the Japanese Court issued orders (the “**Supervisor Appointment Orders**”) appointing Mr. Katsuyuki Miyakawa, a Japanese attorney, as the Japanese Debtors' supervisor (the “**Supervisor**”). Certified copies of the Supervisor Appointment Orders, with English translations, are attached hereto as **Exhibits “A”** to “**C**”.

12. On June 26, 2017, TKJP issued a press release providing notice that it had commenced the Japanese Proceedings. A true copy of the press release is attached hereto as **Exhibit “D”**.

13. On June 28, 2017, the Japanese Court issued orders (the “**Commencement Orders**”, and collectively with the Supervisor Appointment Orders, the “**Japanese Court Orders**”) approving the commencement of the Japanese Debtors’ proceedings under the Civil Rehabilitation Act. Certified copies of the Commencement Orders, with English translations, are attached hereto as **Exhibits “E” to “G”**.

14. On June 28, 2017, TKJP issued a press release providing notice of the Japanese Court Orders and outlining the schedule of the civil rehabilitation proceedings (as set out below). A true copy of the press release is attached hereto as **Exhibit “H”**.

15. Under the Japanese Court Orders, the Japanese Debtors are supervised by the Supervisor and cannot take any action that is considered outside of the ordinary course of business, including, but not limited to, initiating or pursuing any legal proceeding, without the consent of the Supervisor.

16. Under the current status of the Japanese Proceedings, the Supervisor does not have the authority to manage the assets of the Japanese Debtors. As a consequence, the current management of Takata remains in place and is allowed to continue to operate its business, subject to the limitations of the Japanese Court Orders and the Civil Rehabilitation Act, under which, among other things, a rehabilitation debtor shall have the obligation, vis-à-vis creditors, to continue to operate its business and conduct rehabilitation proceedings in a fair and sincere manner.

Authorization to Obtain Recognition

17. On August 7, 2017, the Supervisor, pursuant to the powers conferred upon him under the Civil Rehabilitation Act of Japan and the Japanese Court Orders, issued a consent that:

- (a) authorizes the Japanese Debtors to obtain recognition of the Japanese Proceedings and the Japanese Court Orders in: (i) the United States in the Chapter 11 Proceedings, and (ii) Canada in the Canadian Recognition Proceedings; and
- (b) appoints TKJP and authorizes TKJP to act as the foreign representative of the Japanese Proceedings (the “**Supervisor Consent**”).

A true copy of the Supervisor Consent, with English translation, is attached hereto and marked as **Exhibit “T”**.

Chapter 15 Proceedings

18. The Japanese Debtors have also initiated proceedings in the U.S. for recognition of the Japanese Proceedings as a “foreign main proceeding” pursuant to Chapter 15 of the U.S. Bankruptcy Code.

Japanese Claims Process

19. The Japanese Court Orders established the following schedule for the civil rehabilitation proceedings:

August 25, 2017	Deadline for filing proofs of rehabilitation claims
October 12, 2017	Submission deadline for inventory of assets and balance sheets.
October 30, 2017	Submission deadline for the statement of approval or disapproval
November 6 to November 13, 2017	Period to examine proofs of rehabilitation claims, etc.

November 27, 2017	Submission deadline for proposed rehabilitation plan
-------------------	------------------------------------------------------

20. The Chapter 11 Debtors have served notice of a motion in the Chapter 11 Proceedings to establish a claims and noticing process. I am advised by Heather Meredith, counsel for the U.S. Foreign Representative, that it is anticipated that the U.S. Foreign Representative will seek recognition of the claims and noticing process in the Canadian Recognition Proceedings after it is approved by the U.S. Court in the Chapter 11 Proceedings.

21. Since there is a substantial overlap among the potential creditors of the Chapter 11 Debtors and the Japanese Debtors, it is proposed that the notice to potential creditors in Canada will relate to both the Chapter 11 Proceedings and the Japanese Proceedings. In order to maximize the efficiency of these proceedings, the Japanese Foreign Representative is not seeking to recognize the portions of the Japanese Court Orders that establish the schedule for the rehabilitation proceedings at this time. It is expected that the Japanese Foreign Representative will bring a motion concurrently with the U.S. Foreign Representative after August 30, 2017 to seek recognition of the claims and noticing process that has been established in the Japanese Proceedings.

III. RECOGNITION OF THE JAPANESE PROCEEDINGS AND COMI

The Japanese Proceedings are Foreign Proceedings

22. The Japanese Foreign Representative seeks recognition of the Japanese Proceedings as “foreign main proceedings” pursuant to Part IV of the CCAA.

23. I am advised by Nobuaki Kobayashi at Nagashima Ohno & Tsunematsu, counsel to the Japanese Debtors in the Japanese Proceedings, that the Japanese Proceedings are judicial

proceedings that deal with creditors' collective interests generally under a law relating to bankruptcy or insolvency in which the Japanese Debtors' business and financial affairs are subject to control or supervision by the Japanese Court for the purpose of reorganization.

24. The Japanese Debtors are each facing an impending liquidity crisis due to insurmountable claims and liabilities arising out of or relating to the recalls of PSAN Inflators and vendor contraction that has occurred after publicity relating to a potential insolvency filing. While Takata does not have a chief place of business or head office in Canada, it has assets in Ontario in the form of retainers with professionals, including its counsel, McCarthy Tétrault LLP, which are held on behalf of each Debtor, including the Japanese Debtors.

COMI of Japanese Debtors is in Japan

25. The operations of the Japanese Debtors are headquartered at 2-3-14 Higashishinagawa, Shinagawa-ku, Tokyo, Japan, 140-0002 (the "**Japanese Head Office**"). Each of the Japanese Debtors is incorporated pursuant to the laws of Japan and has its registered head office in Japan. Specifically, TKJP and TKS have their registered offices at 2-12-31 Akasaka, Minato-ku, Tokyo, Japan. TK9 has its registered office at 2195-4 Oaza Befu, Higashitaku-machi, Taku-shi, Saga, Japan. The head offices for TKJP, TKS, and TK9 are located in the Japanese prefectures of Tokyo, Shiga, and Saga, respectively.

26. TKJP has been publicly listed in the First Section of the Tokyo Stock Exchange since 2006, although the shares were de-listed on July 27, 2017.

27. The Japanese Head Office is the nerve center of the Japanese Debtors' management, business, and operations. The following critical functions, among others, are performed for the Japanese Debtors out of the Japanese Head Office:

- (a) strategic operating decisions and key policy decisions;
- (b) human resources functions;
- (c) information technology and systems; and
- (d) corporate governance and all public company reporting and investor relations.

28. Furthermore, all of the officers and directors of the Japanese Debtors are based in Japan.

29. The Japanese Debtors operate seven manufacturing plants and one research and development facility in Japan, they have approximately 1,300 employees in Japan, and their principal assets are located in Japan. The Japanese Debtors do not directly conduct operations outside of Japan, nor do they have assets or employees outside of Japan.

30. Finally, many of the creditors of the Japanese Debtors are based in Japan. This includes TKJP's bank lenders, holders of its unsecured bonds, many of the vendors and suppliers that Takata utilizes in operating its eight facilities, and the Japanese-based OEMs with whom TKJP transacts.

Takata Does Not Have Any Canadian Operations

31. The Japanese Debtors do not have any operational presence in Canada. The Japanese Debtors do not operate any plants or R&D facilities in Canada or otherwise have any assets situated in Canada in the ordinary course of business, other than retainers with professionals. The Japanese Debtors do not have any employees in Canada, nor do they engage any independent contractors based in the country to sell their products to Canadian business.

Canadian Class Actions

32. TKJP has been named as a defendant in 14 proposed class proceedings in Canada (four of which have been dismissed, five of which are currently in abeyance and five of which (the “**Continuing Actions**”) have been consolidated into national class actions proceeding in Ontario (collectively, the “**Canadian Class Actions**”), none of which have a date scheduled to be certified. All of the Canadian Class Actions name TKH and TKJP as Defendants, but each names different OEMs. Some of the OEMs named in the Continuing Actions have issued crossclaims naming TKJP. TKJP has entered into tolling agreements with some of the OEMs named in the Continuing Actions.

33. The Continuing Actions have been stayed as against TKJP, on the basis that it had not attorned to the jurisdiction of the Ontario courts and the plaintiffs wished to move the cases forward rather than deal with the question of jurisdiction. The Continuing Actions assert an aggregate of CDN \$3.5 billion in damages.

Personal Injury Actions

34. TKJP is also a Defendant, along with TKH, in a personal injury action brought by Bryan Hallett in which CDN \$1.5 million in damages is claimed (the “**Hallett Action**”). Finally, it has come to the attention of TKJP that it is named as a defendant in a personal injury action commenced on June 19, 2017 by Desmond Gordon in which CDN \$1.0 million in damages is claimed (the “**Gordon Action**”). TKJP has not been properly served with the Statement of Claim in the Gordon Action and has not delivered any pleadings as a result. TKH is not a defendant in the Gordon Action. A true copy of the Statement of Claim in the Gordon Action is attached hereto as **Exhibit “J”**.

Canadian Competition Actions

35. TKH and TKJP, along with certain OEMs, are defendants in putative competition class actions in four (4) Canadian provinces (British Columbia, Ontario, Saskatchewan, and Quebec) (the “**Canadian Competition Class Actions**”). Attached hereto as **Exhibit “K”** is a chart summarizing the Canadian Competition Actions.

36. The Canadian Competition Class Actions purport to be on behalf of certain consumers in Canada whose claims relate to the sale of occupant safety systems, including airbags, seat belts, and steering wheels. In each of these actions, also named as defendants are certain of Takata’s competitors. The pleadings in the Canadian Competition Class Actions are voluminous. Attached hereto as **Exhibit “L”** as an example is the Statement of Claim in *Sheridan Chevrolet Cadillac Ltd. et al. v. Takata Corporation et al.*, Court File No. CV-13-472259-00CP.

37. The Canadian Competition Class Actions commenced in British Columbia, Ontario and Quebec are being pursued co-operatively by a consortium of plaintiffs’ counsel. No deadlines for class certification motions have been set in any of the actions.

No Other Foreign Proceedings

38. I am not aware of any other “foreign proceedings”, as that term is defined in the CCAA, in respect of the Debtors other than the Chapter 11 Proceedings in respect of the Chapter 11 Debtors and the Japanese Proceedings in respect of the Japanese Debtors. As noted above, recognition of the Japanese Proceedings is also being sought in the U.S. pursuant to Chapter 15 of the U.S. Bankruptcy Code.

39. The only potential Canadian creditors of the Japanese Debtors of which I am aware are the potential claimants in the Canadian Class Actions, the Canadian Competition Class Actions, the Hallett Action, the Gordon Action, and one Canadian law firm. It is intended that Canadian claimants will be treated in the same manner in the Japanese Proceedings as other similarly situated creditors of the Japanese Debtors. No separate claims process will be conducted in Canada.

Recognition of the Japanese Proceedings is Appropriate

40. On June 26, 2017, the Chapter 11 Debtors commenced the Chapter 11 Proceedings in the U.S. Concurrently, the Japanese Debtors commenced the Japanese Proceedings in Japan. On June 28, 2017, this Court recognized the Chapter 11 Proceedings and granted the U.S. Recognition Orders. The Japanese Debtors are seeking the same relief in this application.

41. The Japanese Proceedings and Japanese Court Orders, and the recognition of them in Canada, are appropriate and necessary for the protection of the Japanese Debtors' property. They are intended to maintain continuity of the Japanese Debtors' operations with minimal disruption or loss of productivity and value, while assisting the Japanese Debtors in their progress toward implementing the Global Transaction (as defined and described in the Caudill Affidavit). The Global Transaction is fair, equitable, and in the best interests of the Debtors' estates and the safety of the driving public.

42. If the Japanese Debtors were required to defend the Canadian Class Actions, the Canadian Competition Actions, the Hallett Action and the Gordon Action, the restructuring efforts of the Debtors would be undermined. The management and employees of the Japanese Debtors would be forced to direct time, energy and resources towards defending these

proceedings, taking away from their ability to negotiate and execute the Global Transaction and move forward with the Japanese Proceedings. Recognition of the Japanese Proceedings and the Japanese Court Orders and granting the relief requested herein is important and necessary for the restructuring and the protection of Takata's property. It is consistent with the interests of creditors to preserve and maximize value of that property.

43. Granting the relief sought in these recognition proceedings will allow the Japanese Debtors breathing room to continue to progress expeditiously towards consummation of the Global Transaction, considers the interests of and provides notice to potential creditors in Canada, and will assist with the implementation of the Global Transaction. Accordingly, I believe recognition by the Canadian Court of the Japanese Proceedings and the Japanese Orders is appropriate.

IV. APPROPRIATE TO AMEND RECOGNITION ORDERS

44. It is necessary for the efficient, expedient and equitable progress of the restructuring of the Debtors and the completion of the Global Transaction for the recognition proceedings with respect to Japanese Debtors to be combined with the recognition proceedings with respect to the Chapter 11 Debtors that have already been commenced in the Canadian Recognition Proceedings.

45. Each of the 14 Canadian Class Actions and the four Canadian Competition Actions name both TKH and TKJP as Defendants. The Hallett Action also names both TKJP and TKH. The only known potential creditors of TKJP that are not also potential creditors of TKH are one Canadian law firm and the plaintiff in the Gordon Action.

46. Since the overwhelming majority of known potential creditors of TKJP in Canada are also potential creditors of TKH, adding the Japanese Debtors as applicants in the existing Canadian Recognition Proceedings will reduce administrative inefficiency and ensure potential creditors are appropriately apprised of both the Chapter 11 Proceedings and the Japanese Proceedings.

V. INFORMATION OFFICER

47. This motion is supported by the Information Officer, which has consented to the proposed amendments to the Canadian Recognition Orders.

VI. NOTICE

48. I am advised by Jeffrey Rosenberg of the Information Officer that, in accordance with the Canadian Recognition Orders, the prescribed notice regarding the Chapter 11 Proceedings and the Canadian Recognition Proceedings was published once a week during the weeks of July 3, 2017 and July 10, 2017 in The Globe and Mail (National Edition) and National Post.

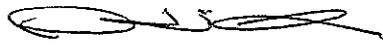
49. The proposed amendments to the Initial Recognition Order (Foreign Main Proceeding) provide that a similar notice regarding the Japanese Proceedings and the amendments to the Canadian Recognition Orders will be published once a week for two consecutive weeks in The Globe and Mail (National Edition) and National Post. I am advised by Heather Meredith of McCarthy Tétrault LLP that this is consistent with the notice requirements set out in section 53(b) of the CCAA.

50. I understand that this motion will be on notice to the proposed representative plaintiffs in the Canadian Class Actions and the Canadian Competition Class Actions and the plaintiffs in the Hallett Action and the Gordon Action through a copy of the motion materials being sent to

counsel of record. In addition, the Information Officer shall post the motion materials on the website it has established for the Canadian Recognition Proceedings. The Information Officer will also post the Japanese Recognition Order, if granted by the Court, and all orders of the Court and reports of the Information Officer in the future, among other things.

SWORN BEFORE ME at the City of)
Tokyo, Japan this)
24th day of August, 2017.)
)
)
)
)
)
)

Peter Gordon Armstrong
LSUC No. 55745W



HIROSHI SHIMIZU

Schedule “A” – Chapter 11 Debtors

1. TK Holdings Inc.
2. Takata Americas
3. TK Finance, LLC
4. TK China, LLC
5. TK Mexico Inc.
6. TK Mexico LLC
7. Interiors in Flight, Inc.
8. Takata Protection Systems Inc.
9. TK Holdings de Mexico S. de R.L. de C.V.
10. Industrias Irvin de Mexico, S.A. de C.V.
11. Takata de Mexico, S.A. de C.V.
12. Strosshe-Mex, S. de R.L. de C.V.

Schedule “B” – Japanese Debtors

1. Takata Corporation
2. Takata Kyushu Corporation
3. Takata Service Corporation

Tab A

This is **Exhibit "A"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

平成29年(再)第20号 再生手続開始申立事件

決 定

東京都港区赤坂二丁目12番31号

再生債務者 タカタ株式会社

代表者代表取締役 高田 重久

主 文

- 1 タカタ株式会社について監督委員による監督を命ずる。
- 2 監督委員として、次の者を選任する。
東京都千代田区丸の内3丁目3番1号 新東京ビル225区
東京丸の内法律事務所
弁護士 宮川 勝之
- 3 監督委員は、再生債務者が、民事再生法120条1項に規定する行為によって生ずべき相手方の請求権を共益債権とする旨の裁判所の許可に代わる承認をすることができる。
- 4 再生債務者が次に掲げる行為をするには、監督委員の同意を得なければならない。ただし、再生計画認可決定があった後は、この限りでない。
 - (1) 再生債務者が所有又は占有する財産に係る権利の譲渡、担保権の設定、賃貸その他一切の処分(常務に属する取引に関する場合を除く。)
 - (2) 再生債務者の有する債権について譲渡、担保権の設定その他一切の処分(再生債務者による取立てを除く。)
 - (3) 財産の譲受け(商品の仕入れその他常務に属する財産の譲受けを除く。)
 - (4) 貸付け
 - (5) 金銭の借入れ(手形割引を含む。)及び保証
 - (6) 債務免除、無償の債務負担行為及び権利の放棄
 - (7) 別除権の目的である財産の受戻し
 - (8) 事業の維持再生の支援に関する契約及び当該支援をする者の選定業務に関する契約の締結
- 5 再生債務者は、平成29年6月26日以降毎月末日締切りにより、再生債務者の業務及び財産の管理状況についての報告書をその翌月10日までに当裁判所及び監督委員に提出しなければならない。
ただし、再生計画認可決定があった後は、この限りではない。

平成29年6月26日

東京地方裁判所民事第20部

裁判長裁判官 館 内 比 佐 志

裁判官 上 拂 大 作

裁判官 小 西 慶 一

これは謄本である。

同日同庁

裁判所書記官 伊 與 喜克郎



2017 (sai) No. 20 Petition for Commencement of Rehabilitation Proceedings

Order

Rehabilitation Debtor: Takata Corporation

Representative Director: Shigehisa Takada

2-12-31 Akasaka, Minato-ku, Tokyo

Main Text

1. Order is hereby given for Takata Corporation to be supervised by a supervisor.
2. The following person is appointed as the supervisor.
 - Attorney Katsuyuki Miyakawa
 - Tokyo-Marunouchi Law Offices
 - Shin-Tokyo Building, Suite 225, 3-3-1 Marunouchi, Chiyoda-ku, Tokyo
3. The supervisor is authorized to give approval, in lieu of court permission, to the rehabilitation debtor's making counterparty claims arising from any of the rehabilitation debtor's acts provided in Article 120, Paragraph 1 of the Civil Rehabilitation Act common benefit claims.
4. The rehabilitation debtor must obtain consent of the supervisor when conducting the following acts; provided, however, that this shall not apply after the rehabilitation plan is confirmed.
 - (1) Transfer of rights, creation of a security interest, lease or any other disposal with respect to property rehabilitation debtor owns or possesses (excluding any case relating to a transaction that falls within the scope of ordinary business);
 - (2) Transfer, creation of a security interest or any other disposal with respect to claims held by the rehabilitation debtor (excluding collection by the rehabilitation debtor);
 - (3) Acquisition of property (excluding product procurement or acquisition of other property that falls within the scope of ordinary business);
 - (4) Lending;
 - (5) Borrowing of money (including discounting of a bill) and guaranteeing;
 - (6) Forgiving of debt, gratuitous debt assumption or waiver of a right;
 - (7) Redemption of collateral for a right of separate satisfaction; and
 - (8) Execution of an agreement concerning support for maintenance and rehabilitation of business and an agreement concerning services for selection of a person providing such support

[English Translation]

5. From June 26, 2017 onwards, with the last day of each month as the cut-off date, the rehabilitation debtor must submit to the court and the supervisor a report on the state of the administration of the rehabilitation debtor's business and property, by the 10th day of the following month.

Provided, however, that this shall not apply after the rehabilitation plan is confirmed.

June 26, 2017

The 20th Civil Division of the Tokyo District Court Presiding Judge Hisashi Tateuchi

Judge Daisaku Ueharai

Judge Keiichi Konishi

This is a certified copy.

June 26, 2017

Tokyo District Court

Court Clerk Yoshikatsuro Iyo

Tab B

This is **Exhibit "B"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

平成29年(再)第21号 再生手続開始申立事件

決 定

佐賀県多久市東多久町大字別府2195番地4
再生債務者 タカタ九州株式会社
代表者代表取締役 桂田 治夫

主 文

- 1 タカタ九州株式会社について監督委員による監督を命ずる。
- 2 監督委員として、次の者を選任する。
東京都千代田区丸の内3丁目3番1号 新東京ビル225区
東京丸の内法律事務所
弁護士 宮川 勝之
- 3 監督委員は、再生債務者が、民事再生法120条1項に規定する行為によって生ずべき相手方の請求権を共益債権とする旨の裁判所の許可に代わる承認をすることができる。
- 4 再生債務者が次に掲げる行為をするには、監督委員の同意を得なければならない。ただし、再生計画認可決定があった後は、この限りでない。
 - (1) 再生債務者が所有又は占有する財産に係る権利の譲渡、担保権の設定、賃貸その他一切の処分(常務に属する取引に関する場合を除く。)
 - (2) 再生債務者の有する債権について譲渡、担保権の設定その他一切の処分(再生債務者による取立てを除く。)
 - (3) 財産の譲受け(商品の仕入れその他常務に属する財産の譲受けを除く。)
 - (4) 貸付け
 - (5) 金銭の借入れ(手形割引を含む。)及び保証
 - (6) 債務免除、無償の債務負担行為及び権利の放棄
 - (7) 別除権の目的である財産の受戻し
 - (8) 事業の維持再生の支援に関する契約及び当該支援をする者の選定業務に関する契約の締結
- 5 再生債務者は、平成29年6月26日以降毎月末日締切りにより、再生債務者の業務及び財産の管理状況についての報告書をその翌月10日までに当裁判所及び監督委員に提出しなければならない。
ただし、再生計画認可決定があった後は、この限りではない。

平成29年6月26日

東京地方裁判所民事第20部

裁判長裁判官 館 内 比 佐 志

裁判官 上 拂 大 作

裁判官 小 西 慶 一

これは正本である。

同日同庁

裁判所書記官 伊 與 喜克郎



2017 (sai) No. 21 Petition for Commencement of Rehabilitation Proceedings

Order

Rehabilitation Debtor: Takata Kyushu Corporation

Representative Director: Haruo Katsurada

2195-4, Befu, Higashitaku-machi, Taku, Saga Prefecture

Main Text

1. Order is hereby given for Takata Kyushu Corporation to be supervised by a supervisor.
2. The following person is appointed as the supervisor.
 - Attorney Katsuyuki Miyakawa
 - Tokyo-Marunouchi Law Offices
 - Shin-Tokyo Building, Suite 225, 3-3-1 Marunouchi, Chiyoda-ku, Tokyo
3. The supervisor is authorized to give approval, in lieu of court permission, to the rehabilitation debtor's making counterparty claims arising from any of the rehabilitation debtor's acts provided in Article 120, Paragraph 1 of the Civil Rehabilitation Act common benefit claims.
4. The rehabilitation debtor must obtain consent of the supervisor when conducting the following acts; provided, however, that this shall not apply after the rehabilitation plan confirmed.
 - (1) Transfer of rights, creation of a security interest, lease or any other disposal with respect to property rehabilitation debtor owns or possesses (excluding any case relating to a transaction that falls within the scope of ordinary business);
 - (2) Transfer, creation of a security interest or any other disposal with respect to claims held by the rehabilitation debtor (excluding collection by the rehabilitation debtor);
 - (3) Acquisition of property (excluding product procurement or acquisition of other property that falls within the scope of ordinary business);
 - (4) Lending;
 - (5) Borrowing of money (including discounting of a bill) and guaranteeing;
 - (6) Forgiving of debt, gratuitous debt assumption or waiver of a right;
 - (7) Redemption of collateral for a right of separate satisfaction; and
 - (8) Execution of an agreement concerning support for maintenance and rehabilitation of business and an agreement concerning services for selection of a person providing such support

[English Translation]

5. From June 26, 2017 onwards, with the last day of each month as the cut-off date, the rehabilitation debtor must submit to the court and the supervisor a report on the state of the administration of the rehabilitation debtor's business and property, by the 10th day of the following month.

