Nos. 22-2003, 22-2004, 22-2005, 22-2006,
22-2007, 22-2008, 22-2009, 22-2010, 22-2011

IN THE UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT

In re: LTL Management, LLC

Debtor

Official Committee of Talc Claimants,

Appellant,

v.

LTL Management, LLC,

Appellee.

Appeal from the United States Bankruptcy Court
for the District of New Jersey

BRIEF OF WASHINGTON LEGAL FOUNDATION AS *AMICUS CURIAE* IN SUPPORT OF DEBTOR-APPELLEE AND AFFIRMANCE

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CORPORATE DISCLOSURE STATEMENT

Washington Legal Foundation is a nonprofit corporation under § 501(c)(3) of the Internal Revenue Code. WLF has no parent company, issues no stock, and no publicly held company owns an interest in it.

August 22, 2022

/s/ Cory L. Andrews
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IDENTITY OF *AMICUS CURIAE*[*]

Washington Legal Foundation is a nonprofit, public-interest law firm and policy center with supporters nationwide. WLF promotes free enterprise, individual rights, limited government, and the rule of law. It has appeared as *amicus curiae* in bankruptcy cases of public importance. *See*, *e.g.*, *Stern v. Marshall*, 564 U.S. 462 (2011); *Ind. State Police Pension Tr. v. Chrysler LLC*, 558 U.S. 1087 (2009). WLF agrees with the bankruptcy court that, applying the law to the facts of this case, Chapter 11 restructuring provides the easiest and fairest means to recovery for all current and future talc claimants.

SUMMARY OF THE ARGUMENT

Bankruptcy courts are driven by "the general Code policy of maximizing the value of the bankruptcy estate." *Toibb v. Radloff*, 501 U.S. 157, 163 (1991). LTL Management's filing under chapter 11 to help address its present and future mass tort liability maximizes the value of

[*] No party's counsel authored any part of this brief. No one, apart from WLF and its counsel, contributed money intended to fund the brief's preparation or submission. Counsel of record for both Appellant and Appellee have consented to WLF's filing this brief.

the bankruptcy estate by avoiding liquidation and ensuring that assets are available to talc claimants—both present and future.

A debtor proceeding in bankruptcy to maximize claimants' recovery stands in stark contrast to one navigating the inefficient and unduly expensive mass tort system. That mass tort system—whether in state or federal court (including in multi-district litigation)—does not consider the disastrous effects that early verdicts can have on a debtor's ability to pay later claimants. Because there are tens of thousands of current claimants here, and presumably many tens of thousands of future claimants, the mass tort system serves as an unattractive means of resolving mass tort liability due to increased attorneys' fees and greater exposure to punitive damages awards. The bankruptcy court's flexibility in fashioning relief by maximizing the value of a bankruptcy estate and equitably spreading it across both present and future claimants makes bankruptcy the proper and superior vehicle for resolving these claims.

Contrary to Appellants' contention, proceeding in bankruptcy would not strip claimants of redress. Rather, bankruptcy is the only way to ensure that future claimants may still be compensated for injuries

even if they do not win the race to the courthouse to enroll their judgment before the debtor's assets are depleted.

Further, as the court below held, there was nothing unlawful or improper with using the Texas divisional merger statute here. Appellants' claim that the Texas divisional merger statute will be abused in other, unrelated cases lacks support and does not warrant dismissal of this bankruptcy proceeding.

For these reasons, the Court should affirm the bankruptcy court's denial of Appellants' motions to dismiss.

ARGUMENT

I. BANKRUPTCY COURT OVERSIGHT PROVIDES A MORE EFFICIENT SYSTEM OF RECOVERY FOR CLAIMANTS HERE.

One of the key policies underlying a chapter 11 reorganization is the "policy of maximizing the value of the bankruptcy estate." *Toibb*, 501 U.S. at 163. Unsurprisingly then, courts have held that resolving liability associated with current and future tort claims threatening the debtor's viability is a valid use of the Bankruptcy Code. *See In re SGL Carbon Corp*., 200 F.3d 154, 163 (3d Cir. 1999) (distinguishing confined nature of litigation in *SGL Carbon* with efforts to resolve thousands of mass tort claims); *In re Muralo, Co. Inc.*, 301 B.R. 690, 706 (Bankr. D.N.J.