Provided, however, that this shall not apply after the rehabilitation plan is confirmed.

June 26, 2017

The 20th Civil Division of the Tokyo District Court

Presiding Judge Hisashi Tateuchi

Judge Daisaku Ueharai

Judge Keiichi Konishi

This is a certified copy.

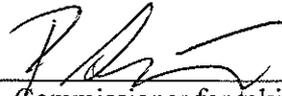
June 26, 2017

Tokyo District Court

Court Clerk Yoshikatsuro Iyo

Tab C

This is **Exhibit "C"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

平成29年（再）第22号 再生手続開始申立事件

決 定

東京都港区赤坂二丁目12番31号
再生債務者 タカタサービス株式会社
代表者代表取締役 川崎 修

主 文

- 1 タカタサービス株式会社について監督委員による監督を命ずる。
- 2 監督委員として、次の者を選任する。
東京都千代田区丸の内3丁目3番1号 新東京ビル225区
東京丸の内法律事務所
弁護士 宮川 勝之
- 3 監督委員は、再生債務者が、民事再生法120条1項に規定する行為によって生ずべき相手方の請求権を共益債権とする旨の裁判所の許可に代わる承認をすることができる。
- 4 再生債務者が次に掲げる行為をするには、監督委員の同意を得なければならない。ただし、再生計画認可決定があった後は、この限りでない。
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 - (2) 再生債務者の有する債権について譲渡、担保権の設定その他一切の処分（再生債務者による取立てを除く。）
 - (3) 財産の譲受け（商品の仕入れその他常務に属する財産の譲受けを除く。）
 - (4) 貸付け
 - (5) 金銭の借入れ（手形割引を含む。）及び保証
 - (6) 債務免除、無償の債務負担行為及び権利の放棄
 - (7) 別除権の目的である財産の受戻し
 - (8) 事業の維持再生の支援に関する契約及び当該支援をする者の選定業務に関する契約の締結
- 5 再生債務者は、平成29年6月26日以降毎月末日締切りにより、再生債務者の業務及び財産の管理状況についての報告書をその翌月10日までに当裁判所及び監督委員に提出しなければならない。
ただし、再生計画認可決定があった後は、この限りではない。

平成29年6月26日

東京地方裁判所民事第20部

裁判長裁判官 館 内 比 佐 志

裁判官 上 拂 大 作

裁判官 小 西 慶 一

これは正本である。

同日同庁

裁判所書記官 伊 與 喜克郎



2017 (sai) No. 22 Petition for Commencement of Rehabilitation Proceedings

Order

Rehabilitation Debtor: Takata Service Corporation

Representative Director: Osamu Kawasaki

2-12-31 Akasaka, Minato-ku, Tokyo

Main Text

1. Order is hereby given for Takata Service Corporation to be supervised by a supervisor.
2. The following person is appointed as the supervisor.
 - Attorney Katsuyuki Miyakawa
 - Tokyo-Marunouchi Law Offices
 - Shin-Tokyo Building, Suite 225, 3-3-1 Marunouchi, Chiyoda-ku, Tokyo
3. The supervisor is authorized to give approval, in lieu of court permission, to the rehabilitation debtor's making counterparty claims arising from any of the rehabilitation debtor's acts provided in Article 120, Paragraph 1 of the Civil Rehabilitation Act common benefit claims.
4. The rehabilitation debtor must obtain consent of the supervisor when conducting the following acts; provided, however, that this shall not apply after the rehabilitation plan is confirmed.
 - (1) Transfer of rights, creation of a security interest, lease or any other disposal with respect to property rehabilitation debtor owns or possesses (excluding any case relating to a transaction that falls within the scope of ordinary business);
 - (2) Transfer, creation of a security interest or any other disposal with respect to claims held by the rehabilitation debtor (excluding collection by the rehabilitation debtor);
 - (3) Acquisition of property (excluding product procurement or acquisition of other property that falls within the scope of ordinary business);
 - (4) Lending;
 - (5) Borrowing of money (including discounting of a bill) and guaranteeing;
 - (6) Forgiving of debt, gratuitous debt assumption or waiver of a right;
 - (7) Redemption of collateral for a right of separate satisfaction; and
 - (8) Execution of an agreement concerning support for maintenance and rehabilitation of business and an agreement concerning services for selection of a person providing such support

[English Translation]

5. From June 26, 2017 onwards, with the last day of each month as the cut-off date, the rehabilitation debtor must submit to the court and the supervisor a report on the state of the administration of the rehabilitation debtor's business and property, by the 10th day of the following month.

Provided, however, that this shall not apply after the rehabilitation plan is confirmed.

June 26, 2017

The 20th Civil Division of the Tokyo District Court

Presiding Judge Hisashi Tateuchi

Judge Daisaku Ueharai

Judge Keiichi Konishi

This is a certified copy.

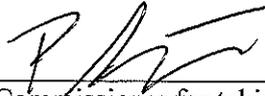
June 26, 2017

Tokyo District Court

Court Clerk Yoshikatsuro Iyo

Tab D

This is **Exhibit "D"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits



June 26, 2017

News Release

TAKATA CORPORATION
TSE 7312

**Notice on Petition
for Commencement of Civil Rehabilitation Proceeding, etc.**

Takata Corporation (including its group companies where the content so requires “Takata”) hereby announces that, at the meeting of its board of directors held on June 26, 2017, it resolved to file a petition for the commencement of civil rehabilitation proceeding, and filed the same with the Tokyo District Court. The petition was heard on the same date, and the Court immediately issued a temporary restraining order, under which repayments are prohibited, and a supervision order. The Court also appointed Mr. Katsuyuki Miyakawa, Attorney-at-Law, as the Supervisor.

Takata’s consolidated subsidiaries, Takata Kyushu Corporation (“Takata Kyushu”) and Takata Service Corporation (“Takata Service”), simultaneously filed petitions for the commencement of civil rehabilitation proceedings, and Takata’s 12 overseas subsidiaries (including TK Holdings Inc., which is Takata’s U.S. subsidiary (“TKH”)) resolved to file petitions for the commencement of proceedings under Chapter 11 of the U.S. Bankruptcy Code (“Chapter 11”) on June 25, 2017 (East U.S. time) and, on the same day, filed the petitions with the U.S. Bankruptcy Court of Delaware.

As a result, there is a possibility that Takata’s claims against Takata Kyushu, Takata Services and TKH and each of Takata’s subsidiaries’ claims against Takata may not be collected.

Takata sincerely regrets any inconvenience caused by this petition for the creditors as well as the related parties who have been supporting and cooperating with Takata.

Takata is planning to rebuild its business with the support of Key Safety Systems (“KSS”), recommended by the Steering Committee as the sponsor, and will continue discussions with KSS regarding its support. Going forward, under the supervision of the Tokyo District Court and Mr. Miyakawa, Attorney-at-Law, the Supervisor appointed by the Court, Takata will make its best efforts to rebuild its business.

1. Background of, and Reasons for, Petition

The former Takata Corporation (“Former Takata”), a predecessor of Takata, was established as Takata Kojo Corporation in November 1956 in Hikone-shi, Shiga Prefecture.



Thereafter, its trade name was changed to Takata Corporation, and it commenced the manufacture and sale of airbags in the 1980s. The Former Takata built production and sales bases around the world and developed the market, and resultantly, its airbags gained a large share of the world market. The present Takata Corporation is a company established in January 30, 2004 as Takata Business Planning Corporation, which succeeded to the Former Takata's business related to automotive safety components (such as seat belts and airbags) through a company split on April 1, 2004 and, its name was changed to Takata Corporation on the same date. Takata, as Takata group including its subsidiaries and affiliates, has endeavored to develop the market of automotive safety components, steadily increased its sales, and has become one of the world's leading manufacturers of automotive safety components. In November 2006, Takata's stock was listed on the first section of the Tokyo Stock Exchange.

However, from around 2007 onward, malfunctions related to inflators (i.e., parts that inflate airbags by generating inflating gas) in airbags Takata had manufactured started to be detected in cases such as where an inflator ruptured and a death accident was caused by metal fragments from the ruptured inflator. Therefore, in and after November 2008, automakers repeatedly implemented recalls of their models of vehicles equipped with airbags manufactured by Takata group in order to investigate the existence and cause of the malfunctions, and they gradually expanded the scope of vehicles for recall. Although Takata Corporation itself is not manufacturing inflators, since Takata is manufacturing airbags with inflators purchased from TKH, Takata's U.S. subsidiary, and selling the airbags to Japanese automakers, the models of vehicles equipped with airbags that Takata manufactured are also being recalled.

Takata group may become responsible for a certain proportion of the recall expenses that each automaker is required to pay, and if Takata becomes responsible, Takata may be required to incur significant amount of debt, which could cause a credit crunch and a deterioration in its cash flow. Furthermore, TKH agreed to the Consent Order with the National Highway Traffic Safety Administration (NHTSA) in November 2015 regarding the series of recalls relating to airbag products, whereby TKH assumed the obligation to pay a civil penalty of 70 million US dollars. In addition, Takata agreed to enter into a plea agreement with the U.S. Department of Justice ("DOJ") concerning the issues related to the integrity of Takata's reporting to automakers on the inflator performance verification tests, and a 25 million US dollar (equivalent to approximately 2.9 billion yen) fine was imposed on Takata under such plea agreement. In addition, Takata assumed an obligation to contribute 125 million US dollars to the restitution fund to compensate for damages to the victims of malfunctioning inflators manufactured by Takata group, and assumed an obligation to contribute 850 million US dollars (equivalent to approximately 97.8 billion yen) to compensate for the damage that each automaker incurred. Furthermore, in connection



with the aforementioned malfunctioning airbags that Takata manufactured, many lawsuits claiming remedies such as compensation for damages have been filed against Takata, and depending on the outcome of these lawsuits, Takata may assume additional obligations.

In order to respond to the financial and operational issues concerning the above airbag inflator, Takata established a Steering Committee in February 2016 for the purpose of formulating a comprehensive restructuring plan for Takata. Based on the view that seeking an out-of-court restructuring would contribute to the stable supply of Takata's products, the said Committee exchanged views on broad subjects with the stakeholders, including major creditors, and engaged in activities toward formulating a restructuring plan, including sponsor selection process, while adjusting various interests. During the course of the sponsor selection process, the Steering Committee retained a financial adviser and contacted business companies and funds globally. As a result, considering, among others, the amount of financial support and stability of the proceeding, the Steering Committee recommended KSS as the potential sponsor for Takata.

However, despite multiple discussions with stakeholders, including major creditors, and potential sponsors, Takata was unable to reach an agreement for an out-of-court restructuring plan and, therefore, if Takata was to leave the circumstance as they are and continue the business by itself, Takata would face a cash shortage soon. Moreover, if this cash shortage were to materialize, the stable supply of Takata's products would be threatened, its corporate value would significantly fall, and there would be no way to be supported by any sponsorship or aim to rebuild its business by cooperating with various automakers and financial institutions, etc., and the people concerned, such as the creditors, would be further inconvenienced. Under such background, today, Takata was advised by the Steering Committee that it was reasonable for Takata to adopt, as its restructuring scheme, civil rehabilitation proceedings in Japan and Chapter 11 proceedings in the U.S. Therefore, in consideration of the above advice from the Steering Committee, Takata resolved to file petitions for the commencement of civil rehabilitation proceedings and entered into an agreement in principle with KSS regarding sale of substantially all of its assets, with the aim of rebuilding its business under the civil rehabilitation proceedings through accommodation from major automotive makers and DIP financing from financial institutions.

Both Takata Kyushu and Takata Services are wholly-owned subsidiaries of Takata. While they collect substantial amount of accounts due from Takata every month in connection with their business, payments will cease as a result of Takata's filing of the petition for the commencement of civil rehabilitation proceeding. If they continue their business as it stands, their cash shortage will be inevitable. Therefore, it was decided to file petitions for the commencement of civil rehabilitation proceedings for Takata Kyushu and Takata Service as well, with the aim of rebuilding their businesses under the civil



rehabilitation proceedings.

In addition, 12 overseas subsidiaries, including TKH, also incurred a large amount of indemnification and/or damages claim and credit deterioration due to the occurrence, etc. of death accidents caused by malfunctions related to the inflators above. Under such circumstances, it was decided that such 12 overseas subsidiaries, including TKH, would also pursue business reorganization through the Chapter 11 proceedings by receiving the assistance of KSS.

Please refer to the "TAKATA CORPORATION AND KEY SAFETY SYSTEMS REACH AGREEMENT IN PRINCIPLE REGARDING SALE OF SUBSTANTIALLY ALL OF TAKATA'S ASSETS" dated today with respect to the details of the agreement in principle with KSS.

2. Aggregate Amounts of Indebtedness (as of March 31, 2017)

Takata Corporation:	Approximately 182,633 million yen
Takata Kyushu K.K.:	Approximately 5,507 million yen
Takata Service Corporation:	Approximately 194 million yen
TK Holdings Inc.:	Approximately 1,642,589,908 US dollars
Takata Americas:	Approximately 0 US dollars
TK Finance, LLC:	Approximately 14,516 US dollars
TK China, LLC:	Approximately 3,508,034 US dollars
Takata Protection Systems Inc.:	Approximately 67,267 US dollars
Interiors in Flight Inc.:	Approximately 2,954,190 US dollars
TK Mexico Inc.:	Approximately 918,064 US dollars
TK Mexico LLC:	Approximately 29,970 US dollars
TK Holdings de Mexico S. de R.L. de C.V.:	Approximately 28,725,708 US dollars
Industrias Irvin de Mexico, S.A. de C.V.:	Approximately 678,059 US dollars
Takata de Mexico, S.A. de C.V.:	Approximately 18,490,657 US dollars
Strosshe-Mex, S. de R.L. de C.V.:	Approximately 41,636,954 US dollars

(In the future, the foregoing aggregate amounts of indebtedness are likely to increase during rehabilitation proceedings.)

3. Valuations of Subsidiaries Stock

The book values of the shares of Takata Kyushu and Takata Service held by Takata are 70 million yen and 40 million yen, respectively, as of March 31, 2017. In addition, the book values of the shares of TKH and Takata Americas held by Takata are 1 yen and 15,896,811,600 yen, respectively, as of March 31, 2017. Takata holds the shares of the other overseas affiliates indirectly through TKH or Takata Americas.



4. Claim Uncollectibility

(1) Takata

As a result of the filings by Takata Kyushu, Takata Services and TKH of the petitions for the commencement of civil rehabilitation proceedings and rehabilitation proceedings under Chapter 11, there is now a possibility that Takata's claims below against these subsidiaries may not be collected. The types and amounts of Takata's claims against these subsidiaries are as follows:

(i) Takata Kyushu

(As of March 31, 2017)

<u>Type of claim</u>	<u>Amount</u>	<u>Ratio against consolidated net assets*</u>
Accounts due	3,867 million yen	11.66%
Accounts receivables	0.047 million yen	0.00%
Total	3,867 million yen	11.66%

* Since such claims are between the group companies, they are considered to have no effect on consolidated net assets.

(ii) Takata Services

(As of March 31, 2017)

<u>Type of claim</u>	<u>Amount</u>	<u>Ratio against consolidated net assets*</u>
Accounts due	13 million yen	0.03%
Accounts receivables	25 million yen	0.07%
Total	38 million yen	0.11%

* Since such claims are between the group companies, they are considered to have no effect on consolidated net assets.

(iii) TKH

(As of March 31, 2017)

<u>Type of claim</u>	<u>Amount</u>	<u>Ratio against consolidated net assets*</u>
Accounts due	42,082 million yen	126.97%
Short-term loans	8,975 million yen	27.08%
Accounts receivables	3,969 million yen	11.97%
Total	55,027 million yen	166.03%

* Since such claims are between the group companies, they are considered to have no effect on



consolidated net assets.

(2) Takata's subsidiaries

As a result of the filing by Takata of the petition for the commencement of civil rehabilitation proceeding, there is now a possibility that the following claims of its subsidiaries against Takata may not be collected. The types and amounts of subsidiaries' claims against Takata are as follows:

Types and amounts of claims against Takata

(As of March 31, 2017)

<u>Type of claim</u>	<u>Amount</u>	<u>Ratio against consolidated net assets (Note)</u>
Loan receivables	12,874 million yen	38.84%
Accrued Interest	2 million yen	0.00%
Accounts receivables	11,077 million yen	33.42%
Accounts due	3,652 million yen	11.02%
Total	27,607 million yen	83.30%

* Since such claims are between the group companies, they are considered to have no effect on consolidated net assets.

5. Future Outlook

Under the supervision of the Tokyo District Court and Mr. Katsuyuki Miyakawa, Attorney-at Law, who was appointed by the Tokyo District Court as the Supervisor, or under the U.S. Bankruptcy Court of Delaware, Takata will conduct, among others, the sale of substantially all of Takata's assets to KSS or its affiliates and, together with its subsidiaries that simultaneously filed petitions, will devote all its effort to restructure its businesses with the support from KSS.

6. Application for Examination of the Restructuring Plan, Etc., Provided in the Securities Listing Rule of the Tokyo Stock Exchange

Takata does not intend to file an application for the examination of the restructuring plan, etc., provided in Article 605, Paragraph 1 of the Securities Listing Regulation of the Tokyo Stock Exchange. Accordingly, the shares of Takata have been designated as "shares to be delisted" by the Tokyo Stock Exchange as of today, and in accordance with the rules of the Tokyo Stock Exchange, the shares will be officially delisted after a set period of time.

*** END***



(Reference)

【Takata Corporation】

1. Outline of Petition

(1) Date of Petition	June 26, 2017
(2) Competent Court	The Tokyo District Court
(3) Name of Case	Heisei 29 (Sai) No. 20
(4) Filing Counsels for Petitioner	<p>Nagashima Ohno & Tsunematsu JP Tower, 2-7-2 Marunouchi, Chiyoda-ku, Tokyo 100-7036, Japan (Place of service)</p> <p>Nobuaki Kobayashi, Attorney-at-Law Yosuke Kanegae, Attorney-at-Law Akihisa Shiozaki, Attorney-at-Law Takashi Suzuki, Attorney-at-Law Tomohiro Okawa, Attorney-at-Law Aoyagi Toru, Attorney-at-Law Ryuhei Itaya, Attorney-at-Law Hiroki Takano, Attorney-at-Law Yuto Tanaka, Attorney-at-Law Hiromu Yagi, Attorney-at-Law</p> <p>Tokyo Fuji Law Office KDX Kojimachi Building 4F, 3-3 Kojimachi, Chiyoda-ku, Tokyo 102-0083, Japan Hideaki Sudo, Attorney-at-Law Manabu Adachi, Attorney-at-Law</p> <p>Tokiwa-Law Office KDDI Otemachi Bldg. 19F, 1-8-1 Otemachi, Chiyoda-ku, Tokyo 100-0004, Japan, Katsumi Aya, Attorney-at-Law Masato Asanuma, Attorney-at-Law</p> <p>Baker & McKenzie Ark Hills Sengokuyama Mori Tower 28F, 1-9-10 Roppongi, Minato-ku, Tokyo 106-0032, Japan Hiroshi Kasuya, Attorney-at-Law Junya Suzuki, Attorney-at-Law</p>



2. Current Status of Company

(1) Trade Name	Takata Corporation	
(2) Location	2-12-31 Akasaka, Minato-ku, Tokyo	
(3) Executives	Representative Director	Shigehisa Takada
	Director	Tsutomu Yoshida
	Director	Yoichiro Nomura
	Director	Hiroshi Shimizu
	Director	Motoo Yougai
	Director	Hiroshi Nishioka
	Corporate Auditor	Mitsugu Hamamura
	Corporate Auditor	Kazuo Morita
	Corporate Auditor (External)	Hironobu Yasuda
	Corporate Auditor (External)	Masanori Sato
(4) Main Business	Manufacture and sale of seat belts, airbags and steering wheels	
(5) Stated Capital	41,862,008,250 yen	
(6) Date of Establishment	January 30, 2004	
(7) Major Shareholders and their Stock Ownership Ratio (as of March 31, 2017)	Name or trade name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TKJ Co., Ltd	52.1
	Shigehisa Takada	2.9
	Akiko Takada	2.1
	Sumitomo Mitsui Banking Corporation	1.6
	ST K.K.	1.5
	Honda Motor Co., Ltd.	1.2
	Kazuhiko Takada	1.0
	Setsuko Miyazawa	0.9
	Japan Trustee Services Bank, Ltd. (trust account 5)	0.8
	The Bank of Tokyo-Mitsubishi UFJ, Ltd.	0.8



	The Norinchukin Bank	0.8	
	Sumitomo Mitsui Trust Bank, Limited	0.8	
(8) Total Number of Shareholders	25,113 (as of March 31, 2017)		
(9) Status of Shares	(Type of stock issued and number of issued shares of stock) Common stock 83,161,700 shares		
(10) Number of Employees	45,792 (consolidated) As of March 31, 2017		
(11) Labor Union	UA ZENSEN Takata Workers Union		
(12) Aggregate Amount of Indebtedness	Approximately 182,633 million yen (as of March 31, 2017)		
(13) Operating Results and Financial Status of the Last Three (3) Fiscal Years (consolidated)			
Accounting Period	Fiscal year ended March 31, 2015	Fiscal year ended March 31, 2016	Fiscal year ended March 31, 2017
Net Assets (millions of yen)	148,766	124,586	33,142
Total Assets (millions of yen)	475,435	443,036	430,954
Net Assets per share (yen)	1,770.34	1,464.67	363.74
Net Sales (millions of yen)	642,810	718,003	662,533
Operating Profit or Loss (millions of yen)	32,958	42,133	38,958
Ordinary Profit or Loss (millions of yen)	40,657	35,206	42,999
Net income or Loss (millions of yen)	△29,558	△13,075	△79,588
Net Income or Loss per Share (yen)	△355.43	△157.24	△957.04
Dividend per Share (yen)	0.00	0.00	0.00



【Takata Kyushu Corporation】

1. Outline of Petition

(1) Date of Petition	June 26, 2017
(2) Competent Court	The Tokyo District Court
(3) Name of Case	Heisei 29 (Sai) No. 21
(4) Filing Counsels for Petitioner	<p>Nagashima Ohno & Tsunematsu Tokyo Office JP Tower, 2-7-2 Marunouchi, Chiyoda-ku, Tokyo 100-7036, Japan (Place of service)</p> <p>Nobuaki Kobayashi, Attorney-at-Law Yosuke Kanegae, Attorney-at-Law Akihisa Shiozaki, Attorney-at-Law Takashi Suzuki, Attorney-at-Law Tomohiro Okawa, Attorney-at-Law Aoyagi Toru, Attorney-at-Law Ryuhei Itaya, Attorney-at-Law Hiroki Takano, Attorney-at-Law Yuto Tanaka, Attorney-at-Law Hiromu Yagi, Attorney-at-Law</p> <p>Tokyo Fuji Law Office KDX Kojimachi Building 4F, 3-3 Kojimachi, Chiyoda-ku, Tokyo 102-0083, Japan</p> <p>Hideaki Sudo, Attorney-at-Law Manabu Adachi, Attorney-at-Law</p> <p>Tokiwa-Law Office KDDI Otemachi Bldg. 19F, 1-8-1 Otemachi, Chiyoda-ku, Tokyo 100-0004, Japan,</p> <p>Katsumi Aya, Attorney-at-Law Masato Asanuma, Attorney-at-Law</p> <p>Baker & McKenzie Ark Hills Sengokuyama Mori Tower 28F, 1-9-10 Roppongi, Minato-ku, Tokyo 106-0032, Japan</p> <p>Hiroshi Kasuya, Attorney-at-Law Junya Suzuki, Attorney-at-Law</p>

2. Current Status of Company



(1) Trade Name	Takata Kyushu Corporation		
(2) Location	2195-4, Beppu, Higasitaku-machi, Taku, Saga		
(3) Representative	Representative Director, Haruo Katsurada		
(4) Main Business	Manufacture of seat belts and air bags		
(5) Stated Capital	70,000,000 yen		
(6) Date of Establishment	May 20, 1991		
(7) Major shareholders and their stock ownership ratio (as of March 31, 2017)	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)	
	Takata Corporation	100	
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Takata Kyushu Corporation.	
	Personal relationship	The Director, Wataru Yamamoto and the Director, Makoto Ueno are employees of Takata Corporation.	
	Business relationship	Takata Kyushu Corporation manufactures seat belts and airbags of Takata Corporation.	
	Conditions applicable to the related party	Takata Kyushu Corporation is the consolidated subsidiary of Takata Corporation.	
(9) Operating Results and Financial Status of the Last Three (3) Years (nonconsolidated)			
Accounting Period	Fiscal year ended March 31, 2015	Fiscal year ended March 31, 2016	Fiscal year ended March 31, 2017
Net Assets (millions of yen)	4,842	5,098	5,617
Total Assets (millions of yen)	8,570	9,882	11,125
Net Sales (millions of yen)	35,556	39,238	46,914
Operating Profit or Loss	282	715	1,388



(millions of yen)			
Ordinary Profit or Loss (millions of yen)	302	730	1,440
Net income or Loss (millions of yen)	196	466	938
Net income or Loss per share (yen)	140,270.09	333,176.55	670,507.07



【Takata Service Corporation】

1. Outline of Petition

(1) Date of Petition	June 26, 2017
(2) Competent Court	The Tokyo District Court
(3) Name of Case	Heisei 29 (Sai) No. 22
(4) Filing Counsels for Petitioner	<p>Nagashima Ohno & Tsunematsu Tokyo Office JP Tower, 2-7-2 Marunouchi, Chiyoda-ku, Tokyo 100-7036, Japan (Place of service)</p> <p>Nobuaki Kobayashi, Attorney-at-Law Yosuke Kanegae, Attorney-at-Law Akihisa Shiozaki, Attorney-at-Law Takashi Suzuki, Attorney-at-Law Tomohiro Okawa, Attorney-at-Law Aoyagi Toru, Attorney-at-Law Ryuhei Itaya, Attorney-at-Law Hiroki Takano, Attorney-at-Law Yuto Tanaka, Attorney-at-Law Hiromu Yagi, Attorney-at-Law</p> <p>Tokyo Fuji Law Office KDX Kojimachi Building 4F, 3-3 Kojimachi, Chiyoda-ku, Tokyo 102-0083, Japan</p> <p>Hideaki Sudo, Attorney-at-Law Manabu Adachi, Attorney-at-Law</p> <p>Tokiwa-Law Office KDDI Otemachi Bldg. 19F, 1-8-1 Otemachi, Chiyoda-ku, Tokyo 100-0004, Japan,</p> <p>Katsumi Aya, Attorney-at-Law Masato Asanuma, Attorney-at-Law</p> <p>Baker & McKenzie Ark Hills Sengokuyama Mori Tower 28F, 1-9-10 Roppongi, Minato-ku, Tokyo 106-0032, Japan</p> <p>Hiroshi Kasuya, Attorney-at-Law Junya Suzuki, Attorney-at-Law</p>

2. Current Status of Company



(1) Trade Name	Takata Service Corporation		
(2) Location	2-12-31 Akasaka, Minato-ku, Tokyo		
(3) Representative	Representative Director, Osamu Kawasaki		
(4) Main Business	Manufacture and sale of seat belts and air bags component		
(5) Stated Capital	30,000,000 yen		
(6) Date of Establishment	December 5, 1979		
(7) Major shareholders and their stock ownership ratio (as of March 31, 2017)	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)	
	Takata Corporation	100	
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Takata Service Corporation.	
	Personal relationship	The Director, Osamu Kawasaki, the Director, Satoshi Kiyota, and the Director, Wataru Yamamoto are employees of Takata Corporation.	
	Business relationship	After Takata Corporation had ceased mass production of airbag and seat belt products, Takata Corporation transferred production and sales of the relevant products to Takata Service Corporation.	
	Conditions applicable to the related party	Takata Service Corporation is the consolidated subsidiary of Takata Corporation.	
(9) Operating Results and Financial Status of the Last Three (3) Years (nonconsolidated)			
Accounting Period	Fiscal year ended March 31, 2015	Fiscal year ended March 31, 2016	Fiscal year ended March 31, 2017
Net Assets (millions of yen)	939	713	779



Total Assets (millions of yen)	1,159	922	973
Net Sales(millions of yen)	915	1,098	1,048
Operating Profit or Loss (millions of yen)	335	484	465
Ordinary Profit or Loss (millions of yen)	336	485	466
Net income or Loss (millions of yen)	210	314	305
Net income or Loss per share (yen)	3,514.19	5,244.29	5,089.04



【Current Status of TKH and other 11 Overseas Subsidiaries】

(1) Trade Name	TK Holdings Inc.		
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326		
(3) Representative	Secretary, Ken Bowling		
(4) Main Business	Automotive Safety System Supplier		
(5) Stated Capital	569,717,175 (US dollar)		
(6) Date of Establishment	November 13, 1989		
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)	
	Takata Americas	99.6	
	Takata Corporation	0.4	
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of TK Holdings Inc. (including indirect ownership).	
	Personal relationship	Some of Takata Corporation's employees are seconded to TK Holdings Inc.	
	Business relationship	TK Holdings Inc. manufactures airbag inflators of Takata Corporation.	
	Conditions applicable to the related party	TK Holdings Inc. is the consolidated subsidiary of Takata Corporation.	
(9) Operating Results and Financial Status of the Last Three (3) Years (nonconsolidated)			
Accounting Period	Fiscal year ended March 31, 2015	Fiscal year ended March 31, 2016	Fiscal year ended March 31, 2017
Net Assets ((US dollar))	25,796,843	△263,461,115	△570,538,045
Total Assets (US dollar)	957,735,827	1,016,852,491	1,072,051,863
Net Sales (US dollar)	1,752,450,977	1,969,739,757	1,999,083,367



Operating Profit or Loss (US dollar)	178,204	100,478,326	23,341,281
Ordinary Profit or Loss (US dollar)	43,517,517	83,329,241	124,954,318
Net income or Loss (US dollar)	△433,565,909	△243,391,336	△374,458,368



(1) Trade Name	Takata Americas	
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326	
(3) Representative	Secretary, Ken Bowling	
(4) Main Business	Holding company	
(5) Stated Capital	456,331,510 (US dollar)	
(6) Date of Establishment	March 12, 2003	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	Takata International Finance B.V.	68.3
	Takata Corporation	19.2
	European Automotive Systems Limited	12.5
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Takata Americas (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	Takata Americas is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	TK Finance, LLC	
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326	
(3) Representative	Secretary, Ken Bowling	
(4) Main Business	Holding company	
(5) Stated Capital	28,934,270 (US dollar)	
(6) Date of Establishment	May 9, 2003	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	Takata Americas	100
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of TK Finance, LLC (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	TK Finance, LLC is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	TK China, LLC	
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326	
(3) Representative	Secretary, Ken Bowling	
(4) Main Business	Holding company	
(5) Stated Capital	36,734,270 (US dollar)	
(6) Date of Establishment	May 9, 2003	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TK Finance, LLC	100
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of TK China, LLC (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	TK China, LLC is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	Takata Protection Systems Inc.	
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326	
(3) Representative	Secretary, Ken Bowling	
(4) Main Business	Automotive safety system supplier	
(5) Stated Capital	9,110,270 (US dollar)	
(6) Date of Establishment	November 8, 1993	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TKH	100
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Takata Protection Systems Inc. (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	Takata Protection Systems Inc. is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	Interiors in Flight Inc.	
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326	
(3) Representative	Secretary, Ken Bowling	
(4) Main Business	Manufacturer of aircraft interiors	
(5) Stated Capital	2,600,000 (US dollar)	
(6) Date of Establishment	July 19, 2013	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	Takata Protection Systems Inc.	100
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Interiors in Flight Inc (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	Interiors in Flight Inc. is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	TK Mexico Inc.	
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326	
(3) Representative	Secretary, Ken Bowling	
(4) Main Business	Holding company	
(5) Stated Capital	73,500,010 (US dollar)	
(6) Date of Establishment	August 6, 2004	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TKH	100
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of TK Mexico Inc. (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	TK Mexico Inc. is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	TK Mexico LLC	
(2) Location	2500 Takata Drive, Auburn Hills, MI 48326	
(3) Representative	Secretary, Ken Bowling	
(4) Main Business	Holding company	
(5) Stated Capital	236,261 (US dollar)	
(6) Date of Establishment	August 6, 2004	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TK Mexico Inc.	100
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of TK Mexico LLC (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	TK Mexico LLC. is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	TK Holdings de Mexico S. de R.L. de C.V.	
(2) Location	Carretera Santa Rosa Km 3.5 Interior A, Apodaca, Nuevo León 66600	
(3) Representative	Manager, Manuel Gomez	
(4) Main Business	Holding Company	
(5) Stated Capital	949,231,060 (US dollar)	
(6) Date of Establishment	February 6, 2004	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TK Mexico Inc.	99.9
	TK Mexico LLC	0.1
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of TK Holdings de Mexico S. de R.L. de C.V. (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	TK Holdings de Mexico S. de R.L. de C.V. is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	Industrias Irvin de Mexico, S.A. de C.V.	
(2) Location	Carretera Presa la Amistad Km 7 Parque Industrial, Ciudad Acuña, Coahuila 26220	
(3) Representative	Treasurer, Carlos Alberto Valdez Andrade	
(4) Main Business	Automotive safety system supplier	
(5) Stated Capital	116,011,203 (US dollar)	
(6) Date of Establishment	October 9, 1985	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TK Holdings de Mexico, S. de R.L. de C.V.	99.9
	TK Mexico LLC	0.1
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Industrias Irvin de Mexico, S.A. de C.V. (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	Industrias Irvin de Mexico, S.A. de C.V. is the consolidated subsidiary of Takata Corporation.



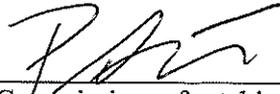
(1) Trade Name	Takata de Mexico, S.A. de C.V.	
(2) Location	Carretera Pressa la Amistad Km 7, Parque Industrial, Ciudad Acuna, Coahuila 26220	
(3) Representative	Treasurer, Carlos Alberto Valdez Andrade	
(4) Main Business	Automotive safety system supplier	
(5) Stated Capital	580,477,727 (US dollar)	
(6) Date of Establishment	March 6, 1994	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TK Holdings de Mexico, S. de R.L. de C.V.	99.9
	TK Mexico LLC	0.1
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Takata de Mexico, S.A. de C.V. (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	Takata de Mexico, S.A. de C.V. is the consolidated subsidiary of Takata Corporation.



(1) Trade Name	Strosshe-Mex, S. de R.L. de C.V.	
(2) Location	Carretera Libre Santa Rosa Km 3.5 Interior B, Apodaca, Nuevo León 66600	
(3) Representative	Treasurer, Carlos Alberto Valdez Andrade	
(4) Main Business	Trading sales company	
(5) Stated Capital	21,867,040 (US dollar)	
(6) Date of Establishment	July 2, 2004	
(7) Major shareholders and their stock ownership ratio	Name	Percentage of shares held by a shareholder to the total issued and outstanding shares of the Company (%)
	TK Holdings de Mexico, S. de R.L. de C.V.	99.9
	TK Mexico LLC	0.1
(8) Relationship with Takata Corporation	Capital relationship	Takata Corporation owns all of the issued shares of Strosshe-Mex, S. de R.L. de C.V. (including indirect ownership).
	Personal relationship	N/A
	Business relationship	N/A
	Conditions applicable to the related party	Strosshe-Mex, S. de R.L. de C.V. is the consolidated subsidiary of Takata Corporation.

Tab E

This is **Exhibit "E"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

平成29年（再）第20号 再生手続開始申立事件

決 定

東京都港区赤坂二丁目12番31号
再生債務者 タカタ株式会社
代表者代表取締役 高田 重久

主 文

- 1 タカタ株式会社について再生手続を開始する。
- 2 (1) 再生債権の届出期間 平成29年8月25日まで
(2) 認否書の提出期限 平成29年10月30日
(3) 再生債権の一般調査期間
平成29年11月6日から平成29年11月13日まで
(4) 報告書等（民事再生法124条、125条）の提出期限
平成29年10月12日
(5) 再生計画案の提出期限 平成29年11月27日
- 3 再生債務者が会社分割（再生計画による場合を除く。）をするには、当裁判所の許可を得なければならない。

理 由

証拠によれば、再生債務者は、民事再生法21条1項に該当する事実が認められ、同法25条各号に該当する事実は認められない。

平成29年6月28日午後5時

東京地方裁判所民事第20部

裁判長裁判官 館 内 比 佐 志

裁判官 上 拂 大 作

裁判官 小 西 慶 一

これは正本である。

同日同庁

裁判所書記官 伊 與 喜克郎



2017 (sai) No. 20 Petition for Commencement of Rehabilitation Proceedings

Order

Rehabilitation Debtor: Takata Corporation
Representative Director: Shigehisa Takada
2-12-31 Akasaka, Minato-ku, Tokyo

Main Text

1. Rehabilitation proceedings for Takata Corporation shall commence.
2. (1) Period for filing proof of rehabilitation claim:
Until August 25, 2017
- (2) Deadline for submission of statement of approval or disapproval:
October 30, 2017
- (3) Ordinary period for investigation of rehabilitation claims:
From November 6, 2017 until November 13, 2017
- (4) Deadline for submission of reports, etc. (Articles 124 and 125 of the Civil Rehabilitation Act):
October 12, 2017
- (5) Deadline for submission of rehabilitation plan:
November 27, 2017
3. The rehabilitation debtor must obtain permission from the court in order to undertake a corporate split (excluding corporate split pursuant to the rehabilitation plan).

Reasons

According to the evidence, with respect to the rehabilitation debtor, facts falling under Article 21, Paragraph 1 of the Civil Rehabilitation Act are found, while facts falling under the items of Article 25 of the Civil Rehabilitation Act are not found.

June 28, 2017, 5:00 p.m.

The 20th Civil Division of the Tokyo District Court

Presiding Judge Hisashi Tateuchi

Judge Daisaku Ueharai

Judge Keiichi Konishi

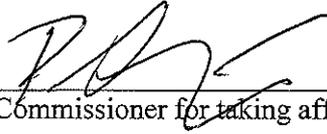
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Tokyo District Court

Court Clerk Yoshikatsuro Iyo

Tab F

This is **Exhibit "F"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

平成29年（再）第21号 再生手続開始申立事件

決 定

佐賀県多久市東多久町大字別府2195番地4

再生債務者 タカタ九州株式会社

代表者代表取締役 桂田 治夫

主 文

- 1 タカタ九州株式会社について再生手続を開始する。
- 2 (1) 再生債権の届出期間 平成29年8月25日まで
 (2) 認否書の提出期限 平成29年10月30日
 (3) 再生債権の一般調査期間
 平成29年11月6日から平成29年11月13日まで
 (4) 報告書等（民事再生法124条、125条）の提出期限
 平成29年10月12日
 (5) 再生計画案の提出期限 平成29年11月27日
- 3 再生債務者が会社分割（再生計画による場合を除く。）をするには、当裁判所の許可を得なければならない。

理 由

証拠によれば、再生債務者は、民事再生法21条1項に該当する事実が認められ、同法25条各号に該当する事実は認められない。

平成29年6月28日午後5時

東京地方裁判所民事第20部

裁判長裁判官 館 内 比 佐 志

裁判官 上 拂 大 作

裁判官 小 西 慶 一

これは正本である。

同日同庁

裁判所書記官 伊 與 喜克郎



2017 (sai) No. 21 Petition for Commencement of Rehabilitation Proceedings

Order

Rehabilitation Debtor: Takata Kyushu Corporation
Representative Director: Haruo Katsurada
2195-4 Oaza Befu, Higashitaku-machi, Taku-shi, Saga

Main Text

1. Rehabilitation proceedings for Takata Kyushu Corporation shall commence.
2. (1) Period for filing proof of rehabilitation claim:
Until August 25, 2017
- (2) Deadline for submission of statement of approval or disapproval:
October 30, 2017
- (3) Ordinary period for investigation of rehabilitation claims:
From November 6, 2017 until November 13, 2017
- (4) Deadline for submission of reports, etc. (Articles 124 and 125 of the Civil Rehabilitation Act):
October 12, 2017
- (5) Deadline for submission of rehabilitation plan:
November 27, 2017
3. The rehabilitation debtor must obtain permission from the court in order to undertake a corporate split (excluding corporate split pursuant to the rehabilitation plan).

Reasons

According to the evidence, with respect to the rehabilitation debtor, facts falling under Article 21, Paragraph 1 of the Civil Rehabilitation Act are found, while facts falling under the items of Article 25 of the Civil Rehabilitation Act are not found.

June 28, 2017, 5:00 p.m.

The 20th Civil Division of the Tokyo District Court

Presiding Judge Hisashi Tateuchi

Judge Daisaku Ueharai

Judge Keiichi Konishi

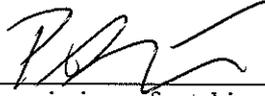
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Tokyo District Court

Court Clerk Yoshikatsuro Iyo

Tab G

This is **Exhibit "G"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

平成29年（再）第22号 再生手続開始申立事件

決 定

東京都港区赤坂二丁目12番31号
再生債務者 タカタサービス株式会社
代表者代表取締役 川崎 修

主 文

- 1 タカタサービス株式会社について再生手続を開始する。
- 2 (1) 再生債権の届出期間 平成29年8月25日まで
(2) 認否書の提出期限 平成29年10月30日
(3) 再生債権の一般調査期間
平成29年11月6日から平成29年11月13日まで
(4) 報告書等（民事再生法124条、125条）の提出期限
平成29年10月12日
(5) 再生計画案の提出期限 平成29年11月27日
- 3 再生債務者が会社分割（再生計画による場合を除く。）をするには、当裁判所の許可を得なければならない。

理 由

証拠によれば、再生債務者は、民事再生法21条1項に該当する事実が認められ、同法25条各号に該当する事実は認められない。

平成29年6月28日午後5時

東京地方裁判所民事第20部

裁判長裁判官 館 内 比 佐 志

裁判官 上 拂 大 作

裁判官 小 西 慶 一

これは正本である。

同日同庁

裁判所書記官 伊 與 喜克郎



2017 (sai) No. 22 Petition for Commencement of Rehabilitation Proceedings

Order

Rehabilitation Debtor: Takata Service Corporation
Representative Director: Osamu Kawasaki
2-12-31 Akasaka, Minato-ku. Tokyo

Main Text

1. Rehabilitation proceedings for Takata Service Corporation shall commence.
2. (1) Period for filing proof of rehabilitation claim:
Until August 25, 2017
- (2) Deadline for submission of statement of approval or disapproval:
October 30, 2017
- (3) Ordinary period for investigation of rehabilitation claims:
From November 6, 2017 until November 13, 2017
- (4) Deadline for submission of reports, etc. (Articles 124 and 125 of the Civil Rehabilitation Act):
October 12, 2017
- (5) Deadline for submission of rehabilitation plan:
November 27, 2017
3. The rehabilitation debtor must obtain permission from the court in order to undertake a corporate split (excluding corporate split pursuant to the rehabilitation plan).

Reasons

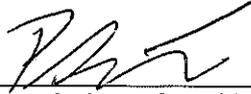
According to the evidence, with respect to the rehabilitation debtor, facts falling under Article 21, Paragraph 1 of the Civil Rehabilitation Act are found, while facts falling under the items of Article 25 of the Civil Rehabilitation Act are not found.

June 28, 2017, 5:00 p.m.
Tokyo District Court, Civil Division, No. 20
Presiding Judge Hisashi Tateuchi
Judge Daisaku Ueharai
Judge Keiichi Konishi

This is the original copy.
Tokyo District Court
Court Clerk Yoshikatsuro Iyo

Tab H

This is **Exhibit "H"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits



June 28, 2017

News Release

TAKATA CORPORATION
TSE 7312

Notice of Orders of Commencement for Civil Rehabilitation Proceedings

Takata Corporation (“Takata”) hereby announces that, today the Tokyo District Court granted orders for commencement of civil rehabilitation proceedings to Takata, Takata Kyushu Corporation, and Takata Service Corporation on their petitions filed and heard on June 26, 2017, for commencement of such proceedings (for details on these petitions refer to “Notice on Petition for Commencement of Civil Rehabilitation Proceeding, etc.” issued by Takata on June 26, 2017).