2003) (finding debtors' "sudden high-risk exposure to thousands of seemingly random and unmanageable asbestos . . . cases" a "significant factor evidencing the good faith of Debtors' filings"); *In re Bestwall LLC*, 605 B.R. 43, 49 (Bankr. W.D.N.C. 2019) ("Attempting to resolve asbestos claims through 11 U.S.C. § 524(g) is a valid reorganizational purpose, and filing for Chapter 11, especially in the context of an asbestos or mass tort case, need not be due to insolvency."); *In re Roman Cath. Church of Archdiocese of New Orleans*, 632 B.R. 593, 599–600 (Bankr. E.D. La. 2021) (noting Chapter 11 debtor status does not require insolvency). Using the bankruptcy court to resolve a sprawling web of mass tort claims is more efficient than the traditional mass tort system and advances the goal of maximizing the bankruptcy estate in three ways.

A. The ability to stay and funnel litigation into a single proceeding increases efficiency.

Filing Chapter 11 impacts pending tort litigation against a debtor in two main ways. First, the automatic stay gives the debtor and relevant stakeholders breathing room to formulate a plan without the distractions of pressing litigation. 11 U.S.C. § 362. This automatic nature of the bankruptcy stay prevents the debtor's assets "from being eaten away by creditors' lawsuits" and allows the bankruptcy trustee time to determine

how to reasonably "marshal the estate's assets and distribute them equally among the creditors." *Mar. Elec. Co., Inc. v. United Jersey Bank*, 959 F.2d 1194, 1204 (3d Cir. 1991) (quoting *Martin–Trigona v. Champion Fed. Sav. & Loan Assoc.*, 892 F.2d 575, 577 (7th Cir.1989)).

Second, disparate tort claims against a debtor may be consolidated and funneled through the bankruptcy court to be resolved together. District courts can decide whether tort claims against the debtor are tried where the bankruptcy case is pending or in the district court where the claim arose. *See* 28 U.S.C. § 157(b)(5). This provision seeks to centralize the administration of the estate and eliminate multiple tribunals for adjudicating parts of a bankruptcy case. *See A.H. Robins Co. v. Piccinin*, 788 F.2d 994, 1011 (4th Cir. 1986) (discussing the purpose of § 157(b)(5)). Here, that could impact roughly 10,000 cases per year going forward. (Joint App'x at A20.)

These two bankruptcy procedural components (the stay and funnel) have practical and economic effects. They permit a debtor to defend against enterprise-threatening tort liability on a single front. *Baumgart v. Fairchild Aircraft Corp.*, 981 F.2d 824, 831 (5th Cir. 1993) (noting § 157(b)(5) makes it possible to "hear matters relating to a single

bankruptcy in a single forum." (citing *In re Arnold Print Works, Inc.*, 815 F.2d 165, 167 (1st Cir. 1987)). No longer does a debtor have to divide its attention between state and federal jurisdictions across the United States, each with their own unique procedural requirements. This results in efficiencies and preserves assets of the debtor's estate.

Shifting claims to a single proceeding also preserves resources in other important ways. No longer will the debtor be providing discovery across several jurisdictions at different times. Nor will the debtor be providing witnesses and testimony in different litigation for differing purposes. Here, these procedural accommodations could affect some 40,000 cases currently consolidated in Judge Wolfson's MDL, which could otherwise be returned to courts across the country for trial. (Joint App'x at A23.) By contrast, the bankruptcy court's efficiencies help the debtor preserve its resources and devote them to a reasonable resolution of all claims through a single reorganization plan. This furthers the Bankruptcy Code's purposes by preserving assets for claimants, rather than wasting the assets on unnecessary transaction costs. *Bank of Am. Nat'l Tr. & Sav. Ass'n v. 203 N. LaSalle St. P'ship*, 526 U.S. 434, 453

(1999) (explaining goals of Chapter 11 as "preserving going concerns and maximizing property available to satisfy creditors").