1. Order of Commencement of Civil Rehabilitation Proceedings

Takata Corporation	Court case name: Heisei 29 (Sai) No. 20, Civil Rehabilitation matter
Takata Kyushu Corporation	Court case name: Heisei 29 (Sai) No. 21, Civil Rehabilitation matter
Takata Service Corporation	Court case name: Heisei 29 (Sai) No. 22, Civil Rehabilitation matter

2. Schedule of civil rehabilitation proceedings

(1). Filing period for rehabilitation claims	August 25, 2017
(2). Submission deadline for inventory of assets and balance sheets (Civil Rehabilitation Act, Article 124 and 125)	October 12, 2017
(3). Submission deadline for the statement of approval or disapproval	October 30, 2017
(4). Period to examine Proofs of rehabilitation claims, etc.	From November 6, 2017 to November 13, 2017
(5). Submission deadline for proposed rehabilitation plan	November 27, 2017

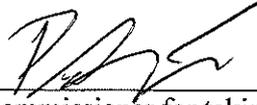
Note: This schedule is subject to change as the civil rehabilitation proceedings progress.

Under the supervision of the Tokyo District Court, the Supervisor, and the U.S. Bankruptcy Court of Delaware, Takata, together with its subsidiaries that simultaneously filed petitions, will make every effort to restructure its businesses.

*** ENDS***

Tab I

This is **Exhibit "I"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

平成 29 年（再）第 20 号・21 号・22 号 再生手続開始申立事件

同意申請書

（海外における再生手続承認の申立て）



平成 29 年 8 月 7 日

監督委員 弁護士 宮川 勝之 先生

再生債務者

タカタ株式会社

タカタ九州株式会社

タカタサービス株式会社

代理人弁護士

小林 信明



第 1 同意を求める事項

再生債務者らが、

- ① アメリカ合衆国の連邦倒産裁判所に対して、同国の連邦破産法第 15 章の規定に基づいて、本再生手続の承認（仮の救済を含む。）を申し立てること
- ② カナダの裁判所に対して、同国における外国倒産処理手続の承認援助に係る法令に基づいて、本再生手続の承認（仮の救済を含む。）を申し立てること
- ③ 上記①及び②のアメリカ合衆国及びカナダにおける承認手続において、再生債務者であるタカタ株式会社に、再生債務者らの外国代表者（Foreign Representative）としての権限を行使させること

につき同意を求める。

第2 同意を求める理由

1 本再生手続の承認（仮の救済を含む。）を求める必要性

(1) アメリカ合衆国において再生債務者に対する多数の訴訟が係属していること

再生債務者であるタカタ株式会社（以下「TKJP」という。）は、アメリカ合衆国において多数の訴訟の提起を受けており、これらの訴訟への対応を迫られている状態にある。

まず、TKJP は、アメリカ合衆国の各州において、TKJP 並びにその子会社及び関連会社（以下「タカタ」と総称する。）が製造及び販売した、相安定化硝酸アンモニウムをプロペラントとして用いたインフレーターを組み込んだエアバッグ・モジュール（以下「本エアバッグ」という。）の不具合に起因した死傷事故による損害を受けたと主張する者から、多数の損害賠償請求訴訟（以下「米国 PI 訴訟」という。）の提起及び訴訟外における損害賠償の請求を受けている。

また、TKJP は、アメリカ合衆国の各州において、本エアバッグを搭載した車両の所有者若しくはリースを受けている者又は本エアバッグを搭載した車両を販売した中古品販売業者を代表すると主張する者から、かかる本エアバッグを搭載した車両の経済的価値が下落したことに基づく損害の賠償等を求める集団訴訟を提起されている（以下「米国経済損害集団訴訟」という。）。

なお、米国 PI 訴訟及び米国経済損害集団訴訟において、TKJP は、共同被告とされた一部の OEM から同時に求償請求（cross-claim）を受けており、TKJP は当該求償請求への対応も必要な状況となっている。

加えて、本エアバッグの不具合とは直接の関係はないものの、タカタが、アメリカ合衆国において、競合他社と共謀の上、自動車用乗員安全拘束装置（エアバッグ、シートベルト及びステアリングホイール）に関して価格協定等の反競争行為を行ったことによって、当該装置の直接又は間接の購入者（ディーラー及び最終消費者等）が損

害を被ったとして、それらの購入者を代表すると主張する者から、かかる損害の賠償を求める集団訴訟（以下「米国独禁集団訴訟」といい、米国 PI 訴訟及び米国経済損害集団訴訟と合わせて「本件米国訴訟」という。）を提起されている。

(2) カナダにおいて再生債務者に対する多数の訴訟に係属していること

TKJP は、カナダにおいてもアメリカ合衆国と同様に、多数の訴訟の提起を受けており、これらの訴訟への対応を迫られている状態にある。

まず、TKJP は、カナダにおいても、本エアバッグの不具合に起因した死傷事故による損害を受けたと主張する複数の者からそれぞれ損害賠償請求訴訟の提起を受けている（以下「カナダ PI 訴訟」という。）。

また、TKJP は、カナダにおいても、本エアバッグを搭載した車両の所有者等を代表すると主張する者から、かかる本エアバッグを搭載した車両の経済的価値が下落したことに基づく損害の賠償等を求める訴訟を提起されている（以下「カナダ経済損害集団訴訟」という。）。TKJP は、カナダ経済損害集団訴訟においても、共同被告とされた一部の OEM から求償請求を受けている。

さらに、TKJP は、カナダにおいても、競合他社と共謀の上、自動車用乗員安全拘束装置に関して価格協定等の反競争行為を行ったことにより、当該装置の直接又は間接の購入者（ディーラー及び最終消費者等）が損害を被ったとして、それらの購入者を代表すると主張する者から、かかる損害の賠償を求める集団訴訟（以下「カナダ独禁集団訴訟」といい、カナダ PI 訴訟及びカナダ経済損害集団訴訟と合わせて「本件カナダ訴訟」という。また、本件米国訴訟及び本件カナダ訴訟を合わせて「本件訴訟」という。）を提起されている。

(3) 本件訴訟の手續が停止されない場合、再生債務者らの事業再建への重大な支障

及び再生債権者間の不公平が生じること

ア 再生債務者らは、その事業の再建を図り、また再生債権者への弁済原資を最大限確保するため、現在、KSS Holdings, Inc. (以下「KSS」という。)との間で、タカタの世界各国の事業をKSSに譲渡する取引(以下「本件取引」という。)の交渉を行っている。TKJPは、米国司法省との間で締結した司法取引契約に基づき、平成30年3月4日までにOEMを対象とした補償基金に850百万米ドルを拠出する義務を負うところ、かかる義務を同期限までに履行するため、本件取引に係る最終契約を早期に締結することが事業再建のために喫緊の課題となっている。

しかし、本件訴訟の手續が停止されない場合には、再生債務者らは、多数の本件訴訟の対応に追われることとなり、タカタの事業再建に向けた努力に時間及び費用を割くことができず、事業再建のために想定以上の時間を必要とせざるを得ない状況に追い込まれることが明らかである。

以上より、本件訴訟の手續が停止されない場合には、再生債務者らはその対応を強いられ、タカタの再建が遅れることにより事業価値は著しく劣化し、KSSも本件取引から離脱する可能性が高まる等、タカタの再建に重大な支障が生じる可能性が高いことは明らかである。

イ また、再生債務者らは、本再生手續において再生計画の認可を受けることによって、その再生債権者が有する再生債権の一部について免責を受ける予定である。しかし、アメリカ合衆国及びカナダにおいて本再生手續が承認されない場合には、アメリカ合衆国及びカナダにおける再生債権者から、当該再生債権者の再生債権に対してはかかる免責の効力が及ばないと主張される可能性があり、再生債権者間に不公平を生ずる可能性がある。かかる結果が再生債権者間の公平を図る民事再生法の趣旨に反することは明らかである。

(4) アメリカ合衆国及びカナダにおける承認（仮の救済を含む。）により、再生債務者らの事業再建が促進され、かつ再生債権者間の公平性が確保されること

アメリカ合衆国及びカナダにおいて、本再生手続について外国主手続として外国倒産処理手続の承認を受けた場合には、本再生手続の効力がアメリカ合衆国及びカナダ内にも及び、また、アメリカ合衆国及びカナダの裁判所から、本再生手続を実行するにあたって適切な救済を得ることができる。そして、かかる救済には係属中の訴訟を停止させることが含まれるため、これにより本件訴訟の手続は停止されることとなる。また、アメリカ合衆国及びカナダの裁判所は、手続承認の申立てから承認の効力発生までの期間において、債務者の財産又は債権者の利益を保全するために必要である場合には、仮の救済を発令することができるため、再生債務者らはかかる仮の救済の申立てにより、直ちに本件訴訟の対応から解放される見込みである。

さらに、本再生手続の効力がアメリカ合衆国及びカナダにも及ぶことにより、アメリカ合衆国及びカナダにおける再生債権者が、本再生手続における免責的効力が自身に及ばないことを主張することは困難となり、再生債権者をグローバルに公平に扱うことができる。

以上より、アメリカ合衆国及びカナダにおいて本再生手続の承認を申し立てることにより、再生債権者の事業再建への支障を回避し、また、再生債権者間のグローバルな公平性を確保することが可能となる。

(5) 小括

以上より、アメリカ合衆国及びカナダにおいて本再生手続の承認（仮の救済を含む。）を申し立てる必要性が認められる。

2 アメリカ合衆国及びカナダにおける承認（仮の救済を含む。）を求める相当性

上記のとおり、アメリカ合衆国及びカナダにおいて本再生手続の承認（仮の救済を含む。）を申し立てる必要性は高い一方で、本件訴訟を停止させるために他に考えられる手段は存在せず、またかかる申立てによって再生債務者らが被る法律上の不利益は基本的に存在しない。

3 TKJP を再生債務者らの外国代表者とすることについて

「外国代表者 (Foreign Representative)」とは、(アメリカ合衆国及びカナダから見て) 外国倒産手続において、債務者の事業を管理運営し、又は債務者の代表者として行為する権限を与えられた者を意味し、外国倒産法において債務者である法人 (Debtor in Possession) も外国代表者となることができる。外国代表者は、外国手続の承認を申し立てた後には、当該外国倒産手続の状況について裁判所に適宜報告等を行う義務を負う。

TKJP は、再生債務者らの事業に精通しており、アメリカ合衆国及びカナダの裁判所に適切な報告等を行うことが十分期待できる。また、各再生債務者について異なる外国代表者を個別に選任するのではなく、TKJP を再生債務者らの共通の外国代表者とすることにより、アメリカ合衆国及びカナダにおける承認援助手続を効率的に進めることが可能となる。

第3 結語

以上より、アメリカ合衆国及びカナダにおいて本再生手続の承認及び仮の救済を申し立てることは必要かつ相当であり、かつ、TKJP を再生債務者らの共通の外国代表者とすることが最も適切であるといえるため、本申請に及ぶ次第である。

以上

上記につき同意します。

平成29年 8月 7日

監督委員 弁護士 宮川 勝之



Case Nos. 2017 (*sai*) 20, 21 and 22

Case of Petition for Commencement of Civil Rehabilitation Proceedings

Application for Consent

(Request for Recognition of Civil Rehabilitation Proceedings with Foreign Courts)

August 7 , 2017

To: Supervisor, Katsuyuki Miyakawa, Attorney-at-Law

Rehabilitation Debtors:	Takata Corporation
	Takata Kyushu Corporation
	Takata Services Corporation
Attorney-at-Law for the Rehabilitation Debtors:	Nobuaki Kobayashi

I. Matters for which Consent is Requested

The Rehabilitation Debtors hereby request consent for each of the following matters:

- (i) that a petition be filed with the United States Bankruptcy Court to seek recognition of the Rehabilitation Proceedings (including provisional relief), pursuant to Chapter 15 of the United States Bankruptcy Code;
- (ii) that a petition be filed with the Canadian court to seek recognition of the Rehabilitation Proceedings (including provisional relief), pursuant to the laws of Canada with respect to the recognition and assistance of foreign insolvency

proceedings; and

- (iii) that, for the recognition proceedings in the United States and Canada of (i) and (ii) above, Rehabilitation Debtor Takata Corporation be allowed to exercise the authority as the Foreign Representative of the Rehabilitation Debtors.

II. Reasons for Requesting Consent

1. Necessity of Requesting Recognition of the Rehabilitation Proceedings including Provisional Relief

(1) There Are a Large Number of Lawsuits Pending against the Rehabilitation Debtor in the U.S.

Rehabilitation Debtor Takata Corporation (“TKJP”) is the subject of a large number of lawsuits in the United States, and is therefore under pressure to respond to these lawsuits.

First, in a number of states of the United States, TKJP is the subject of a number of liability claims (the “U.S. PI Lawsuits”), both in-court and out-of-court, instituted by persons claiming to have suffered damage due to wrongful deaths or personal injuries caused by defects in airbag modules which contained inflators that used phase-stabilized ammonium nitrate as a propellant (the “Airbags”), and which were manufactured and sold by TKJP, its subsidiaries, and its affiliate companies (hereinafter, collectively “Takata”).

In addition, in a number of states of the United States, TKJP is the subject of class action lawsuits seeking damages etc. based on the fallen economic value of vehicles in which the Airbags were installed, instituted by persons claiming to represent the owners and lessees of vehicles in which the Airbags were installed and used car dealers that sold vehicles in which the Airbags were installed (the “U.S. Economic Loss Lawsuits”).

Furthermore, in the U.S. PI Lawsuits and U.S. Economic Loss Lawsuits,

cross-claims have been simultaneously filed by some of the OEMs that are named as co-defendants, and so TKJP must respond to these cross-claims as well.

Moreover, although this is not directly related to the Airbag defects, Takata is also the subject of class action lawsuits seeking damages on the grounds that direct and indirect purchasers (dealers, end consumers etc.) have suffered damage as a result of Takata colluding with its competitors in the U.S., in price-fixing and other anticompetitive conducts with respect to vehicle passenger safety restraint devices (airbags, seatbelts, and steering wheels); these class action lawsuits have been instituted by persons claiming to represent such purchasers (the “U.S. Antitrust Lawsuits”; together with the U.S. PI Lawsuits and the U.S. Economic Loss Lawsuits, the “U.S. Lawsuits”).

(2) There Are a Large Number of Lawsuits Pending against the Rehabilitation Debtor in Canada

In Canada as in the United States, TKJP is the subject of a large number of lawsuits, and is under pressure to respond to these lawsuits.

First, in Canada as well, TKJP is the subject of liability lawsuits instituted by persons claiming to have suffered damage due to wrongful deaths or personal injuries caused by defects in the Airbags (the “Canada PI Lawsuits”).

In addition, in Canada as well, TKJP is the subject of lawsuits seeking damages etc. based on the fallen economic value of vehicles in which the Airbags were installed, instituted by persons claiming to represent the owners etc. of vehicles in which the Airbags were installed (the “Canada Economic Loss Lawsuits”). In the Canada Economic Loss Lawsuits as well, cross-claims have been raised against TKJP by some of the OEMs that are named as co-defendants.

Furthermore, in Canada as well, TKJP is the subject of four class action lawsuits

seeking damages on the grounds that direct and indirect purchasers (dealers, end consumers etc.) of vehicle passenger safety restraint devices have suffered damage as a result of Takata's colluding with its competitors in price-fixing and other anticompetitive conduct with respect to such devices; these class action lawsuits have been instituted by persons claiming to represent such purchasers (the "Canada Antitrust Lawsuits"; together with the Canada PI Lawsuits and the Canada Economic Loss Lawsuits, the "Canada Lawsuits"; further, the U.S. Lawsuits and the Canada Lawsuits are collectively the "Lawsuits").

(3) If the Proceedings of the Lawsuits are not Stayed, it will Create a Material Obstacle to the Rehabilitation Debtors' Reorganization and will Lead to Unfair Treatment among Rehabilitation Creditors

A. The Rehabilitation Debtors, for the purpose of restructuring their business and securing maximum recovery for their rehabilitation creditors, are presently engaged in negotiations with KSS Holdings, Inc. (KSS) to conclude a transaction under which Takata's businesses across the world would be transferred to KSS (the "Transaction") and TKJP, under a plea agreement executed with the U.S. Department of Justice, owes a duty to contribute USD 850 million to a restitution fund for the benefit of OEMs by March 4, 2018, and in order to fulfill this duty by this deadline, the early execution of the definitive agreement pertaining to the Transaction has become a pressing issue for the restructuring.

However, if the Lawsuits are not stayed, the Rehabilitation Debtors will be under great pressure to respond to the Lawsuits and the Rehabilitation Debtors are clearly trapped in a situation in which they cannot spare any of the time or expenses they are expending for Takata's restructuring efforts, and more time than expected will inevitably become required for the restructuring.

It is clear from the foregoing that it will be highly probable that material obstacles to

Takata's restructuring will emerge, given that if the Lawsuits are not stayed then the Rehabilitation Debtors will be forced to respond thereto, that their business value will be significantly deteriorated as a result of protracted Takata's restructuring, and that the likelihood of KSS walking away from the Transaction will increase.

B Further, it is planned that the Rehabilitation Debtors, once their rehabilitation plans in the Rehabilitation Proceedings are approved, will have a portion of the rehabilitation claims held by rehabilitation creditors discharged. However, if the Rehabilitation Proceedings are not recognized in the United States and Canada, it is possible that rehabilitation creditors in the United States and Canada will assert that the validity of such discharge does not extend to the rehabilitation claims held by them, and accordingly unfairness will emerge in the treatment among rehabilitation creditors. Such an outcome would be clearly contrary to the purport of the Civil Rehabilitation Act that ensures fairness in the treatment among rehabilitation creditors.

(4) Recognition of Proceedings (including Provisional Relief) in the United States and Canada would Promote Rehabilitation Debtors' Restructuring and Ensure Fairness in the Treatment among Rehabilitation Creditors

If in the United States and Canada, the Rehabilitation Proceedings are recognized as foreign insolvency proceedings that are the main foreign proceeding, the effect of the Rehabilitation Proceedings will extend to the United States and Canada as well, and it will be possible to obtain appropriate reliefs from U.S. and Canadian courts in going through the Rehabilitation Proceedings. Further, because such relief includes the staying of pending lawsuits, the Lawsuits would be stayed. In addition, U.S. and Canadian courts, if necessary for the preservation of debtor assets or creditor interests in the period from the petition for recognition of proceedings until the point in time that such recognition comes into effect, can

issue an order of provisional relief, and thus it is highly likely that the Rehabilitation Debtors, by requesting recognition of the Rehabilitation Proceedings, will be released immediately upon filing the petitions from the burden of responding to the Lawsuits.

Furthermore, extending the effect of the Rehabilitation Proceedings to the United States and Canada will make it difficult for rehabilitation creditors in the United States and Canada to assert that the discharge effect of the Rehabilitation Proceedings does not have force over them, and will make it possible for rehabilitation creditors around the world to be treated fairly.

On the basis of the foregoing, seeking recognition of the Rehabilitation Proceedings in the United States and Canada will make it possible to avoid obstacles to the restructuring of Rehabilitation Debtor business, and to ensure the fair treatment among rehabilitation creditors around the world.

(5) Summary

On the basis of the foregoing, we believe that the necessity to file a petition for recognition of the Rehabilitation Proceedings (including provisional relief) in the United States and Canada is found.

2. Appropriateness of Seeking Recognition (including Provisional Relief) in the United States and Canada

As detailed above, not only it is highly necessary to seek recognition of the Rehabilitation Proceedings (including Provisional Relief) in the United States and Canada, but there is no other conceivable means of staying the Lawsuits, and there are essentially no legal downsides that would be suffered by the Rehabilitation Debtors to such request.

3. Designating TKJP as the Foreign Representative for the Rehabilitation Debtors

“Foreign Representative” means a person granted the authority to manage and operate the business of a debtor or act as representative of a debtor in a foreign insolvency proceeding (foreign from the perspective of the United States and Canada), and a debtor in possession, including a legal entity under foreign bankruptcy law, can also constitute a foreign representative. A foreign representative, after a petition is filed for recognition of a foreign insolvency proceeding, owes a duty to make reports and the like as appropriate on the status of such foreign insolvency proceeding.

TKJP has thorough knowledge of the business of the Rehabilitation Debtors, and, thus, TKJP can fully make appropriate reports and the like to U.S. and Canadian courts. In addition, designating TKJP as the joint foreign representative for the Rehabilitation Debtors will efficiently facilitate recognition and assistance procedures in the United States and Canada, rather than designating separate foreign representatives for each of the Rehabilitation Debtors.

III. Conclusion

On the basis of the foregoing, we hereby have submitted this application in light of the fact that it is necessary and appropriate to seek recognition of the Rehabilitation Proceedings in the United States in Canada and that designating TKJP as the joint foreign representative for the Rehabilitation Debtors is considered the most appropriate.

End of Document

We consent to the foregoing.

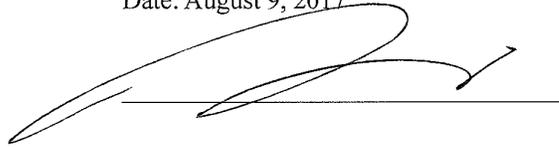
August 7, 2017

Supervisor: Katsuyuki Miyakawa, Attorney-at-Law

Certificate of Translation

I, Tomohiro Okawa, Attorney-at-Law, hereby certify that this is a true and accurate translation from Japanese to English of the “Application for Consent (Request for Recognition of Civil Rehabilitation Proceedings with Foreign Courts)” with the supervisor’s consent for Case Nos. Heisei 29 (2017) (Sai) 20, 21 and 22 Case of Petition for Commencement of Civil Rehabilitation Proceedings.

Date: August 9, 2017

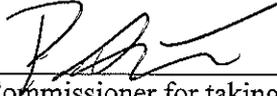
A handwritten signature in black ink, consisting of several fluid, overlapping strokes, positioned above a horizontal line.

Tomohiro

Okawa

Tab J

This is **Exhibit "J"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

Served on K. Venter
6/23/17 @ 1:07 p.m.
Court File No. *CV-17-577414*

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

DESMOND GORDON

Plaintiff



- and -

**ELLIS HARPER, DOWNSVIEW CHRYSLER PLYMOUTH, FCA CANADA
INCORPORATED AND TAKATA CORPORATION**

Defendants

STATEMENT OF CLAIM

TO THE DEFENDANTS:

A LEGAL PROCEEDING HAS BEEN COMMENCED AGAINST YOU by the Plaintiff. The claim made against you is set out in the following pages.

IF YOU WISH TO DEFEND THIS PROCEEDING, you or an Ontario lawyer acting for you must prepare a Statement of Defence in Form 18A prescribed by the Rules of Civil Procedure, serve it on the Plaintiff's lawyer, or where the plaintiff does not have a lawyer, serve it on the Plaintiff, and file it, with proof of service, in this Court Office, **WITHIN TWENTY DAYS** after this Statement of Claim is served upon you, if you are served in Ontario.

If you are served in another province or territory of Canada or in the United States of America, the period for serving and filing your Statement of Defence is forty days. If you are served outside Canada and the United States of America, the period is sixty days.

Instead of serving and filing a Statement of Defence, you may serve and file a Notice of Intent to Defend in Form 18B prescribed by the Rules of Civil Procedure. This will entitle you to ten more days within which to serve and file your Statement of Defence.

IF YOU FAIL TO DEFEND THIS PROCEEDING, JUDGEMENT MAY BE GIVEN AGAINST YOU IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO DEFEND THIS PROCEEDING BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

TAKE NOTICE: THIS ACTION WILL AUTOMATICALLY BE DISMISSED if it has not been set down for trial or terminated by any means within five years after the action was commenced unless otherwise ordered by the court.

Date JUN 19 2017

Issued by 
Local Registrar

Address of Court Office:

393 University Ave. -10th Fl.
Toronto ON M5G 1E6

3

- TO: ELLIS HARPER**
151 Cordella Avenue
Toronto, ON. M6N 2K1
- TO: DOWNSVIEW CHRYSLER PLYMOUTH**
199 Rimrock Road
North York, ON. M3J 3C6
- TO: FCA CANADA INC.**
One Riverside Drive West
Windsor, ON. N9A 5K3
- TO: TAKATA CORPORATION**
Tokyo Front Terrace
2-3-14 Higashishinagawa, Shinagawa-ku, Tokyo, Japan 140-0002

CLAIM

1. The Plaintiff, Desmond Gordon (the "Plaintiff") claims against the Defendants for the following:

- (a) general damages in the sum of \$300,000.00;
- (c) general damages for future health care costs in the amount of \$300,000.00;
- (d) general damages for caregiving, housekeeping and home maintenance services that the Plaintiff can no longer perform in the amount of \$185,000.00;
- (e) damages for loss of income and loss of competitive advantage in the amount of \$200,000.00;
- (f) general damages for transportation expenses incurred on behalf of the Plaintiff in the amount of \$15,000.00;
- (g) pre-judgment and post-judgment interest pursuant to the provisions of the Courts of Justice Act, R.S.O. 1990, C. C. 43 as amended;
- (h) costs of this action on a substantial indemnity scale plus HST where applicable; and
- (i) such further and other relief as this Honourable Court may deem just.

PLAINTIFF'S IDENTIFICATION:

2. The Plaintiff lives in the City of Toronto, in the Province of Ontario, and at all material times was the seat-belted operator of the white 2014 Dodge bearing licence plate AE82696 (the "Plaintiff motor vehicle").

DEFENDANTS' IDENTIFICATION:

3. The Defendant, Ellis Harper ("Harper"), lives in the City of Toronto, in the Province of Ontario, and at all material times was the owner and operator of the brown 2000 Buick Le Sabre bearing the license plate 690CNW (the "Defendant motor vehicle")

4. The Defendant, Downsview Chrysler Plymouth ("Chrysler"), is a business in the City of Toronto, in the Province of Ontario, and at all material times was the owner of the Plaintiff motor vehicle.

5. The Defendant, FCA Canada Incorporated ("FCA"), is a business in the City of Windsor, in the Province of Ontario, and at all material times was the manufacturer of the Plaintiff motor vehicle.

6. The Defendant, Takata Corporation ("Takata"), is a business in the City of Tokyo, in the Country of Japan, and at all material times was the manufacturer of the airbags in the Plaintiff motor vehicle.

FACTS AND CIRCUMSTANCES

7. On or about the 19th day of June, 2015, in the City of Toronto, in the Province of Ontario, the Plaintiff motor vehicle was cautiously exiting a parking spot on Weston Road after assessing a clear road of traffic. When suddenly and without warning, the Defendant motor vehicle made a left turn from Cordella Avenue onto Weston road,

and struck the Plaintiff motor vehicle on the front driver's side ("the Collision"). The airbags in the Plaintiff motor vehicle deployed in the collision, and the driver-seat airbag caught on fire. The collision and the defective airbags resulted in permanent and serious personal injuries to the Plaintiff.

ALLEGATIONS OF NEGLIGENCE

8. The Plaintiff states that and the fact is, that the Collision, the defective airbags and the Plaintiff's resulting injuries were caused solely by the negligence of the Defendants, particulars of which are as follows:

A. AS AGAINST HARPER:

- (a) He failed to keep a proper lookout.
- (b) He failed to have or maintain the Defendant Motor Vehicle under proper control.
- (c) He was travelling at too high a rate of speed in the circumstances.
- (d) On the occasion in question, he was an incompetent driver, lacking in reasonable skill and self-command, and ought not to have attempted to operate a motor vehicle.
- (e) Even after the danger of a collision arose, he could, by the exercise of reasonable care, have avoided the same but he failed to do so.
- (f) At the time, his faculties of observation, perception, judgment and self-control were impaired and due to his physical and mental condition, he

was incompetent to operate a motor vehicle with normal and reasonable care and attention.

- (g) He created a situation of danger from which the Plaintiff, despite all reasonable efforts and precautions, was unable to extricate himself.
- (h) He executed an improper and/or dangerous manoeuvre.
- (i) He made an unsafe left turn.
- (j) He failed to obey the traffic laws.
- (k) He failed to stop even as the Plaintiff motor vehicle executed his exit onto the road;
- (l) He failed to bring the Defendant motor vehicle to a stop in time to avoid the Collision; and
- (m) He struck the Plaintiff motor vehicle causing serious and permanent injuries to the Plaintiff.

B. AS AGAINST CHRYSLER:

- (a) They failed to have or maintain the Plaintiff motor vehicle in a proper state of mechanical repair suitable for the safe use thereon on a road.
- (b) They failed to have the airbags in the Plaintiff motor vehicle in proper working order.
- (c) They negligently allowed the Plaintiff motor vehicle to be driven when they knew or ought to have known that the airbags were defective.
- (d) They failed to ensure the airbags were in proper working order before putting the vehicle on the road and/or allowing it to be driven by the Plaintiff.

- (e) They failed to issue recall notice to the Plaintiff and/or warn the Plaintiff of the defective airbags.
- (f) They failed to conduct safety inspections on the airbags as required by law, regulations and/or manufacturer directives.
- (g) They failed to comply with the manufacturer recall on airbags.
- (h) They knew or ought to have known the airbags were unsafe, and failed to ensure pre-cautionary measures were taken to avoid injuries; and
- (i) They failed to have adequate policies and procedures in place to ensure manufacturer recall directives are followed.

C. AS AGAINST FCA:

- (a) They failed to have or maintain the Plaintiff motor vehicle in a proper state of mechanical repair suitable for the safe use thereon on a road.
- (b) They failed to have the airbags in the Plaintiff motor vehicle in proper working order.
- (c) They negligently contracted an inadequate airbag supplier, Takata Corporation.
- (d) They failed to follow recall notice protocols issued by Takata.
- (e) They knew or ought to have known that Takata previously supplied defective airbags, and failed to take reasonable measures to ensure the quality of the Takata airbags supplied to them.
- (f) They failed to test/ inspect and/or properly test and/or inspect the airbags to determine whether they were safe and fit for use.
- (g) They knew or ought to have known that failure to properly inspect the

airbags could result in defects or malfunctions, including risk of fire and/or fire damage under normal operating conditions.

- (h) They endangered the safety and property of others, including the Plaintiff.
- (i) They failed to develop, implement and/or supervise an appropriate program of quality control measures to ensure the airbags were safe and fit for use.
- (j) They failed to warn, or attempt to warn, potential purchasers of Chrysler vehicles with defective airbags.
- (k) The manufacture, assembly, testing and/or inspection of the airbags into the Plaintiff motor vehicle was done carelessly and recklessly and with wilful and/or wanton disregard for the rights and/or safety of others and without due caution; and
- (l) They failed to ensure the Plaintiff motor vehicle was properly manufactured, and the result of their negligence led to the Plaintiff's injuries.

D. AS AGAINST TAKATA:

- (a) They failed to have the airbags in the Plaintiff motor vehicle in proper working order.
- (b) They endangered the safety and property of others, including the Plaintiff.
- (c) They failed to design, manufacture, construct and/or assemble the Takata airbags so as to ensure that it was not defective and safe for

- use.
- (d) They failed to warn, or attempt to warn, potential purchasers of the Takata airbags.
 - (e) They failed to provide a recall and/or provide a recall within a reasonable time on the Takata airbags when they knew or ought to have known that the Takata airbags were defective.
 - (f) They failed to test and/or inspect, or properly test and/or inspect the Takata airbags to determine whether the airbags were safe and fit for use.
 - (g) They failed to develop, implement and/or supervise an appropriate program of quality control measures to ensure the airbags were safe and fit for use.
 - (h) They knew or ought to have known that failure to test and/or inspect or properly test and/or inspect the safety of the airbags could result in defects or malfunctions, including risk of fire and/or fire damage under normal operating conditions.
 - (i) The manufacture, assembly, testing and/or inspection of the airbags was done carelessly and recklessly and with wilful and/or wanton disregard for the rights and/or safety of others and without due caution.
 - (j) They knew or ought to have known that Takata airbags has a propensity to deteriorate over time, and failed to take the necessary pre-cautions and announce preliminary recalls; and
 - (k) They negligently supplied FCA with defective airbags in the Plaintiff

motor vehicle, which led to the Plaintiff's resulting injuries.

INJURIES AND IMPAIRMENT

9. As a result of the negligence of the Defendants, the Plaintiff sustained permanent serious disfigurement and permanent serious impairment of an important physical, mental and psychological function. The injuries suffered by the Plaintiff include:

- Injuries to his head, neck, back and shoulders.
- Various lacerations, abrasions, burns, and contusions.
- A spraining, straining and tearing of the muscles, tendons, ligaments, discs, nerves and vessels throughout his body.

10. The injuries were accompanied by headaches, dizziness, shock, anxiety, depression, emotional trauma, chronic pain, insomnia, and scars which continue to the present and will continue in the future.

11. The Plaintiff has sustained and will continue to sustain pain and suffering, a loss of enjoyment of life and a loss of amenities. The Plaintiff is unable to participate in those recreational, social, household, athletic, educational and employment activities to the extent to which he participated in such activities prior to the collision.

TREATMENT AND CARE

12. As a further result of the negligence of the Defendants, the Plaintiff has undergone and will continue to undergo in the future, hospitalization, surgery, therapy,

rehabilitation, attendant care, the use of specialized equipment, specialized housing and other forms of medical treatment and health care. In addition, the Plaintiff has received and will continue to receive medication.

COST OF CARE

13. The Plaintiff has incurred and will continue to incur expenses, including but not limited to, expenses for hospitalization, surgery, medication, therapy, rehabilitation, attendant care, specialized equipment, specialized housing, medical treatment, and other forms of care, the full particulars of which expenses are not within the Plaintiff's knowledge at this time.

LOSS OF HOUSEHOLD AND HOME MAINTENANCE CAPACITY

14. The Plaintiff is unable to perform household and home maintenance chores for himself to the extent that he was able to do so before the collision and resultant injuries. The Plaintiff has suffered a loss of housekeeping and home maintenance capacity and he will require assistance in the future to complete such chores.

LOSS OF INCOME

15. The Plaintiff has sustained a loss of income, loss of competitive advantage in the workplace and will continue to sustain a loss of income, a loss of competitive advantage in the employment field, a loss of income earning potential and a diminution of income earning capacity.

SPECIAL DAMAGES

16. As a result of the negligence of the Defendants, the Plaintiff has suffered other pecuniary damages up to the present and will continue to suffer pecuniary damages in the future, the full particulars of which are not known at this time.

APPLICABLE STATUTES

17. The Plaintiff pleads and relies upon the *Negligence Act*, R.S.O. 1990, c. N.1., as amended, and the *Highway Traffic Act*, R.S.O. 1990, c. H.8, as amended.

PLACE OF TRIAL

18. The Plaintiff proposes that this action be tried at Toronto, Ontario.

JUN 19 2017

MARIA MIKHAILITCHENKO
Barrister and Solicitor
150 Consumers Road, Suite 505
Toronto, Ontario
M2J 1P9

Maria Mikhailitchenko
LSUC No.56120K
Tel: (416) 307-2070
Fax: (416) 307-2071

Lawyers for the Plaintiff

Gordon
Plaintiff

-and- Harper et al.
Defendants

Court File No. *CY-17-577414*

**SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT
TORONTO**

STATEMENT OF CLAIM

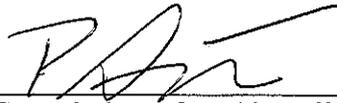
**MARIA MIKHAILITCHENKO
BARRISTER AND SOLICITOR
150 Consumers Road, Suite 206
Toronto, Ontario, M2J 1P9**

**Maria Mikhailitchenko (56120K)
Tel: (416) 307-2070
Fax: (416) 307-2071**

Lawyers for the Plaintiff

Tab K

This is **Exhibit "K"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

Summary of Canadian Competition Actions

Case Name	Plaintiffs(s)	Jurisdiction	Takata Entities	Co-Defendants	Amount Claimed	Counsel to the Plaintiff(s)
<i>Sheridan Chevrolet Cadillac Ltd. v. Autoliv ASP, et al., Court File No. CV-13-472259-00CP</i>	<ul style="list-style-type: none"> • Sheridan Chevrolet Cadillac Ltd. • Pickering Auto Mall Ltd. • Urlin Rent A Car Ltd. • Kate O'Leary Swinkels • Fady Samaha 	Ontario	<ul style="list-style-type: none"> • TKH • TKJP 	<ul style="list-style-type: none"> • Autoliv ASP, Inc. • Autoliv B.V. & Co. KG • Autoliv Japan Ltd. • Autoliv Safety Technology, Inc. • Tokai Rika Co. Ltd • TRQSS Inc. • TRAM, Inc. • TAC Manufacturing Inc. • Toyoda Gosei, Co. Ltd. • Toyoda Gosei North America Corporation • TG Missouri Corporation • Mitsubishi Electric Corporation • Mitsubishi Electric Automotive America, Inc. 	\$110 million	<p>Sotos LLP Barristers and Solicitors 180 Dundas Street West, Suite 1200 Toronto ON M5G 1Z8</p> <p>Attention: David Sterns</p> <p>Siskinds LLP Barristers and Solicitors 680 Waterloo Street London ON N6A 3V8</p> <p>Attention: Charles M. Wright</p>

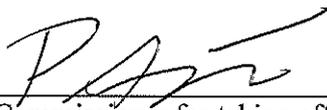
Case Name	Plaintiffs(s)	Jurisdiction	Takata Entities	Co-Defendants	Amount Claimed	Counsel to the Plaintiff(s)
				<ul style="list-style-type: none"> Mitsubishi Electric Sales Canada Inc. 		
<i>M. Serge Asselin v. Autoliv Inc., et al., 200-06-000158-132</i>	<ul style="list-style-type: none"> M. Serge Asselin 	Quebec	<ul style="list-style-type: none"> TKH TKJP 	<ul style="list-style-type: none"> Autoliv Inc. Autoliv ASP, Inc. Autoliv B.V. & Co. KG Autoliv Japan Ltd. Autoliv Safety Technology, Inc. Autoliv Canada, Inc. Autoliv Electronics Canada, Inc. VOA Canada, Inc. Tokai Rika Co. Ltd TRQSS Inc. TRAM, Inc. TAC Manufacturing Inc. Toyoda Gosei, Co. Ltd. TRW Automotive Holdings Corp. TRW Automotive 	\$110 million	<p>Siskinds, DesMeules, S.E.N.C.R.L. Les Promenades du Vieux-Quebec 43, rue De Buade, bureau 320 Quebec, Quebec G1R 4A2 Attention: Simon Hébert</p>

Case Name	Plaintiffs(s)	Jurisdiction	Takata Entities	Co-Defendants	Amount Claimed	Counsel to the Plaintiff(s)
				Inc. • TRW Deutschland Holding GMBH		
<i>Ewert v. Autoliv, Inc., et al.</i> , Court File No. S-132959	<ul style="list-style-type: none"> Darren Ewert 	British Columbia	<ul style="list-style-type: none"> TKH TKJP 	<ul style="list-style-type: none"> Autoliv Inc. Autoliv ASP, Inc. Autoliv B.V. & Co. KG Autoliv Japan Ltd. Autoliv Safety Technology, Inc. Autoliv Canada, Inc. VOA Canada, Inc. Tokai Rika Co. Ltd TRAM, Inc. TAC Manufacturing Inc. Toyoda Gosei, Co. Ltd. TRW Automotive Holdings Corp. TRW Automotive Inc. TRW Deutschland Holding GMBH TRQSS Inc. 	Not specified.	Camp Fiorante Matthews Mogerman 856 Homer Street Suite 400 Vancouver, BC V6B 2W5 Attention: Sharon D. Matthews

Case Name	Plaintiffs(s)	Jurisdiction	Takata Entities	Co-Defendants	Amount Claimed	Counsel to the Plaintiff(s)
<i>Cindy Retallick and Jagjeet Singh Rajput v. Autoliv ASP Inc. et al.</i> , Court File No. Q.B. No. 988 of 2014	<ul style="list-style-type: none"> • Cindy Retallick • Jagjeet Singh Rajput 	Sask.	<ul style="list-style-type: none"> • TKH • TKJP 	<ul style="list-style-type: none"> • Autoliv Inc. • Autoliv ASP, Inc. • Autoliv B.V. & Co. KG • Autoliv Japan Ltd. • Autoliv Safety Technology, Inc. • Tokai Rika Co. Ltd • TRQSS Inc. • TRAM, Inc. • TAC Manufacturing Inc. • Toyota Gosei, Co. Ltd. • TRW Automotive Holdings Corp. • TRW Automotive Inc. • TRW Deutschland Holding GMBH 	Not specified.	Merchant Law Group 2401 -100 Saskatchewan Drive Regina, Saskatchewan S4P4H8 Attention: Roch Dupont

Tab L

This is **Exhibit "L"** referred to in the
affidavit of **HIROSHI SHIMIZU**
sworn before me this
24th day of August, 2017



A Commissioner for taking affidavits

RULE/LA RÈGLE 26.02 (A)

THE ORDER OF _____
L'ORDONNANCE DU _____
DATED / FAIT LE _____

Court File No. CV-13-472259-00CP

.....
RÉGISISTRAR GREFFIER
SUPERIOR COURT OF JUSTICE COUR SUPÉRIEURE DE JUSTICE

ONTARIO

SUPERIOR COURT OF JUSTICE

BETWEEN: **Y. Grant**
Registrar

**SHERIDAN CHEVROLET CADILLAC LTD., PICKERING AUTO MALL LTD., URLIN
RENT A CAR LTD., KATE O'LEARY SWINKELS, and FADY SAMAHA**

Plaintiffs

- and -

**AUTOLIV ASP, INC., AUTOLIV B.V. & CO. KG, AUTOLIV JAPAN LTD., AUTOLIV
SAFETY TECHNOLOGY, INC., TAKATA CORPORATION, TK HOLDINGS INC.,
TOKAI RIKA CO., LTD., TRQSS INC., TRAM, INC., TAC MANUFACTURING, INC.,
TOYODA GOSEI, CO., LTD., TOYODA GOSEI NORTH AMERICA CORPORATION,
TG MISSOURI CORPORATION, TRW AUTOMOTIVE HOLDINGS CORP., TRW
AUTOMOTIVE INC., TRW DEUTSCHLAND HOLDING GMBH, MITSUBISHI
ELECTRIC CORPORATION, MITSUBISHI ELECTRIC AUTOMOTIVE AMERICA,
INC., and MITSUBISHI ELECTRIC SALES CANADA INC.**

Defendants

Proceeding under the *Class Proceedings Act, 1992*, S.O. 1992, c. C.6

**SECOND FRESH AS AMENDED CONSOLIDATED STATEMENT OF CLAIM
(Occupant Safety Systems)**

TO THE DEFENDANTS

A LEGAL PROCEEDING HAS BEEN COMMENCED AGAINST YOU by the plaintiffs. The claim made against you is set out in the following pages.

IF YOU WISH TO DEFEND THIS PROCEEDING, you or an Ontario lawyer acting for you must prepare a statement of defence in Form 18A prescribed by the Rules of Civil Procedure, serve it on the plaintiffs' lawyers or, where the plaintiffs do not have a lawyer, serve it on the plaintiffs, and file it, with proof of service, in this court office, WITHIN TWENTY DAYS after this statement of claim is served on you, if you are served in Ontario.

If you are served in another province or territory of Canada or in the United States of America, the period for serving and filing your statement of defence is forty days. If you are served outside Canada and the United States of America, the period is sixty days.

Instead of serving and filing a statement of defence, you may serve and file a notice of intent to defend in Form 18B prescribed by the Rules of Civil Procedure. This will entitle you to ten more days within which to serve and file your statement of defence.

IF YOU FAIL TO DEFEND THIS PROCEEDING, JUDGMENT MAY BE GIVEN AGAINST YOU IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU.

If you wish to defend this proceeding but are unable to pay legal fees, legal aid may be available to you by contacting a local Legal Aid office.

TAKE NOTICE: THIS ACTION WILL AUTOMATICALLY BE DISMISSED if it has not been set down for trial or terminated by any means within five years after the action was commenced unless otherwise ordered by the court.