B. The bankruptcy court has more flexibility in fashioning appropriate relief.

Unlike the mass tort system, the bankruptcy court can fashion an appropriate remedy and consider evidence usually off-limits to a jury. For example, a bankruptcy court may include in its plan "any other appropriate provision not inconsistent with the applicable provisions of this title." 11 U.S.C. § 1123(b). It may also marshal the assets of the company to the benefit of a greater number of creditors. *Columbia Bank for Cooperatives v. Lee*, 368 F.2d 934, 939 (4th Cir. 1966) (discussing benefits of marshaling). Further, a bankruptcy court can issue "any order process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

Bankruptcy courts have used this flexibility in mass tort cases to preserve assets benefitting current claimants and to channel future claims towards a trust with sufficient funding and procedural protections to give meaningful relief to those who may not yet know they have a claim. *See, e.g.*, *A.H. Robins Co. v. Piccinin*, 788 F.2d 994, 1013–14 (4th Cir. 1986) (Dalkon Shield IUD tort claims); *In re Dow Corning*, 86 F.3d

482, 490 (6th Cir. 1996) (breast implant tort claims). As the court below recognizes, this can effectively be done though § 524(g)—as was the case in *In re Imerys Talc Am., Inc.*, 38 F.4th 361, 379 (3d Cir. 2022)—or through other provisions of the Code—as in *In re A.H. Robins Co., Inc.*, 880 F.2d 694, 701 (4th Cir. 1989) (applying § 105(a)). (Joint App'x at A18.)

Although *Amicus* American Association for Justice attempts (at 19–28) to tout the discovery, trial, and settlement tools of the mass tort system, the bankruptcy court's flexibility provides superior advantages. (Am. Assoc. for Justice Amicus Br. at 19–28, ECF No. 27.) Its many efficiencies make the bankruptcy system much more attractive under these circumstances than an MDL, as the bankruptcy court correctly noted. (Joint App'x at A55.) The bankruptcy system's flexibility can also be a catalyst for creative ways to deploy resources where they will provide the most benefit.

The bankruptcy court can consider a wider range of evidence than can a jury in the mass tort system. This includes the defendant's financial health, which the bankruptcy court can analyze when deciding the amount to award a claimant. That financial information—prohibited

from being introduced in the mass tort system to establish liability, *Eisenhauer v. Burger*, 431 F.2d 833, 837 (6th Cir. 1970)—can help the bankruptcy court determine how best to marshal a debtor's limited assets to benefit the most creditors. The same is true for insurance coverage, which a jury is generally prohibited from reviewing, but which the bankruptcy court can consider as a potential asset of the bankruptcy estate. *First Fid. Bank v. McAteer*, 985 F.2d 114, 117–18 (3d Cir. 1993). The flexibility to consider such issues and then fashion appropriate remedies supports the goal of maximizing the value of the bankruptcy estate. *Toibb*, 501 U.S. at 163.

C. The bankruptcy court can better regulate attorneys and third-party professionals.

The bankruptcy court's oversight of trustees, attorneys, and other professionals avoids conflicts, duplication of work, and unnecessary expenses. The lack of transparency and coordination in the mass tort litigation system has been exploited by attorneys seeking to maximize fees for themselves via recoveries for their specific clients at the expense of other claimants. Susan P. Koniak, *Feasting While the Widow Weeps: Georgine v. Amchem Products, Inc.*, 80 Cornell L. Rev. 1045, 1046 (1995); Geoffrey C. Hazard, Jr., *The Futures Problem*, 148 U. Pa. L. Rev. 1901,

1911 (2000) (noting questions, in *Amchem* and *Ortiz*, about "whether the lawyers purporting to represent the [future claimants] had a conflict of interest under prevailing ethical standards because those lawyers also represented the present claimants").

The Bankruptcy Code seeks to avoid the temptation to put current financial interests above the interests of the fair administration of the estate by controlling the retention and compensation of professionals for the debtor, official committees, or representatives of future claimants. Fed. R. Bankr. P. 2014 (detailing requirements for employment of professionals). Federal law allows the Court to deny compensation or reimbursement should a conflict arise. 11 U.S.C. § 328(c). The bankruptcy court's control over the professionals involved in the process helps reduce transaction costs and ensures that the debtor's assets are directed to its deserving creditors, not siphoned off by those who represent only current claimants or by having assets depleted through lottery-style verdicts.

* * *

Appellants and their *amici* overstate the mass tort system's ability to efficiently resolve many thousands of claims over the next fifty years.