Date January 18, 2013

Issued by

“S. Gatti”

Local registrar

Address of court office Superior Court of Justice
393 University Ave., 10th Floor
Toronto, ON M5G 1E6

- TO: AUTOLIV ASP, INC.**
3350 Airport Road, Ogden Technical Center,
Ogden, Utah 84406, USA
- AND TO: AUTOLIV B.V. & CO. KG**
Karl-Götz-Straße 8,
D-974 24 Schweinfurt, Germany
- AND TO: AUTOLIV JAPAN LTD.**
4 F Innotech Bldg. 3-17-6 Shinyokohama, Kohoku-ku
Yokohama, Japan 222-8580
- AND TO: AUTOLIV SAFETY TECHNOLOGY, INC.**
2475 Paseo De Las Americas, Ste. A,
San Diego, California 92154, USA
- AND TO: TAKATA CORPORATION**
12-31 Akasaka 2-Chome,
Minato-Ku, Tokyo 107-8508, Japan
- AND TO: TK HOLDINGS INC.**
2500 Takata Drive,
Auburn Hills, Michigan 48326, USA
- AND TO: TOKAI RIKA CO., LTD.**
3-260 Toyota, Oguchi-cho, Niwa-gun,
Aichi 480-0195, Japan

- AND TO: TRQSS INC.**
255 Patillo Road, R.R.#1
Tecumseh, Ontario, N8N 2L9, Canada
- AND TO: TRAM, INC.**
47200 Port Street,
Plymouth, Michigan 48170, USA
- AND TO: TAC MANUFACTURING, INC.**
4111 County Farm Road,
Jackson, Michigan 49201, USA
- AND TO: TOYODA GOSEI, CO., LTD.**
1 Haruhinagahata Kiyosu
Aichi, Japan 452-8564
- AND TO: TOYODA GOSEI NORTH AMERICA CORPORATION**
1400 Stephenson Highway
Troy, MI 48083, USA
- AND TO: TG MISSOURI CORPORATION**
2200 Platin Road
Perryville, MO 63775, USA
- AND TO: TRW AUTOMOTIVE HOLDINGS CORP.**
12001 Tech Center Drive,
Livonia, Michigan 48150, USA
- AND TO: TRW AUTOMOTIVE INC.**
12025 Tech Center Drive,
Livonia, MI 48150-2122, USA
- AND TO: TRW DEUTSCHLAND HOLDING GMBH**
Carl-Spaeter-Str. 8
56070 Koblenz, Germany
- AND TO: MITSUBISHI ELECTRIC CORPORATION**
Tokyo Building, 2-7-3, Marunouchi,
Chiyoda-ku, Tokyo, 100-8310, Japan
- AND TO: MITSUBISHI ELECTRIC AUTOMOTIVE AMERICA, INC.**
4773 Bethany Road
Mason, Ohio 45040, USA
- AND TO: MITSUBISHI ELECTRIC SALES CANADA INC.**
4299 14th Avenue
Markham, Ontario L3R 0J2

CLAIM

1. The plaintiffs claim on their own behalf and on behalf of other members of the Proposed Class (as defined in paragraph 9 below):

- (a) A declaration that the defendants conspired and agreed with each other and other unknown co-conspirators to rig bids and fix, raise, maintain, or stabilize the price of Occupant Safety Systems (as defined in paragraph 2 below) sold in North America and elsewhere during the Class Period (as defined in paragraph 9 below);
- (b) A declaration that the defendants and their co-conspirators did, by agreement, threat, promise or like means, influence or attempt to influence upwards, or discourage or attempt to discourage the reduction of the price at which Occupant Safety Systems were sold in North America and elsewhere during the Class Period;
- (c) Damages or compensation in an amount not exceeding \$100,000,000:
 - (i) for loss and damage suffered as a result of conduct contrary to Part VI of the *Competition Act*, RSC 1985, c C-34 (“*Competition Act*”);
 - (ii) for civil conspiracy;
 - (iii) for unjust enrichment; and
 - (iv) for waiver of tort;
- (d) Punitive, exemplary and aggravated damages in the amount of \$10,000,000;
- (e) Pre-judgment interest in accordance with section 128 of the *Courts of Justice Act*, RSO 1990, c C.43 (“*Courts of Justice Act*”), as amended;
- (f) Post-judgment interest in accordance with section 129 of the *Courts of Justice Act*;

(g) Investigative costs and costs of this proceeding on a full-indemnity basis pursuant to section 36 of the *Competition Act*; and

(h) Such further and other relief as this Honourable Court deems just.

Summary of Claim

2. This action arises from a conspiracy to fix, raise, maintain or stabilize prices, rig bids and allocate the market and customers in North America and elsewhere of seatbelts, steering wheels and airbags used in automobiles and other light-duty vehicles (collectively, “**Occupant Safety Systems**”). The unlawful conduct occurred from at least as early as January 1, 2003 and continued until at least July 1, 2011, and impacted prices for several years thereafter. The unlawful conduct was targeted at the automotive industry, raising prices to all members of the Proposed Class.

3. As a direct result of the unlawful conduct alleged herein, the plaintiffs and other members of the Proposed Class paid artificially inflated prices for Occupant Safety Systems and/or new vehicles containing Occupant Safety Systems manufactured, marketed, sold, and/or distributed during the Class Period and have thereby suffered losses and damages.

The Plaintiffs

4. The plaintiff, Sheridan Chevrolet Cadillac Ltd. (“**Sheridan**”), was an automotive dealer in Pickering, Ontario pursuant to a Dealer Sales and Service Agreement with General Motors of Canada Limited (“**GMCL**”) from 1977 to 2009.

5. The plaintiff, Pickering Auto Mall Ltd. (“**Pickering**”), was an automotive dealer in Pickering, Ontario pursuant to a Dealer Sales and Service Agreement with GMCL from 1989 to 2009.

6. The plaintiff, Urlin Rent A Car Ltd., (“**Urlin**”) is a motor vehicle rental company located in London, Ontario that has been in operation since the early 1990s. During the Class Period, Urlin purchased several Toyota, Ford, GM and Chevrolet vehicles.

7. The plaintiff, Kate O’Leary Swinkels, a resident of Dublin, Ontario, purchased a new BMW in 2008.

8. The plaintiff, Fady Samaha, a resident of Newmarket, Ontario, purchased a new Honda Civic in 2009.

9. The plaintiffs seek to represent the following class (the “**Proposed Class**”):

All Persons in Canada who purchased Occupant Safety Systems;^{1,2} or who purchased and/or leased a new Automotive Vehicle³ containing Occupant Safety Systems during the Class Period.⁴ Excluded from the class are the defendants, their parent companies, subsidiaries, and affiliates.

¹ A Occupant Safety System is a collection of safety devices in an Automotive Vehicle; including but not limited to seat belts, steering wheels, and air bags.

² Occupant Safety Systems purchased for repair or replacement in an Automotive Vehicle are excluded from the Class.

³ Automotive Vehicle means passenger cars, SUVs, vans, and light trucks (up to 10,000 lbs).

⁴ Class Period means between January 1, 2003 to July 1, 2011 and/or during the subsequent period during which prices were affected by the alleged conspiracy.

The Defendants

Autoliv Defendants

10. The defendant, Autoliv ASP, Inc. (“**Autoliv ASP**”) is an American corporation with its principal place of business in Ogden, Utah. Autoliv ASP is owned and controlled by Autoliv Inc. During the Class Period, Autoliv ASP manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and subsidiaries, including the defendants, Autoliv B.V. & Co. KG (“**Autoliv Germany**”), Autoliv Japan Ltd. (“**Autoliv Japan**”), and Autoliv Safety Technology, Inc. (“**Autoliv Safety**”).

11. Autoliv Germany is a German corporation with its principal place of business in Schweinfurt, Germany. During the Class Period, Autoliv Germany manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. Autoliv Germany is owned and controlled by Autoliv Inc.

12. Autoliv Japan is a Japanese corporation with its principal place of business in Yokohama, Japan. During the Class Period, Autoliv Japan manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. Autoliv Japan is owned and controlled by Autoliv Inc.

13. Autoliv Safety is an American corporation with its principal place of business in San Diego, California. During the Class Period, Autoliv Safety manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly

through the control of its predecessors, affiliates, and/or subsidiaries. Autoliv Safety is owned and controlled by Autoliv Inc.

14. The business of each of Autoliv ASP, Autoliv Germany, Autoliv Japan, and Autoliv Safety is inextricably interwoven with that of the other and each is the agent of the other for the purposes of the manufacture, market, sale, and/or distribution of Occupant Safety Systems in Canada and for the purposes of the conspiracy described herein. Autoliv ASP, Autoliv Germany, Autoliv Japan, and Autoliv Safety are referred to hereinafter as “**Autoliv.**”

Takata Defendants

15. The defendant, Takata Corporation (“**Takata Corp.**”) is a Japanese corporation with its principal place of business in Tokyo, Japan. During the Class Period, Takata Corp. manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and subsidiaries, including the defendant, TK Holdings Inc. (“**TK Holdings**”).

16. TK Holdings is an American corporation with its principal place of business in Auburn Hills, Michigan. During the Class Period, TK Holdings manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. TK Holdings is owned and controlled by Takata Corp.

17. The business of each of Takata Corp and TK Holdings is inextricably interwoven with that of the other and each is the agent of the other for the purposes of the manufacture, market, sale, and/or distribution of Occupant Safety Systems in Canada and for the purposes of the conspiracy described herein. Takata Corp and TK Holdings are referred to hereinafter as “**Takata.**”

Tokai Rika Defendants

18. The defendant, Tokai Rika Co., Ltd. (“**Tokai Rika Co.**”) is a Japanese corporation with its principal place of business in Aichi, Japan. During the Class Period, Tokai Rika Co. manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and subsidiaries, including the defendants, TRQSS Inc. (“**TRQSS**”), TRAM, Inc. (“**TRAM**”), and TAC Manufacturing, Inc. (“**TAC**”).

19. TRQSS, formerly known as Tokai Rika QSS, is a Canadian corporation with its principal place of business in Tecumseh, Ontario. During the Class Period, TRQSS manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. TRQSS is owned and controlled by Tokai Rika Co.

20. TRAM is an American corporation with its principal place of business in Plymouth, Michigan. During the Class Period, TRAM manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. TRAM is owned and controlled by Tokai Rika Co.

21. TAC is an American corporation with its principal place of business in Jackson, Michigan. During the Class Period, TAC manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. TAC is owned and controlled by Tokai Rika Co.

22. The business of each of Tokai Rika Co., TRQSS, TRAM and TAC is inextricably interwoven with that of the other and each is the agent of the other for the purposes of the manufacture, market, sale, and/or distribution of Occupant Safety Systems in Canada and for the purposes of the conspiracy described herein. Tokai Rika Co., TRQSS, TRAM and TAC are referred to hereinafter as “**Tokai Rika.**”

23. In 2001, Tokai Rika entered into an agreement with Toyoda Gosei Co., Ltd. to collaborate on the development, manufacturing and sale of Occupant Safety Systems. Toyoda Gosei Co., Ltd. was primarily responsible for the development, design, marketing, and sale of the integrated safety systems featuring air bag modules and seatbelts, while Tokai Rika contributed its expertise to developing, producing, and marketing seatbelts. The steering wheel production of the two companies continues to be cooperative.

Toyoda Gosei Defendants

24. The defendant, Toyoda Gosei Co., Ltd. (“**Toyoda**”) is a Japanese corporation with its principal place of business in Aichi, Japan. During the Class Period, Toyoda manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and subsidiaries, including the defendants, Toyoda Gosei North America Corporation (“**Toyoda North America**”) and TG Missouri Corporation (“**TG Missouri**”).

25. As noted above, Toyoda collaborated with Tokai Rika on the development, manufacturing and sale of Occupant Safety Systems.

26. Toyoda North America is an American corporation with its principal place of business in Troy, Michigan. During the Class Period, Toyoda North America manufactured, marketed, sold,

and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. Toyoda North America is owned and controlled by Toyoda.

27. TG Missouri is an American corporation with its principal place of business in Perryville, Missouri. During the Class Period, TG Missouri manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. TG Missouri is owned and controlled by Toyoda.

28. The business of each of Toyoda, Toyoda North America and TG Missouri is inextricably interwoven with that of the other and each is the agent of the other for the purposes of the manufacture, market, sale, and/or distribution of Occupant Safety Systems in Canada and for the purposes of the conspiracy described herein. Toyoda, Toyoda North America and TG Missouri are referred to hereinafter as “**Toyoda Gosei.**”

TRW Automotive Defendants

29. The defendant, TRW Automotive Holdings Corp. (“**TRW Holdings**”) is incorporated under the laws of the State of Delaware in the United States of America with its principal place of business in Livonia, Michigan. During the Class Period, TRW Holdings manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and subsidiaries, including the defendants, TRW Automotive Inc. (“**TRW Inc.**”) and TRW Deutschland Holding GmbH (“**TRW Germany**”).

30. TRW Inc. is an American corporation with its principal place of business in Livonia, Michigan. During the Class Period, TRW Inc. manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. TRW Inc. is owned and controlled by TRW Holdings.

31. TRW Germany is a German corporation with its principal place of business in Koblenz, Germany. During the Class Period, TRW Germany manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. TRW Germany is owned and controlled by TRW Holdings.

32. The business of each of TRW Holdings, TRW Inc. and TRW Germany is inextricably interwoven with that of the other and each is the agent of the other for the purposes of the manufacture, market, sale, and/or distribution of Occupant Safety Systems in Canada and for the purposes of the conspiracy described herein. TRW Holdings, TRW Inc. and TRW Germany are referred to hereinafter as “**TRW Automotive.**”

Mitsubishi Defendants

33. The defendant, Mitsubishi Electric Corporation (“**Mitsubishi Electric**”), is a Japanese corporation with its principal place of business in Tokyo, Japan. During the Class Period, Mitsubishi Electric manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and subsidiaries, including the defendants, Mitsubishi Electric Automotive America,

Inc. (“**Mitsubishi Automotive**”) and Mitsubishi Electric Sales Canada Inc. (“**Mitsubishi Canada**”).

34. Mitsubishi Automotive is an American corporation with its principal place of business in Mason, Ohio. During the Class Period, Mitsubishi Automotive manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. Mitsubishi Automotive is owned and controlled by Mitsubishi Electric.

35. Mitsubishi Canada is a Canadian corporation with its principal place of business in Markham, Ontario. During the Class Period, Mitsubishi Canada manufactured, marketed, sold, and/or distributed Occupant Safety Systems to customers throughout Canada, either directly or indirectly through the control of its predecessors, affiliates, and/or subsidiaries. Mitsubishi Canada is owned and controlled by Mitsubishi Electric.

36. The business of each of Mitsubishi Electric, Mitsubishi Automotive, and Mitsubishi Canada is inextricably interwoven with that of the other and each is the agent of the other for the purposes of the manufacture, market, sale, and/or distribution of Occupant Safety Systems in Canada and for the purposes of the conspiracy described herein. Mitsubishi Electric, Mitsubishi Automotive, and Mitsubishi Canada are referred to hereinafter as “**Mitsubishi.**”

Unnamed Co-Conspirators

37. Various persons, partnerships, sole proprietors, firms, corporations and individuals not named as defendants in this lawsuit, the identities of which are not presently known, may have participated as co-conspirators with the defendants in the unlawful conspiracy alleged in this

statement of claim, and have performed acts and made statements in furtherance of the unlawful conduct.

Joint and Several Liability

38. The defendants are jointly and severally liable for the actions of and damages allocable to all co-conspirators.

39. Whenever reference is made herein to any act, deed or transaction of any corporation, the allegation means that the corporation or limited liability entity engaged in the act, deed or transaction by or through its officers, directors, agents, employees or representatives while they were actively engaged in the management, direction, control or transaction of the corporation's business or affairs.

The Occupant Safety System Industry

40. An Occupant Safety System protects the driver or passenger of a vehicle from damage or injury. An Occupant Safety System works with a number of electronic sensors to detect and respond to movements of the vehicle that could injure or cause bodily harm to the driver or passenger. An Occupant Safety System includes a seat belt (also known as a safety belt), which is designed to secure the driver or passenger against harmful movement that might result during a collision or a sudden stop. The seat belt reduces the likelihood of injury by reducing the force of secondary impacts with the interior of the vehicle, keeping drivers or passengers positioned correctly for maximum effectiveness of the airbag(s) (if deployed), and preventing drivers or passengers from being ejected out of the vehicle. There are sensors that control the seat belt's

tightening within a split-second to enhance the safety of the driver and/or passenger inside a vehicle.

41. An Occupant Safety System also includes energy-absorbing steering wheels and airbags that provide passive protection to the driver and/or passenger. Typically, the steering wheel and airbag are designed and built as a single unit on the driver-side. Airbags are also built as curtain airbags to prevent head injury from the side, as side airbags to protect the chest and pelvis area, rear-side airbags to protect rear occupants, as knee airbags, and as anti-sliding airbags. The release of the airbag is also controlled by sensors.

42. Occupant Safety Systems are standard features of every new vehicle and are installed by automobile original equipment manufacturers (“**OEMs**”) in new vehicles as part of the automotive manufacturing process.

43. For new vehicles, the OEMs – mostly large automotive manufacturers such as General Motors, Honda, Chrysler, Toyota and others – purchase Occupant Safety Systems directly from the defendants. Occupant Safety Systems may also be purchased by component manufacturers who then supply such systems to OEMs. These component manufacturers are also called “**Tier I Manufacturers**” in the industry. A Tier I Manufacturer supplies Occupant Safety Systems directly to an OEM.

44. When purchasing Occupant Safety Systems, OEMs issue Requests for Quotation (“**RFQs**”) to automotive parts suppliers on a model-by-model basis for model-specific parts. In at least some circumstances, the RFQ is sought from pre-qualified suppliers of the product. Typically, the RFQ would be made when there has been a major design change on a model-by-model basis. Automotive parts suppliers submit quotations, or bids, to OEMs in

response to RFQs. The OEMs usually award the business to the selected automotive parts supplier for a fixed number of years consistent with the estimated production life of the parts program. Typically, the production life of the parts program is between two and five years. Typically, the bidding process begins approximately three years before the start of production of a new model. Once production has begun, OEMs issue annual price reduction requests (“APRs”) to automotive parts suppliers to account for efficiencies gained in the production process. OEMs procure parts for North American manufactured vehicles in Japan, the United States, Canada and elsewhere.

45. During the Class Period, the defendants and their unnamed co-conspirators supplied Occupant Safety Systems to OEMs for installation in vehicles manufactured and sold in North America and elsewhere. The defendants and their unnamed co-conspirators manufactured Occupant Safety Systems: (a) in North America for installation in vehicles manufactured in North America and sold in Canada, (b) outside North America for export to North America and installation in vehicles manufactured in North America and sold in Canada, and (c) outside North America for installation in vehicles manufactured outside North America for export to and sale in Canada.

46. The defendants and their unnamed co-conspirators intended, as a result of their unlawful conspiracy, to inflate the prices for Occupant Safety Systems and new vehicles containing Occupant Safety Systems sold in North America and elsewhere.

47. The defendants and their unnamed co-conspirators unlawfully conspired to agree and manipulate prices for Occupant Safety Systems and conceal their anti-competitive behaviour from OEMs and other industry participants. The defendants and their unnamed co-conspirators knew that their unlawful scheme and conspiracy would unlawfully increase the price at which Occupant Safety Systems would be sold from the price that would otherwise be charged on a competitive

basis. The defendants and their unnamed co-conspirators were aware that, by unlawfully increasing the prices of Occupant Safety Systems, the prices of new vehicles containing Occupant Safety Systems would also be artificially inflated. The defendants and their unnamed co-conspirators knew that their unlawful scheme and conspiracy would injure purchasers of Occupant Safety Systems and purchasers and lessees of new vehicles containing Occupant Safety Systems. The defendants' conduct impacted not only multiple bids submitted to OEMs, but also the price paid by all other purchasers of Occupant Safety Systems.

48. By virtue of their market shares, the defendants are some of the dominant manufacturers and suppliers of OSS in Canada and the world. Their customers include Subaru, Honda, Nissan, Toyota, GM, Mitsubishi, Mazda, and Isuzu.

The Occupant Safety System Market

49. Seat belts, steering wheels and airbags are all considered part of the same global Occupant Safety System market, which is valued at over US \$18 billion. Seatbelts account for 27% of that market (approximately US \$4.86 billion) and airbags account for 52% of that market (approximately US \$9.36 billion) (28% frontal airbags and 24% side airbags). The global steering wheel market has a value of just over US \$1 billion. The North American Occupant Safety System market is estimated to be US \$4.2 billion.

50. The Occupant Safety Systems market is dominated and controlled by large manufacturers, the top three of which control a large portion of the global market. Autoliv controls more than 33% of the global market, TRW accounts for approximately 20% of the global market, and Takata controls an additional 20% of the global market.

51. The automotive industry in Canada and the United States is an integrated industry. Automobiles manufactured on both sides of the border are sold in Canada. The unlawful conspiracy affected prices of Occupant Safety Systems in the United States and Canada, including Ontario.

Investigations into International Cartel and Resulting Fines

United States

52. Autoliv Inc. has agreed to plead guilty and pay a fine of US\$14.5 million in respect of the role of its Japanese subsidiary in the alleged conspiracy to fix the prices of Occupant Safety Systems to Japanese OEMs from as early as March 1, 2006 and continuing until at least July 1, 2011.

53. TRW Germany has agreed to plead guilty and pay a fine of US\$5.1 million in respect of its role in the alleged conspiracy to fix the prices of Occupant Safety Systems to German OEMs from as early as March 1, 2006 and continuing until at least July 1, 2011.

54. Takata Corp has agreed to plead guilty and pay a fine of US\$71.3 million in respect of its role in the alleged conspiracy to fix the prices of Occupant Safety Systems from as early as March 1, 2006 and continuing until at least July 1, 2011.

55. Toyota Gosei has agreed to plead guilty and pay a fine of US \$26 million in respect of its role in the alleged conspiracy to fix the prices of Occupant Safety Systems from as early as Jan 1, 2003 and continuing until at least July 1, 2011.

56. Mitsubishi Electric has agreed to plead guilty and pay a fine of US\$190 million in respect of its role in the alleged conspiracy to fix prices of various automotive parts. As part of the Plea

Agreement, Mitsubishi Electric is required to provide cooperation regarding the alleged conspiracy to fix prices of airbags.

Plaintiffs Purchased New Vehicles Containing Occupant Safety Systems

57. During the Class Period, Sheridan purchased for resale the following brands of vehicles manufactured by GMCL or its affiliates: Chevrolet, Oldsmobile, and Cadillac.

58. During the Class Period, Sheridan also purchased for resale vehicles manufactured by the following other automotive manufacturers: Suzuki Canada Inc., CAMI Automotive Inc., GM Daewoo Auto & Technology Company, and Daewoo Motor Co.

59. During the Class Period, Pickering purchased for resale the following brands of vehicles manufactured by GMCL or its affiliates: Isuzu, Saab, and Saturn.

60. During the Class Period, Pickering also purchased for resale vehicles manufactured by the following other automotive manufacturers: Isuzu Motors Ltd., Adam Opel AG, and Subaru Canada Inc.

61. During the Class Period, Urlin purchased, for use as part of its fleet of rental vehicles, the following brands of vehicles: Toyota, Ford, General Motors, Chevrolet, Mazda, Dodge, Jeep, Mercedes, Nissan, Volkswagen, and Hyundai.

62. The vehicles purchased by Sheridan, Pickering, and Urlin were manufactured in whole or in part at various times in Ontario or other parts of Canada, the United States, Japan, and other parts of the world.

63. Sheridan, Pickering and Urlin purchased new vehicles containing Occupant Safety Systems during the Class Period.

64. Kate O'Leary Swinkels purchased a new BMW in 2008, which contained an Occupant Safety System.

65. Fady Samaha purchased a new Honda Civic in 2009, which contained an Occupant Safety System.

Breaches of Part VI of *Competition Act*

66. From at least as early as January 2003 until at least July 2011, the defendants and their unnamed co-conspirators engaged in a conspiracy (or possibly separate but related conspiracies) to rig bids for and to fix, maintain, increase, or control the prices of Occupant Safety Systems sold to customers in North America and elsewhere. The defendants and their unnamed co-conspirators conspired to enhance unreasonably the prices of Occupant Safety Systems and/or to lessen unduly competition in the production, manufacture, sale, and/or distribution of Occupant Safety Systems in North America and elsewhere. The conspiracy was intended to, and did, affect prices of Occupant Safety Systems and new vehicles containing Occupant Safety Systems.