As the court below correctly concluded, litigating across so many jurisdictions and in an MDL exposes the debtor's estate to duplicative expenses, yielding a system that benefits only those claimants with the resources or ability to sue early and often. (Joint App'x at A23.) Such litigation is costly, eating up valuable resources that could be more efficiently dispersed to a greater number of current and future claimants through the bankruptcy process. The Court should therefore affirm so that Appellee's reorganization may proceed in bankruptcy, where the current and future claims against Appellee can most efficiently and equitably be addressed.

II. BANKRUPTCY COURT OVERSIGHT ENSURES EQUAL TREATMENT OF CURRENT AND FUTURE CLAIMANTS.

Mass tort litigation elevates current claimants' interests and purported injuries over those of future claimants and dispenses wildly uneven recovery to similarly situated plaintiffs depending on how early they sue. As acknowledged by the lower court, reorganization benefits many more current and future claimants than any form of mass tort litigation. (Joint App'x at A27, A51, A55.)

A. The bankruptcy system eliminates lottery-style recovery for few current claimants at the expense of future claimants.

In a mass tort system, current claimants suing in a plaintiff-friendly venue are advantaged over other current and future claimants. Those representing current claimants invariably seek to maximize recoveries by seeking early and large verdicts. As the court below found, future claimants' interests are thus underrepresented and disadvantaged. (Joint App'x at A15.) The Supreme Court recognized this problem in *Ortiz v. Fibreboard Corp.*, observing that plaintiffs' counsel had an "egregious" conflict because their interest was in "generous immediate payments" secured for their current clients, even though future claimants' interests lay in "an ample, inflation-protected fund for the future." 527 U.S. 815, 845 (1999).

With adequate protections, a bankruptcy court can avoid the temptation to seek payment of only current claims at the expense of those who may need to file in the future by estimating both claims filed (but not yet reduced to judgment) and contingent future claims. *See* 11 U.S.C. § 502(c)(1) (requiring the court to estimate any contingent claim that "would unduly delay the administration of the case"). Estimating a claim

avoids the need to delay the debtor's reorganization altogether while liability or damages are tried. *Bittner v. Borne Chem. Co.*, 691 F.2d 134, 135 (3d Cir. 1982) (approving estimation based on the ultimate merits of contingent state-law claims). This Court's precedent confirms that treating current and future claimants equitably is a valid bankruptcy purpose. *See, e.g., In re Combustion Eng'g, Inc.*, 391 F.3d 190, 239 (3d Cir. 2004) ("Equality of distribution among creditors is a central policy of the Bankruptcy Code.") (citing *Begier v. IRS*, 496 U.S. 53, 58 (1990)).

Protections such as independent representation can assure the court that the future claims are adequately estimated and protected. *See*, *e.g.*, *In re Eagle-Picher Indus., Inc.*, 203 B.R. 256, 261 (Bankr. S.D. Ohio 1996) (noting the request for appointment of a legal representative "for future personal injury and property damage claimants"); *In re Forty-Eight Insulations, Inc.*, 58 B.R. 476, 478 (Bankr. N.D. Ill. 1986) (approving the debtor's application for appointment of a legal representative for future asbestos-related claimants). And as the court below recognized, a properly drafted reorganization plan can address procedural and other concerns about uniform treatment of current and future claimants. (Joint App'x at A25.)

Appellants' *amici* argue that future claimants will receive only partial recovery due to under-estimation (*see* Pub. Justice's Amicus Br. at 8, ECF No. 63), but courts have greatly improved their ability to estimate future claims and provide adequate protections for future claimants' rights. *See*, *e.g.*, *A.H. Robins Co.*, 880 F.2d at 699; *see also* National Bankr. Rev. Comm'n, *Bankruptcy: The Next Twenty Years: National Bankruptcy Review Commission Final Report* at 344 (1997) (noting the success of the A.H. Robins trust). The failures of the *Johns-Manville* Trust highlighted by Public Justice (at 8 nn.4–5), are unlikely to be repeated given the development of the law in this area over the last 34 years and Congress's 1994 asbestos amendments. *See* Alan N. Resnick, *Bankruptcy As A Vehicle for Resolving Enterprise-Threatening Mass Tort Liability*, 148 U. Pa. L. Rev. 2045, 2073 (2000) (citing Pub. L. No. 103-394, 108 Stat. 4106 (1994)). Appellants and their *amici* may not like the policy changes underlying the 1994 amendments, but the judiciary "is not the forum to resolve that policy debate." *Am. Hosp. Ass'n v. Becerra*, 142 S. Ct. 1896, 1906 (2022).