67. The defendants and their unnamed co-conspirators carried out the conspiracy by:

- (a) participating in meetings, conversations, and communications in the United States, Japan, Europe, and elsewhere to discuss the bids (including RFQs) and price quotations to be submitted to OEMs selling automobiles in North America and elsewhere;
- (b) agreeing, during those meetings, conversations, and communications, on bids (including RFQs) and price quotations (including APRs) to be submitted to OEMs in North

America and elsewhere (including agreeing that certain defendants or co-conspirators would win the RFQs for certain models);

(c) agreeing on the prices to be charged and to control discounts (including APRs) for Occupant Safety Systems in North America and elsewhere and to otherwise fix, increase, maintain or stabilize those prices;

(d) agreeing, during those meetings, conversations, and communications, to allocate the supply of Occupant Safety Systems sold to OEMs in North America and elsewhere on a model-by-model basis;

(e) agreeing, during those meetings, conversations, and communications, to coordinate price adjustments in North America and elsewhere;

(f) submitting bids (including RFQs), price quotations, and price adjustments (including APRs) to OEMs in North America and elsewhere in accordance with the agreements reached;

(g) enhancing unreasonably the prices of Occupant Safety Systems sold in North America and elsewhere;

(h) selling Occupant Safety Systems to OEMs in North America and elsewhere for the agreed-upon prices, controlling discounts and otherwise fixing, increasing, maintaining or stabilizing prices for Occupant Safety Systems in North America and elsewhere;

(i) allocating the supply of Occupant Safety Systems sold to OEMs in North America and elsewhere on a model-by-model basis;

- (j) accepting payment for Occupant Safety Systems sold to OEMs in North America and elsewhere at collusive and supra-competitive prices;
- (k) engaging in meetings, conversations, and communications in the United States, Japan and elsewhere for the purpose of monitoring and enforcing adherence to the agreed-upon bid-rigging and price-fixing scheme;
- (l) actively and deliberately employing steps to keep their conduct secret and to conceal and hide facts, including but not limited to using code names, following security rules to prevent “paper trails,” abusing confidences, communicating by telephone, and meeting in locations where they were unlikely to be discovered by other competitors and industry participants; and
- (m) preventing or lessening, unduly, competition in the market in North America and elsewhere for the production, manufacture, sale, and/or distribution of Occupant Safety Systems.

68. As a result of the unlawful conduct alleged herein, the plaintiffs and other members of the Proposed Class paid unreasonably enhanced/supra-competitive prices for Occupant Safety Systems and/or new vehicles containing Occupant Safety Systems.

69. The conduct described above constitutes offences under Part VI of the *Competition Act*, in particular, sections 45(1), 46(1) and 47(1) of the *Competition Act*. The plaintiffs claim loss and damage under section 36(1) of the *Competition Act* in respect of such unlawful conduct.

Breach of Foreign Law

70. The defendants and their unnamed co-conspirators' conduct, particularized in this statement of claim, took place in, among other places, the United States, Japan, and Europe, where it was illegal and contrary to the competition laws of the United States, Japan, and Europe.

Civil Conspiracy

71. The defendants and their unnamed co-conspirators voluntarily entered into agreements with each other to use unlawful means which resulted in loss and damage, including special damages, to the plaintiffs and other members of the Proposed Class. The unlawful means include the following:

- (a) entering into agreements to rig bids and fix, maintain, increase, or control prices of Occupant Safety Systems sold to customers in North America and elsewhere in contravention of sections 45(1), 46(1), and 47(1) of the *Competition Act*; and
- (b) aiding, abetting and counselling the commission of the above offences, contrary to sections 21 and 22 of the *Criminal Code*, RSC 1985, c C-46.

72. In furtherance of the conspiracy, the defendants, their servants, agents and unnamed co-conspirators carried out the acts described in paragraph 67 above.

73. The defendants and their unnamed co-conspirators were motivated to conspire. Their predominant purposes and concerns were to harm the plaintiffs and other members of the Proposed Class by requiring them to pay artificially high prices for Occupant Safety Systems, and to illegally increase their profits on the sale of Occupant Safety Systems.

74. The defendants and their unnamed co-conspirators intended to cause economic loss to the plaintiffs and other members of the Proposed Class. In the alternative, the defendants and their unnamed co-conspirators knew in the circumstance, that their unlawful acts would likely cause injury.

Discoverability

75. Occupant Safety Systems are not exempt from competition regulation and thus, the plaintiffs reasonably considered the Occupant Safety Systems industry to be a competitive industry. A reasonable person under the circumstances would not have been alerted to investigate the legitimacy of the defendants' prices for Occupant Safety Systems.

76. Accordingly, the plaintiffs and other members of the Proposed Class did not discover, and could not discover through the exercise of reasonable diligence, the existence of the alleged conspiracy during the Class Period.

Fraudulent Concealment

77. The defendants and their co-conspirators actively, intentionally and fraudulently concealed the existence of the combination and conspiracy from the public, including the plaintiffs and other members of the Proposed Class. The defendants and their co-conspirators represented to customers and others that their pricing and bidding activities were unilateral, thereby misleading the plaintiffs. The affirmative acts of the defendants alleged herein, including acts in furtherance of the conspiracy, were fraudulently concealed and carried out in a manner that precluded detection.

78. The defendants' anti-competitive conspiracy was self-concealing. As detailed in paragraph 67 above, the defendants took active, deliberate and wrongful steps to conceal their participation in the alleged conspiracy.

79. Because the defendants' agreements, understandings and conspiracies were kept secret, plaintiffs and other members of the Proposed Class were unaware of the defendants' unlawful conduct during the Class Period, and they did not know, at the time, that they were paying supra-competitive prices for Occupant Safety Systems and/or new vehicles containing Occupant Safety Systems.

Unjust Enrichment

80. As a result of their conduct, the defendants benefited from a significant enhancement of their revenues on the sale of Occupant Safety Systems. All members of the Proposed Class have suffered a corresponding deprivation as a result of being forced to pay inflated prices for Occupant Safety Systems and/or new vehicles containing Occupant Safety Systems. There is no juristic reason or justification for the defendants' enrichment, as such conduct is tortious, unjustifiable and unlawful under the *Competition Act* and similar laws of other countries in which the unlawful acts took place.

81. It would be inequitable for the defendants to be permitted to retain any of the ill-gotten gains resulting from their unlawful conspiracy.

82. The plaintiffs and other members of the Proposed Class are entitled to the amount of the defendants' ill-gotten gains resulting from their unlawful and inequitable conduct.

Waiver of Tort

83. In the alternative to damages, in all of the circumstances, the plaintiffs plead an entitlement to “waive the tort” of civil conspiracy and claim an accounting or other such restitutionary remedy for disgorgement of the revenues generated by the defendants as a result of their unlawful conspiracy.

84. As a direct, proximate, and foreseeable result of the defendants’ wrongful conduct, the plaintiffs and other members of the Proposed Class overpaid for Occupant Safety Systems. As a result of the unlawful conspiracy, the defendants profited from the sale of Occupant Safety Systems at artificially inflated prices and were accordingly unjustly enriched. The defendants accepted and retained the unlawful overcharge. It would be unconscionable for the defendants to retain the unlawful overcharge obtained as a result of the alleged conspiracy.

Damages

85. The conspiracy had the following effects, among others:

- (a) price competition has been restrained or eliminated with respect to Occupant Safety Systems sold directly or indirectly to the plaintiffs and other members of the Proposed Class in Ontario and the rest of Canada;
- (b) the prices of Occupant Safety Systems sold directly or indirectly to the plaintiffs and other members of the Proposed Class in Ontario and the rest of Canada have been fixed, maintained, increased or controlled at artificially inflated levels; and

(c) the plaintiffs and other members of the Proposed Class have been deprived of free and open competition for Occupant Safety Systems in Ontario and the rest of Canada.

86. Occupant Safety Systems are identifiable, discrete physical products that remain essentially unchanged when incorporated into a vehicle. As a result, Occupant Safety Systems follow a traceable chain of distribution from the defendants to the OEMs (or alternatively to the Tier I Manufacturers and then to OEMs) and from the OEMs to automotive dealers to consumers or other end-user purchasers. Costs attributable to Occupant Safety Systems can be traced through the distribution chain.

87. By reason of the wrongful conduct alleged herein, the plaintiffs and the members of the Proposed Class have sustained losses by virtue of having paid higher prices for Occupant Safety Systems and/or new vehicles containing Occupant Safety Systems than they would have paid in the absence of the illegal conduct of the defendants and their unnamed co-conspirators. As a result, the plaintiffs and other members of the Proposed Class have suffered loss and damage in an amount not yet known but to be determined. Full particulars of the loss and damage will be provided before trial.

Punitive, Aggravated and Exemplary Damages

88. The defendants and their unnamed co-conspirators used their market dominance, illegality and deception in furtherance of a conspiracy to illegally profit from the sale of Occupant Safety Systems. They were, at all times, aware that their actions would have a significant adverse impact on all members of the Proposed Class. The conduct of the defendants and their unnamed co-conspirators was high-handed, reckless, without care, deliberate, and in disregard of the plaintiffs' and Proposed Class members' rights.

89. Accordingly, the plaintiffs request substantial punitive, exemplary and aggravated damages in favour of each member of the Proposed Class.

Service of Statement of Claim Outside Ontario

90. The plaintiffs are entitled to serve this statement of claim outside Ontario without a court order pursuant to the following rules of the *Rules of Civil Procedure*, RRO 1990, Reg 194 because:

- (a) Rule 17.02 (g) – the claim relates to a tort committed in Ontario;
- (b) Rule 17.02 (h) – the claim relates to damage sustained in Ontario arising from a tort; and
- (c) Rule 17.02 (o) – the defendants residing outside of Ontario are necessary and proper parties to this proceeding.

91. The plaintiffs propose that this action be tried at Toronto, Ontario.

Date: January 18, 2013

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Lawyers for the Plaintiffs

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

(Proceeding under the *Class Proceedings Act, 1992*)

**SECOND FRESH AS AMENDED CONSOLIDATED
STATEMENT OF CLAIM
(Occupant Safety Systems)**

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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

AFFIDAVIT OF HIROSHI SHIMIZU

(Sworn August 24, 2017)

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Lawyers for the Foreign Representatives
16849582

Tab 3

Court File No. CV-17-11857-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.)	FRIDAY, THE 1 ST
)	
JUSTICE HAINEY)	DAY OF SEPTEMBER, 2017

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

**AND IN THE MATTER OF TK HOLDINGS INC., AND THOSE OTHER COMPANIES
LISTED ON SCHEDULE "A" HERETO (the "Chapter 11 Debtors")**

**APPLICATION OF TK HOLDINGS INC.
UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

JAPANESE RECOGNITION ORDER

THIS MOTION, made by TK Holdings Inc. in its capacity as foreign representative (the "**U.S. Foreign Representative**") of the Chapter 11 Debtors, and by Takata Corporation in its capacity as foreign representative of the Japanese Debtors, (the "**Japanese Foreign Representative**", and collectively with the U.S. Foreign Representative, the "**Foreign Representatives**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Motion Record at Tab 3, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Scott E. Caudill sworn June 27, 2017 (the "**Caudill Affidavit**") and the Affidavit of Hiroshi Shimizu sworn August 24, 2017,

each filed, and upon being provided with copies of the documents required by s. 46 of the CCAA,

AND UPON HEARING the submissions of Canadian counsel for the Foreign Representatives, Canadian counsel for the Plan Sponsor (as defined in the Caudill Affidavit), counsel for FTI Consulting Inc., in its capacity as the information officer (the “**Information Officer**”), and any such other counsel as were present:

DEFINED TERMS AND SERVICE

1. **THIS COURT ORDERS** that all capitalized terms used but not defined herein have the meaning given to them in the Caudill Affidavit.
2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

AMENDMENTS TO RECOGNITION ORDERS

3. **THIS COURT ORDERS** that the Initial Recognition Order (Foreign Main Proceeding) issued by this Court on June 28, 2017 (the “**Initial Recognition Order**”) is hereby amended as provided in **Schedule “C”** hereto.
4. **THIS COURT ORDERS** that the Supplemental Recognition Order (Foreign Main Proceeding) issued by this Court on June 28, 2017 (the “**Supplemental Recognition Order**”, and collectively with the Initial Recognition Order, the “**Canadian Recognition Orders**”) is hereby amended as provided in **Schedule “D”** hereto.

AMENDMENTS TO TITLE OF PROCEEDINGS

5. **THIS COURT ORDERS** that the title of these proceedings is hereby amended and restated as follows:

**IN THE MATTER OF THE *COMPANIES’ CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF TK HOLDINGS INC., AND THOSE OTHER COMPANIES
LISTED ON SCHEDULE "A" HERETO (the "Chapter 11 Debtors")**

**AND IN THE MATTER OF TAKATA CORPORATION, AND THOSE OTHER
COMPANIES LISTED ON SCHEDULE "B" HERETO (the "Japanese Debtors", and
collectively with the Chapter 11 Debtors, the "Debtors")**

**APPLICATION OF TK HOLDINGS INC. AND TAKATA CORPORATION
UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

Schedule “A” – Chapter 11 Debtors

1. TK Holdings Inc.
2. Takata Americas
3. TK Finance, LLC
4. TK China, LLC
5. TK Mexico Inc.
6. TK Mexico LLC
7. Interiors in Flight, Inc.
8. Takata Protection Systems Inc.
9. TK Holdings de Mexico S. de R.L. de C.V.
10. Industrias Irvin de Mexico, S.A. de C.V.
11. Takata de Mexico, S.A. de C.V.
12. Stroshe-Mex, S. de R.L. de C.V.

Schedule “B” – Japanese Debtors

1. Takata Corporation
2. Takata Kyushu Corporation
3. Takata Service Corporation

Tab C

Schedule “C” – Amended Initial Recognition Order (Foreign Main Proceeding)

Court File No. CV-17-11857-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.)	WEDNESDAY, THE 28 th
)	
JUSTICE HAINEY)	DAY OF JUNE, 2017

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

**AND IN THE MATTER OF TAKATA CORPORATION, AND THOSE OTHER
COMPANIES LISTED ON SCHEDULE "B" HERETO (the "Japanese Debtors", and
collectively with the Chapter 11 Debtors, the "Debtors")**

**APPLICATION OF TK HOLDINGS INC. AND TAKATA CORPORATION
UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

**AMENDED INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made by TK Holdings Inc. in its capacity as foreign representative (the "**U.S. Foreign Representative**") of the Chapter 11 Debtors, and by Takata Corporation ("TKJP") in its capacity as foreign representative of the Japanese Debtors (the "**Japanese Foreign Representative**", and collectively with the U.S. Foreign Representative, the "**Foreign Representatives**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record at Tab 3, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Scott E. Caudill sworn June 27, 2017 (the "**Caudill Affidavit**")₂ ~~and~~ the affidavit of Sharon Kour sworn June 28, 2017 and

the Affidavit of Hiroshi Shimizu sworn August 24, 2017, each filed, and upon being provided with copies of the documents required by s. 46 of the CCAA,

AND UPON BEING ADVISED by Canadian counsel for the U.S.—Foreign Representatives that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought substantially in the form enclosed in the Application Record at Tab 4,

AND UPON HEARING the submissions of Canadian counsel for the U.S.—Foreign Representatives, Canadian counsel for the Plan Sponsor (as defined in the Caudill Affidavit) and counsel for the proposed information officer, FTI Consulting Canada Inc. (the "**Proposed Information Officer**"), and upon being advised that no other persons were served with the Notice of Application:

DEFINED TERMS AND SERVICE

1. **THIS COURT ORDERS** that all capitalized terms used but not defined herein have the meaning given to them in the Caudill Affidavit.
2. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

FOREIGN REPRESENTATIVES

3. **THIS COURT ORDERS AND DECLARES** that the U.S. Foreign Representative is the "foreign representative" as defined in section 45 of the CCAA of the Chapter 11 Debtors in respect of the petitions commenced by the Chapter 11 Debtors in the United States Bankruptcy Court, District of Delaware for relief under chapter 11 of title 11 of the United States Code (the "**Chapter 11 Proceedings**").
4. **THIS COURT ORDERS AND DECLARES** that the Japanese Foreign Representative is the "foreign representative" as defined in section 45 of the CCAA of the Japanese Debtors in respect of the petition commenced by the Japanese Debtors with the 20th Department of the Civil

Division of the Tokyo District Court pursuant to Article 21(1) of the Civil Rehabilitation Act of Japan (the "**Japanese Proceedings**").

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDINGS

5. **THIS COURT DECLARES** that the centre of main interests for each of the Chapter 11 Debtors is in the United States of America, and that the Chapter 11 Proceedings are hereby recognized as "foreign main proceedings" as defined in section 45 of the CCAA.

6. **THIS COURT DECLARES** that the centre of main interests for each of the Japanese Debtors is in Japan, and that the Japanese Proceedings are hereby recognized as "foreign main proceedings" as defined in section 45 of the CCAA.

STAY OF PROCEEDINGS

7. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any ~~Chapter 11~~ Debtor under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;
- (b) further proceedings in any action, suit or proceeding against any ~~Chapter 11~~ Debtor are restrained; and
- (c) the commencement of any action, suit or proceeding against any ~~Chapter 11~~ Debtor is prohibited.

NO SALE OF PROPERTY

8. **THIS COURT ORDERS** that, except with leave of this Court, each of the ~~Chapter 11~~ Debtors is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

GENERAL

9. **THIS COURT ORDERS** that within 7 days from the date of this Order, or as soon as reasonably practicable after the entry of this Order, the U.S. Foreign Representative, with the

assistance of the Proposed Information Officer, shall (a) cause to be published a notice substantially in the form attached to this Order as **Schedule B-C** (the “**Notice of Recognition Proceeding**”), once a week for two consecutive weeks, in the Globe and Mail (National Edition) and the National Post; and (b) send a copy of the Notice of Recognition Proceeding and this Order to the proposed representative plaintiffs in each Canadian Class Action and the plaintiff(s) in each Canadian Personal Injury Action, in each case by sending a copy to counsel of record by email in accordance with the E-Service Protocol of the Commercial List (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>), service of which will be effective on transmission, or by prepaid ordinary mail, courier, personal delivery or facsimile transmission service of which will be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

10. **THIS COURT ORDERS** that, as soon as reasonably practicable after September 1, 2017, and in any event by September 8, 2017, the Japanese Foreign Representative, with the assistance of the Proposed Information Officer, shall cause to be published a notice substantially in the form attached to this Order as Schedule D (the “Supplemental Notice of Recognition Proceeding”), once a week for two consecutive weeks, in the Globe and Mail (National Edition) and the National Post.

11. **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 the ~~Chapter 11~~ Debtors and the ~~U.S.~~ Foreign Representatives and their respective counsel and agents in carrying out the terms of this Order.

12. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective with respect to the Chapter 11 Debtors, the Chapter 11 Proceedings and the U.S. Foreign Representative as of 12:01 a.m. on the date of this Order.

13. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective with respect to the Japanese Debtors, the Japanese Proceedings and the Japanese Foreign Representative as of 12:01 a.m. on September 1, 2017.

14. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days' notice to be delivered on or before July 12, 2017 to the ~~Chapter 11 Debtors, the U.S. Foreign Representatives,~~ the Proposed Information Officer, the Plan Sponsor and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

Schedule “A” – Chapter 11 Debtors

1. TK Holdings Inc.
2. Takata Americas
3. TK Finance, LLC
4. TK China, LLC
5. TK Mexico Inc.
6. TK Mexico LLC
7. Interiors in Flight, Inc.
8. Takata Protection Systems Inc.
9. TK Holdings de Mexico S. de R.L. de C.V.
10. Industrias Irvin de Mexico, S.A. de C.V.
11. Takata de Mexico, S.A. de C.V.
12. Stroshe-Mex, S. de R.L. de C.V.

Schedule “B” – Japanese Debtors

1. Takata Corporation
2. Takata Kyushu Corporation
3. Takata Service Corporation

Schedule ~~“B”~~ “C” – Notice of Recognition Proceeding

Court File No.

**IN THE MATTER OF THE COMPANIES’ CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF TK HOLDINGS INC., AND THOSE OTHER COMPANIES
LISTED ON SCHEDULE “A”**

**APPLICATION OF TK HOLDINGS INC.
UNDER SECTION 46 OF THE
COMPANIES’ CREDITORS ARRANGEMENT ACT**

NOTICE OF RECOGNITION ORDERS

PLEASE BE ADVISED that this Notice is pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), granted on June 28, 2017.

PLEASE TAKE NOTICE that, on June 25, 2017, TK Holdings Inc., Takata Americas, TK Finance, LLC, TK China, LLC, TK Mexico Inc., TK Mexico LLC, Interiors in Flight, Inc., Takata Protection Systems Inc., TK Holdings de Mexico S. de R.L. de C.V., Industrias Irvin de Mexico, S.A. de C.V., Takata de Mexico, S.A. de C.V., and Strosshe-Mex, S. de R.L. de C.V. (collectively, the “**Chapter 11 Debtors**”), commenced proceedings in the United States Bankruptcy Court, District of Delaware for relief under chapter 11 of title 11 of the United States Code (the “**Chapter 11 Proceedings**”). In connection with the Chapter 11 Proceedings, TK Holdings Inc. has been appointed as the foreign representative (the “**U.S. Foreign Representative**”).

PLEASE TAKE FURTHER NOTICE that an Initial Recognition Order and Supplemental Order (together, the “**Recognition Orders**”) have been issued by the Canadian Court pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (Canada) (the “**Canadian Recognition Proceedings**”) that, among other things: (i) recognizes the Chapter 11 Proceedings as “foreign main proceedings”; (ii) recognizes TK Holdings Inc. as the foreign representative of the Chapter 11 Debtors; (iii) orders a stay of proceedings in Canada of any action, suit or proceeding against any Chapter 11 Debtor, among other things; (iv) recognizes certain orders made in the Chapter 11 Proceedings; and (v) appoints FTI Consulting Canada Inc. as “Information Officer” in the Canadian Recognition Proceedings.

PLEASE TAKE FURTHER NOTICE that the Information Officer has established a website at <http://cfcanada.fticonsulting.com/tkholdingsinc/> (the “**Website**”) on which it will post all Orders of the Canadian Court made in the Canadian Recognition Proceedings and all reports of the Information Officer filed in the Canadian Recognition Proceedings, among other things. Any person who wishes to receive a copy of the Recognition Orders or obtain any further information

in respect thereof or in respect of the matters set forth in this Notice, should have regard to the Website and/or contact the Information Officer at:

FTI Consulting Canada Inc.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, Ontario M5K 1G8

Attention: Jeffrey Rosenberg
Tel: 416-649-8073
Fax: 416-649-8101
Email: jeffrey.rosenberg@fticonsulting.com

PLEASE TAKE FURTHER NOTICE that legal counsel for the U.S. Foreign Representative is:

McCarthy Tétrault LLP

Suite 5300, TD Bank Tower
Box 48, 66 Wellington Street West
Toronto ON M5K 1E6

Attention: Heather L. Meredith and Eric S. Block
Tel: 416-601-8342/416-601-7792
Fax: 416-868-0673
Email: hmeredith@mccarthy.ca/eblock@mccarthy.ca

PLEASE TAKE FURTHER NOTICE that additional information regarding the Chapter 11 Proceedings may also be accessed by contacting counsel to the Chapter 11 Debtors in the Chapter 11 Proceedings at:

Weil, Gotshal & Manges LLP

767 Fifth Avenue
New York, NY, 10153
United States

Attention: Marcia L. Goldstein
Tel: 212-310-8214
Fax: 212-310-8007
Email: marcia.goldstein@weil.com

And via the website established in the Chapter 11 Proceedings at <http://●>.

Dated at Toronto, Ontario this ● day of ●, 2017.

Schedule “D” – Supplemental Notice of Recognition Proceeding

Court File No. CV-17-11857-00CL

**IN THE MATTER OF THE COMPANIES’ CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF TK HOLDINGS INC., AND THOSE OTHER COMPANIES
LISTED ON SCHEDULE “A”**

**AND IN THE MATTER OF TAKATA CORPORATION, AND THOSE OTHER
COMPANIES LISTED ON SCHEDULE “B”**

**APPLICATION OF TK HOLDINGS INC. AND TAKATA CORPORATION
UNDER SECTION 46 OF THE
COMPANIES’ CREDITORS ARRANGEMENT ACT**

NOTICE OF RECOGNITION ORDERS

PLEASE BE ADVISED that this Notice is pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”), granted on June 28, 2017, as amended on August 25, 2017.

PLEASE TAKE NOTICE that, on June 26, 2017, Takata Corporation (“**TKJP**”), Takata Kyushi Corporation, and Takata Service Corporation (collectively, the “**Japanese Debtors**”), commenced proceedings in the with the 20th Department of the Civil Division of the Tokyo District Court (the “**Japanese Court**”) pursuant to Article 21(1) of the Civil Rehabilitation Act of Japan (the “**Japanese Proceedings**”). In connection with the Japanese Proceedings, Takata Corporation has been appointed as the foreign representative (the “**Japanese Foreign Representative**”).

PLEASE TAKE FURTHER NOTICE that the Canadian Court issued an Initial Recognition Order and Supplemental Recognition Order (together, the “**Recognition Orders**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (Canada) (the “**Canadian Recognition Proceedings**”) that, among other things: (i) recognizes the proceeding commenced by TK Holdings Inc. (“**TKH**”), Takata Americas and certain subsidiaries (the “**Chapter 11 Debtors**”) in the United States Bankruptcy Court, District of Delaware for relief under Chapter 11 of title 11 of the United States Code (the “**Chapter 11 Proceedings**”) as “foreign main proceedings”; (ii) recognizes TKH as the foreign representative of the Chapter 11 Debtors; (iii) orders a stay of proceedings in Canada of any action, suit or proceeding against any Chapter 11 Debtor; (iv) recognizes certain orders made in the Chapter 11 Proceedings; and (v) appoints FTI Consulting Canada Inc. as “Information Officer” in the Canadian Recognition Proceedings.

PLEASE TAKE FURTHER NOTICE that the Canadian Court issued an Amended Initial Recognition Order and Supplemental Order (together, the “**Amended Recognition Orders**”) in the Canadian Recognition Proceedings that, among other things: (i) recognizes the Japanese Proceedings as “foreign main proceedings”; (ii) recognizes TKJP as the foreign representative of the Japanese Debtors; (iii) extends the stays and protections granted in the Recognition Orders to the Japanese Debtors; (iv) recognizes certain orders made in the Japanese Proceedings; and (v) extends the mandate of the Information Officer to the Japanese Debtors and the Japanese Proceedings.

PLEASE TAKE FURTHER NOTICE that the deadline for potential creditors to file a proof of rehabilitation claim with respect to the Japanese Debtors in the Japanese Proceedings was August 25, 2017. Pursuant to Article 95, Section 1 of the *Civil Rehabilitation Act of Japan*, where a holder of a rehabilitation claim has failed to timely submit a claim, the claims submission deadline can be extended for that creditor for a period of one month where the reason for failure to submit a claim is not attributable to the holder. However, proofs of claim may not be submitted under this extended deadline after an order has been entered to submit a proposed rehabilitation plan to creditors for voting, which the Japanese Court Orders contemplate occurring on or before November 27, 2017.

PLEASE TAKE FURTHER NOTICE that the Information Officer has established a website at <http://cfcanada.fticonsulting.com/tkholdingsinc/> (the “**Website**”) on which it will post all Orders of the Canadian Court made in the Canadian Recognition Proceedings and all reports of the Information Officer filed in the Canadian Recognition Proceedings, among other things. Any person who wishes to receive a copy of the Amended Recognition Orders or obtain any further information in respect thereof or in respect of the matters set forth in this Notice, should have regard to the Website and/or contact the Information Officer at:

FTI Consulting Canada Inc.

TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, Ontario M5K 1G8

Attention: Jeffrey Rosenberg

Tel: 416-649-8103

Fax: 416-649-8101

Email: tkholdings@fticonsulting.com

PLEASE TAKE FURTHER NOTICE that legal counsel for the Japanese Foreign Representative is:

McCarthy Tétrault LLP
Suite 5300, TD Bank Tower
Box 48, 66 Wellington Street West
Toronto ON M5K 1E6

Attention: Heather L. Meredith and Eric S. Block

Tel: 416-362-1812

Fax: 416-868-0673

Email: hmeredith@mccarthy.ca/eblock@mccarthy.ca

PLEASE TAKE FURTHER NOTICE that additional information regarding the Japanese Proceedings, including the deadline to file claims against the Japanese Debtors, may be obtained by visiting <http://www.takata.com>, or by contacting counsel to the Japanese Debtors in the Japanese Proceedings at:

Nagashima Ohno & Tsunematsu

JP Tower, 2-7-2 Marunouchi, Chiyoda-ku

Tokyo 100-7036, Japan

Attention: Tomohiro Okawa

Tel: +81-3-6889-7000

Fax: +81-3-6889-8000

Email: tomohiro_okawa@noandt.com

Dated at Toronto, Ontario this ● day of ●, 2017.

IN THE MATTER OF APPLICATION OF AN APPLICATION BY TK HOLDINGS INC.
AND TAKATA CORPORATION UNDER SECTION 46 OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

**AMENDED INITIAL RECOGNITION
ORDER**

McCarthy Tétrault LLP

Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6

Heather L. Meredith LSUC#: 48354R

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Lawyers for the U.S.-Foreign Representatives
16785641

Tab D

Schedule “D” – Amended Supplemental Order (Foreign Main Proceeding)

Court File No. CV-17-11857-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.)	WEDNESDAY, THE 28 th
)	
JUSTICE HAINEY)	DAY OF JUNE, 2017

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

**AND IN THE MATTER OF TK HOLDINGS INC., AND THOSE OTHER COMPANIES
LISTED ON SCHEDULE "A" HERETO (the "Chapter 11 Debtors")**

**AND IN THE MATTER OF TAKATA CORPORATION, AND THOSE OTHER
COMPANIES LISTED ON SCHEDULE "B" HERETO (the "Japanese Debtors", and
collectively with the Chapter 11 Debtors, the "Debtors")**

**APPLICATION OF TK HOLDINGS INC. AND TAKATA CORPORATION
UNDER SECTION 46 OF THE
*COMPANIES' CREDITORS ARRANGEMENT ACT***

AMENDED SUPPLEMENTAL ORDER
(FOREIGN MAIN PROCEEDING)

THIS APPLICATION, made by TK Holdings Inc. in its capacity as foreign representative (the "**U.S. Foreign Representative**") of the Chapter 11 Debtors, and by Takata Corporation in its capacity as foreign representative of the Japanese Debtors (the "**Japanese Foreign Representative**", and collectively with the U.S. Foreign Representative, the "**Foreign Representatives**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record at Tab 5, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Scott E. Caudill sworn June 27, 2017 (the "**Caudill Affidavit**"), ~~and~~ the affidavit of Sharon Kour sworn June 28, 2017 and the Affidavit of Hiroshi Shimizu sworn August 24, 2017, each filed, and on hearing the submissions of Canadian counsel for the ~~U.S.~~ Foreign Representatives, Canadian counsel for the Plan Sponsor (as defined in the Caudill Affidavit) and counsel for the proposed information officer, FTI Consulting Canada Inc., which parties were served on a confidential basis, and upon being advised that no other persons were served with the Notice of Application, and on reading the consent of FTI Consulting Canada Inc. to act as the information officer:

DEFINED TERMS AND SERVICE

1. **THIS COURT ORDERS** that all capitalized terms used but not defined herein have the meaning given to them in the Caudill Affidavit.
2. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

INITIAL RECOGNITION ORDER

3. **THIS COURT ORDERS** that the provisions of this Amended Supplemental Order shall be interpreted in a manner complementary and supplementary to the provisions of the Amended Initial Recognition Order (Foreign Main Proceeding) dated June 28, 2017 (the "**Initial Recognition Order**"), provided that in the event of a conflict between the provisions of this Amended Supplemental Order and the provisions of the Amended Initial Recognition Order, the provisions of the Amended Initial Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following orders, copies of which are attached as Schedule "B" to "O" of this Order, (collectively, the "**U.S. First Day Orders**") of the United States Bankruptcy Court, District of Delaware made in the Chapter 11 Proceedings are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) Order Directing Joint Administration of Chapter 11 Cases;
- (b) Order Appointing Prime Clerk LLC as Claims and Noticing Agent;
- (c) Interim Order (i) Authorizing Debtors to Enter into Accommodation Agreement and Access Agreement With Certain Customers, (ii) Granting Adequate Protection to Certain Consenting OEMs in Connection Therewith, (iii) Modifying the Automatic Stay to Implement and Effectuate the Terms of the Interim Order, and (vi) Scheduling a Final Hearing;
- (d) Interim Order (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Provide Certain Postpetition Claims Administrative Expense Priority, (D) Continue Intercompany Funding of Certain Non-Debtors, and (E) Maintain Existing Bank Accounts and Business Forms; and (II) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b);
- (e) Interim Order to (I) Pay Prepetition Wages, Salaries, and Other Compensation and Benefits, and (II) Maintain Employee Benefit Programs and Pay Related Administrative Obligations;
- (f) Interim Order to Pay Prepetition Obligations Owed to Certain Critical Vendors;
- (g) Interim Order Authorizing the Debtors to (I) Pay Prepetition Obligations Owed to Certain Foreign Vendors and Lien Claimants and (II) Grant Administrative Status for Certain Goods Delivered to Debtors Postpetition;
- (h) Interim Order to (I) Continue Tooling and Warranty Programs in the Ordinary Course of Business and Pay Prepetition Obligations Related Thereto, and (II) Authorize Banks to Honor and Process Related Checks and Transfers;
- (i) Interim Order to Continue Insurance and Surety Bond Programs and Pay All Obligations With Respect Thereto;

- (j) Interim Order to (I) Pay Certain Prepetition Taxes and Assessments, and (II) Authorize Banks to Honor and Process Related Checks and Transfers;
- (k) Interim Order (I) Approving Debtors' Proposed form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service;
- (l) Order Enforcing the Protections of 11 U.S.C. §§ 362, 365, 525, and 541(c);
- (m) Order Authorizing TK Holdings, Inc. to Act as Foreign Representative on Behalf of the Debtors' Estates; and
- (n) Order Implementing Certain Notice Procedures and Approving the Form and Manner of Notice of Commencement (the "**U.S. First Day Orders**").

5. **THIS COURT ORDERS** that the following orders, copies of which are attached as **Schedule "Q" to "V"** of this Order, (the "**Japanese Court Orders**", and collectively with the **U.S. First Day Orders**, the "**Initial Foreign Orders**") of the 20th Department of the Civil Division of the Tokyo District Court made in the Japanese Proceedings are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) Order Commencing Rehabilitation Proceedings for Takata Corporation, dated June 28, 2017, except Article 2 of that Order;
- (b) Order Appointing Supervisor of Takata Corporation, dated June 28, 2017;
- (c) Order Commencing Rehabilitation Proceedings for Takata Kyushu Corporation, dated June 28, 2017, except Article 2 of that Order;
- (d) Order Appointing Supervisor of Takata Kyushu Corporation, dated June 28, 2017
- (e) Order Commencing Rehabilitation Proceedings for Takata Service Corporation, dated June 28, 2017, except Article 2 of that Order; and

(f) Order Appointing Supervisor of Takata Service Corporation, dated June 28, 2017.

6. **THIS COURT ORDERS AND DECLARES** that, in the event of any conflict between the terms of the ~~U.S. First Day Initial Foreign~~ Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property (as defined below) in Canada.

APPOINTMENT OF INFORMATION OFFICER

7. **THIS COURT ORDERS** that FTI Consulting Canada Inc. (the "**Information Officer**") is hereby appointed as an officer of this Court, with the powers and duties set out herein.

NO PROCEEDINGS AGAINST THE ~~CHAPTER 11~~ DEBTORS OR THE PROPERTY

8. **THIS COURT ORDERS** that until such date as this Court may order (the "**Stay Period**") no proceeding or enforcement process in any court or tribunal in Canada, including but not limited to the Canadian Actions (each, a "**Proceeding**") shall be commenced or continued against or in respect of the ~~Chapter 11~~ Debtors or affecting their business (the "**Business**") or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "**Property**"), except with leave of this Court, and any and all Proceedings currently under way against or in respect of any of the ~~Chapter 11~~ Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

9. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") against or in respect of the ~~Chapter 11~~ Debtors, or affecting the Business or the Property, are hereby stayed and suspended except with leave of this Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies outside of Canada, (ii) empower any of the ~~Chapter 11~~ Debtors to carry on any business in Canada which that ~~Chapter 11~~ Debtor is not lawfully entitled to carry on, (iii) affect such investigations or Proceedings by a regulatory body as are

permitted by section 11.1 of the CCAA, (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

10. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the ~~Chapter 11~~ Debtors and affecting the Business in Canada, except with leave of this Court.

ADDITIONAL PROTECTIONS

11. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the ~~Chapter 11~~ Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Property or Business of the ~~Chapter 11~~ Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the ~~Chapter 11~~ Debtors.

12. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the ~~Chapter 11~~ Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the ~~Chapter 11~~ Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

13. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment

or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO INFORMATION OFFICER

14. **THIS COURT ORDERS** that the Information Officer:

- (a) is hereby authorized to provide such assistance to the ~~U.S.~~ Foreign Representatives in the performance of ~~its~~ their duties as the ~~U.S.~~ Foreign Representatives may reasonably request;
- (b) shall report to this Court at least once every three months with respect to the status of these proceedings and the status of the ~~Chapter 11~~ Foreign Proceedings, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;
- (c) in addition to the periodic reports referred to in paragraph 14(b) above, the Information Officer may report to this Court at such other times and intervals as the Information Officer may deem appropriate with respect to any of the matters referred to in paragraph 14(b) above;
- (d) shall have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the ~~Chapter 11~~ Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (e) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

15. **THIS COURT ORDERS** that the ~~Chapter 11~~ Debtors and the ~~U.S.~~ Foreign Representatives shall (i) advise the Information Officer of all material steps taken by the ~~Chapter 11~~ Debtors or the ~~U.S.~~ Foreign Representatives in these proceedings or in the ~~Chapter 11~~ Foreign Proceedings, (ii) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (iii) provide the Information Officer with the

assistance that is necessary to enable the Information Officer to adequately carry out its functions.

16. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

17. **THIS COURT ORDERS** that the Information Officer (i) shall post on its website all Orders of this Court made in these proceedings, all reports of the Information Officer filed herein, and such other materials as this Court may order from time to time, and (ii) may post on its website any other materials that the Information Officer deems appropriate.

18. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a ~~Chapter 11~~ Debtor with information provided by the ~~Chapter 11~~ Debtors in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the ~~Chapter 11~~ Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the ~~U.S.-Foreign Representatives~~ and the relevant ~~Chapter 11~~ Debtors may agree.

19. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer shall be paid by the ~~Chapter 11~~ Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The ~~Chapter 11~~ Debtors are hereby authorized and directed to pay the accounts of the Information Officer and counsel for the Information Officer and counsel for the ~~U.S.-Foreign Representatives~~ on a weekly basis and, in addition, the ~~Chapter 11~~ Debtors are hereby authorized to pay to the Information Officer and counsel to the ~~U.S.-Foreign Representatives~~, *nunc pro tunc* retainers in the amounts of \$75,000 and \$100,000, respectively, to be held by

them as security for payment of their respective fees and disbursements outstanding from time to time.

20. **THIS COURT ORDERS** that, if requested by ~~the~~ any ~~U.S.~~ Foreign Representative, this Court or any interested party, the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the ~~Chapter 11~~ Foreign Proceedings.

SERVICE AND NOTICE

21. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 of the *Rules of Civil Procedure* (Ontario), this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the *Rules of Civil Procedure* (Ontario). Subject to Rule 3.01(d) of the *Rules of Civil Procedure* (Ontario) and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established by the Information Officer in accordance with the Protocol with the following URL: <http://cfcanada.fticonsulting.com/tkholdingsinc/>.

22. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the ~~Chapter 11~~ Debtors, the ~~U.S.~~ Foreign Representatives and the Information Officer are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the ~~Chapter 11~~ Debtors’ creditors or other interested parties at their respective addresses as last shown on the records of the applicable ~~Chapter 11~~ Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be

received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

23. **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

24. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America, Japan or elsewhere, to give effect to this Order and to assist the ~~Chapter 11~~ Debtors, the U.S. Foreign Representatives, the Information Officer, and their respective 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 the ~~Chapter 11~~ Debtors, the U.S. Foreign Representatives, 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 the ~~Chapter 11~~ Debtors, the U.S. Foreign Representatives, and the Information Officer and their respective agents in carrying out the terms of this Order.

25. **THIS COURT ORDERS** that each of the ~~Chapter 11~~ Debtors, the U.S. Foreign Representatives and the Information Officer be at liberty and is 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.

26. **THIS COURT ORDERS** that the Guidelines for Court-to-Court Communications in Cross-Border Cases developed by the American Law Institute and attached as **Schedule “P”** hereto is adopted by this Court for the purposes of these recognition proceedings.

27. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days’ notice to be delivered on or before July 12, 2017 to the ~~Chapter 11~~ Debtors, the U.S. Foreign Representatives, the Proposed Information Officer, the Plan Sponsor and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

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

Schedule “A” – Chapter 11 Debtors

1. TK Holdings Inc.
2. Takata Americas
3. TK Finance, LLC
4. TK China, LLC
5. TK Mexico Inc.
6. TK Mexico LLC
7. Interiors in Flight, Inc.
8. Takata Protection Systems Inc.
9. TK Holdings de Mexico S. de R.L. de C.V.
10. Industrias Irvin de Mexico, S.A. de C.V.
11. Takata de Mexico, S.A. de C.V.
12. Stroshe-Mex, S. de R.L. de C.V.

Schedule “B” – Japanese Debtors

1. Takata Corporation
2. Takata Kyushu Corporation
3. Takata Service Corporation

Schedule ~~“B”~~ “C” – Order Directing Joint Administration of Chapter 11 Cases

See attached.

**Schedule ~~“C”~~ “D” – Order for Appointment of Prime Clerk LLC
as Claims and Noticing Agent**

See attached.

Schedule ~~“D”~~ “E” – Interim Order (i) Authorizing Debtors to Enter into Accommodation Agreement and Access Agreement With Certain Customers, (ii) Granting Adequate Protection to Certain Consenting OEMs in Connection Therewith, (iii) Modifying the Automatic Stay to Implement and Effectuate the Terms of the Interim Order, and (vi) Scheduling a Final Hearing

See attached.

Schedule “~~E~~” “F” – Interim Order (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Provide Certain Postpetition Claims Administrative Expense Priority, (D) Continue Intercompany Funding of Certain Non-Debtors, and (E) Maintain Existing Bank Accounts and Business Forms; and (II) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b)

See attached.

Schedule ~~“F”~~ “G” – Interim Order to (I) Pay Prepetition Wages, Salaries, and Other Compensation and Benefits, and (II) Maintain Employee Benefit Programs and Pay Related Administrative Obligations

See attached.

**Schedule ~~“G”~~ “H” – Interim Order to Pay Prepetition Obligations Owed to Certain
Critical Vendors**

See attached.

Schedule ~~“H”~~ “T” – Interim Order Authorizing the Debtors to (I) Pay Prepetition Obligations Owed to Certain Foreign Vendors and Lien Claimants and (II) Grant Administrative Status for Certain Goods Delivered to Debtors Postpetition

See attached.

Schedule ~~“F”~~ “J” – Interim Order to (I) Continue Tooling and Warranty Programs in the Ordinary Course of Business and Pay Prepetition Obligations Related Thereto, and (II) Authorize Banks to Honor and Process Related Checks and Transfers

See attached.

**Schedule ~~“J”~~ “K” – Interim Order to Continue Insurance and Surety Bond Programs
and Pay All Obligations With Respect Thereto**

See attached.

Schedule ~~“K”~~ “L” – Interim Order to (I) Pay Certain Prepetition Taxes and Assessments, and (II) Authorize Banks to Honor and Process Related Checks and Transfers;

See attached.

Schedule ~~“L”~~ “M” – Interim Order (I) Approving Debtors’ Proposed form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service

See attached.

Schedule “~~M~~” “N” – Order Enforcing the Protections of 11 U.S.C. §§ 362, 365, 525, and 541(c)

See attached.

Schedule ~~“N”~~ “O” – Order Authorizing TK Holdings, Inc. to Act as Foreign Representative on Behalf of the Debtors’ Estates

See attached.

Schedule “~~Q~~” “P” – Order Implementing Certain Notice Procedures and Approving the Form and Manner of Notice of Commencement

See attached.

Schedule “P” – Guidelines for Court-to-Court Communications in Cross-Border Cases

See attached.

Schedule “Q” – Order Commencing Rehabilitation Proceedings for Takata Corporation

See attached.

**Schedule “R” – Order Appointing Supervisor of Takata Corporation, dated June 28,
2017**

See attached.

Schedule “S” – Order Commencing Rehabilitation Proceedings for Takata Kyushu Corporation, dated June 28, 2017

See attached.

**Schedule “T” – Order Appointing Supervisor of Takata Kyushu Corporation, dated
June 28, 2017**

See attached.

Schedule “U” – Order Commencing Rehabilitation Proceedings for Takata Service Corporation, dated June 28, 2017

See attached.

**Schedule “V” – Order Appointing Supervisor of Takata Service Corporation, dated
June 28, 2017**

See attached.

IN THE MATTER OF APPLICATION OF AN APPLICATION BY TK HOLDINGS INC.
AND TAKATA CORPORATION UNDER SECTION 46 OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

**AMENDED SUPPLEMENTAL
RECOGNITION ORDER**

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IN THE MATTER OF APPLICATION OF AN APPLICATION BY TK HOLDINGS INC.
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*

Court File No. CV-17-11857-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

JAPANESE RECOGNITION ORDER

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IN THE MATTER OF APPLICATION OF AN APPLICATION BY TK HOLDINGS INC.
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*

Court File No. CV-17-11857-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

**MOTION RECORD
(Re: Recognition of Japanese Proceedings
and Court Orders)
(Returnable September 1, 2017)**

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