Rather than dictate how claims must be estimated, the Bankruptcy Code provides needed flexibility to accomplish fairness and transparency.

See generally In re Brints Cotton Mktg., Inc., 737 F.2d 1338, 1341 (5th Cir. 1984) (instructing the bankruptcy court to "use whatever method is best suited to those circumstances."); *Bittner*, 691 F.2d at 135 (noting the Bankruptcy Code's silence on how to estimate claims); *In re Benanti,* No. 15-71018, 2018 WL 1801194, at *10 (Bankr. C.D. Ill. Apr. 13, 2018) ("[C]ourts generally have wide discretion in determining what method should be used to estimate contingent or unliquidated claims."); *In re N. Am. Health Care, Inc.*, 544 B.R. 684, 688 (Bankr. C.D. Cal. 2016) ("This Court has wide discretion and latitude in estimating claims."); *In re POC Properties, LLC*, 580 B.R. 504, 509 (Bankr. E.D. Wis. 2017) ("Courts have discretion and flexibility in determining the best method to estimate a claim.").

Bankruptcy courts have an array of models for estimating future claims. *See* David S. Salsburg & Jack F. Williams, *A Statistical Approach to Claims Estimation in Bankruptcy*, 32 Wake Forest L. Rev. 1119, 1130–38 (1997). The bankruptcy courts' discretion helps them to properly allocate resources between current and future claimants to promote the fairest recovery among claimants. And the need to obtain 75% approval for any plan gives debtors a powerful incentive to ensure a fair estimate.

B. The bankruptcy court's treatment of civil penalties and punitive damages benefits all claimants.

The lower court's review of talc verdicts, including a few lottery-style punitive damages awards, contrasts the unequal treatment of a few talc claimants receiving windfall jury verdicts compared to other claimants who received nothing. (Joint App'x at A24–25.) Proceeding in bankruptcy provides flexibility by equitably subordinating these types of windfalls in favor of more equal treatment of present and future talc claimants.

By reducing creditors' recovery, punitive damages can punish innocent creditors no less than the debtor. In Chapter 11, punitive damages may be equitably subordinated to other claims. 11 U.S.C. § 510(c)(1). This equitable subordination is done claim-by-claim to maximize the debtor's bankruptcy estate. *In re A.G. Fin. Serv. Ctr., Inc*, 395 F.3d 410, 414 (7th Cir. 2005) (following the Supreme Court's opinion in *United States v. Noland*, 517 U.S. 535 (1996), holding that "if state law allows punitive awards against insolvent parties, there is no federal bar—though whether a punitive award should be subordinated to other claims is open to independent consideration under the terms of the Bankruptcy Code."); *cf. In re Merrimac Paper Co., Inc.*, 420 F.3d 53, 63

(1st Cir. 2005) (permitting equitable subordination after considering the "totality of the circumstances in the individual case"). And as the court below recognized, the reorganization plan can affect punitive damages in other ways. (Joint App'x at A25.)

Similarly, talc-related litigation pursued by governmental entities could imperil the assets available to compensate current and future claimants. Fortunately, tools available to the court under Chapter 11 can preserve the debtor's assets from exorbitant civil penalties by limiting enforcement in bankruptcy court.

This protection is accomplished first through the automatic stay. Although the Bankruptcy Code has an exception for governmental action to enforce its police powers, 11 U.S.C. 362(b)(4), governmental units cannot immediately enforce any civil penalties or monetary judgments they may secure. *See In re Halo Wireless, Inc.*, 684 F.3d 581, 587 (5th Cir. 2012); *In re Nortel Networks, Inc.*, 669 F.3d 128 (3d Cir. 2011); *N.L.R.B. v. Edward Cooper Painting, Inc.*, 804 F.2d 934, 942–43 (6th Cir. 1986); *In re W.R. Grace & Co.*, 412 B.R. 657 (D. Del. 2009); *Matter of F.D. Roberts Sec., Inc.*, 115 B.R. 485 (Bankr. D.N.J. 1990).

The bankruptcy court recognized that caps on compensatory and punitive damages "are critical to the process since one of Congress's primary intentions in creating § 524(g) was to ensure uniform treatment of all claimants." (Joint App'x at A25.) Mass tort litigation would elevate current claimants' interests and purported injuries over those of future talc claimants, and unfairly reward those who first raced to the courthouse over later claimants. The Court should affirm denial of Appellants' motion to dismiss and allow the bankruptcy court to proceed.

III. THE DIVISIONAL MERGER HERE WAS NEITHER UNLAWFUL NOR IMPROPER AND NOTHING SUPPORTS THE CLAIM OF HYPOTHETICAL FUTURE ABUSE OF THE STATUTE.

In 1989, Texas amended its statutory "merger" definition to include what some would consider a "spin-off" of a division or set of assets and liabilities. *See* H.B. 472, § 1, 52 Tx. Acts 3610 (amending § 1.02(A)(11) of the Texas Business Corporations Act, *now codified at* Tex. Bus. Orgs. Code Ann. § 1.002(55)). These were statutory "changes representing some modernization of . . . all the different varieties of corporations" to incentivize "anybody to form a corporation in this State as opposed to some other state." Tx. Senate Floor Debate on H.B. 472, Recording

710188b at 5:54 (May 25, 1989) (Statement of Senator Harris), available at https://bit.ly/3SNaUJb.

Although Appellants challenged debtor's divisional merger below, the lower court correctly found "nothing inherently unlawful or improper" with using "the Texas divisional merger scheme in a manner which would facilitate a chapter 11 filing for one of the resulting new entities." (Joint App'x at A51.) Indeed, similar restructuring plans have survived challenge in the bankruptcy courts, all to the benefit of current and future claimants. *In re Aldrich Pump LLC*, No. 20-30608 (JCW), 2021 WL 3729335, at *1 (Bankr. W.D.N.C. Aug. 23, 2021) (collecting cases); *see also In re: Fieldwood Energy LLC*, No. 20-33948 (MI), 2021 WL 2853151, at *42 (Bankr. S.D. Tex. June 25, 2021) (affirming use of Texas divisional merger statute).

On appeal, Appellants have abandoned their direct challenge to the Debtor's use of the statutory-merger process. They instead claim that under "the Two-Step blueprint, any company could shed tort or other liabilities in bankruptcy while avoiding Bankruptcy Code requirements." (Talc Claimants' Comm. Br. at 38–39.)

Yet Appellants offer no support for this claim. Nor could they—the Texas merger law "does not affect, nullify, or repeal the antitrust laws or abridge any right or rights of any creditor under existing laws." Tex. Bus. Orgs. Code Ann. § 10.901. Legislative history confirms that creditors "would not be adversely affected by" the divisional merger statute and would continue to be protected by "other existing statutes that protect the rights of creditors." *See* Bill Analysis H.B. 472, Tx. House Comm. on Bus. and Commerce at 23 (March 13, 1989); *see also* Curtis W. Huff, *The New Texas Business Corporation Act Merger Provisions*, 21 St. Mary's L.J. 109, 122–24 (1989) (discussing, as one of the key drafters of Texas House Bill 472, the purpose of the 1989 amendments).

Appellants' unfounded claims about future hypothetical divisional merger transactions thus does not warrant dismissal of the Debtor's validly filed petition here.

CONCLUSION

The Court should affirm the judgment below.

August 22, 2022

Respectfully submitted,

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COMBINED CERTIFICATIONS

I certify that:

(1) both attorneys whose names appear on this brief are members of the bar of this Court;

(2) this brief complies with the type-volume limits of Fed. R. App. P. 29(a)(5) as it contains 3,865 words, excluding the parts exempted by Fed. R. App. P. 32(f);

(3) this brief complies with the typeface and the type-style requirements of Fed. R. App. P. 32(a) as it has been prepared in 14-point Century Schoolbook font;

(4) a virus check using Microsoft Defender Antivirus (version 1.371.607.0) detected no virus; and

(5) the text of the electronic brief and the hard copies are identical.

August 22, 2022

/s/ Cory L. Andrews
Cory L. Andrews

CERTIFICATE OF SERVICE

I certify that, on August 22, 2022, I served all counsel of record via the Court's CM/ECF system.

/s/ Cory L. Andrews
Cory L. Andrews