

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 51-0327886	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IC OPERATIONS, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-1309659	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS DEVELOPMENT COMPANY, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-0783020	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS, MANUFACTURING, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-2070789	:	
-----	X	

-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS PHARMA, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 01-0749410	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IPSC, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-0796577	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IPT 355, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-1340155	:	
-----	X	

**MOTION OF DEBTORS PURSUANT TO FED.
R. BANKR. P. 1015(b) AND DEL. BANKR. L.R. 1015-1 FOR ENTRY OF
ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Insys Therapeutics, Inc. (“**Insys**”) and its affiliated debtors in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Relief Requested

1. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of

Delaware (the “**Local Rules**”), the Debtors request entry of an order directing joint administration of these Chapter 11 Cases for procedural purposes only. In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the same number assigned to Insys, and that the Chapter 11 Cases be jointly administered under the following consolidated caption:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC., et al.,	:	Case No. 19-_____ (___)
	:	
Debtors.¹	:	Jointly Administered
	:	
	X	

2. The Debtors further request the Court’s direction that a notation substantially similar to the following language be entered on the docket in each of the above-captioned cases, other than Insys Therapeutics, Inc., to reflect the joint administration of the Debtors’ Chapter 11 Cases:

An Order has been entered in in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Insys Therapeutics, Inc.; IC Operations, LLC; Insys Development Company, Inc.; Insys Manufacturing, LLC; Insys Pharma, Inc.; IPSC, LLC; and IPT 355, LLC. The docket in Insys Therapeutics, Inc., Case No. 19-[_____] (___) should be consulted for all matters affecting the case.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Insys Therapeutics, Inc. (7886); IC Operations, LLC (9659); Insys Development Company, Inc. (3020); Insys Manufacturing, LLC (0789); Insys Pharma, Inc. (9410); IPSC, LLC (6577); and IPT 355, LLC (0155). The Debtors’ mailing address is 1333 South Spectrum Blvd #100, Chandler, Arizona 85286.

3. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Jurisdiction

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

5. Pursuant to Local Rule 9013–1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

Background

6. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

7. Additional information regarding the circumstances leading to the commencement of these Chapter 11 Cases and the Debtors’ business and capital structure is set forth in the declaration of Andrew G. Long, the Debtors’ Chief Executive Officer, filed

contemporaneously herewith, in support of the Debtors' chapter 11 petitions and related first day relief (the "**Long Declaration**").²

Relief Requested Should be Granted

8. On the Petition Date, the Debtors commenced the above-captioned Chapter 11 Cases by filing the appropriate petitions with this Court. There are seven Debtors, with over 5,000 creditors and other parties in interest in these Chapter 11 Cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated Chapter 11 Cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

9. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). As set forth in the Long Declaration, the Debtors in these Chapter 11 Cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

10. In addition, Local Rule 1015-1 provides, in relevant part, as follows:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Del. Bankr. L.R. 1015-1.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Long Declaration.

11. As set forth in the Long Declaration, the Debtors operate as an integrated national business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings, and orders that will arise in these cases will affect each and every Debtor. Joint administration of these Chapter 11 Cases therefore will reduce fees and costs by avoiding duplicative filings, objections, notices, and hearings. Joint administration will also allow the United States Trustee for the District of Delaware and all other parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency, sparing them the time and effort of reviewing duplicative pleadings and papers.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative—and not substantive—consolidation of the Debtors' estates. For example, any creditor may still file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates) and intercompany claims among the Debtors will not be affected.

Notice

13. Notice of this Motion will be provided to (a) the Office of the United States Trustee for the District of Delaware (Attn: Jane M. Leamy); (b) the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis; (c) the Securities and Exchange Commission; (d) the Internal Revenue Service; (e) the United States Attorney's Office for the District of Delaware; (f) the Department of Justice; and (g) any other party entitled to notice pursuant to Local Rule 9013-1(m) (the "**Notice Parties**"). The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no further notice is required.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other court

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: June 10, 2019
Wilmington, Delaware

/s/ Paul N. Heath
RICHARDS, LAYTON & FINGER, P.A.
Mark D. Collins (No. 2981)
John H. Knight (No. 3848)
Paul N. Heath (No. 3704)
Amanda R. Steele (No. 5530)
Zachary I. Shapiro (No. 5103)
One Rodney Square
920 N. King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

-and-

WEIL, GOTSHAL & MANGES LLP
Gary T. Holtzer (*pro hac vice* pending)
Ronit J. Berkovich (*pro hac vice* pending)
Candace M. Arthur (*pro hac vice* pending)
Olga F. Peshko (*pro hac vice* pending)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 51-0327886	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IC OPERATIONS, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-1309659	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS DEVELOPMENT COMPANY, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-0783020	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS, MANUFACTURING, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-2070789	:	
-----	X	

-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS PHARMA, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 01-0749410	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IPSC, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-0796577	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IPT 355, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-1340155	:	
-----	X	

ORDER PURSUANT TO FED. R. BANKR. P. 1015(b) AND DEL. BANKR. L.R. 1015-1 DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion (the “**Motion**”),¹ dated June 10, 2019, of Insys Therapeutics, Inc. and its affiliated debtors in the above-captioned Chapter 11 Cases, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, for entry of an order directing the joint administration of the Debtors’ related Chapter

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion.

11 Cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the Long Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted to the extent set forth herein.
2. The Debtors’ Chapter 11 Cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 19-(_____).
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors’ Chapter 11 Cases.
4. The caption of the jointly administered cases shall read as follows:

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X	
In re	: Chapter 11
	: :
INSYS THERAPEUTICS, INC., et al.,	: Case No. 19-_____ ()
	: :
Debtors.¹	: Jointly Administered
	: :
-----X	

5. A docket entry shall be made in the chapter 11 case of each of the Debtors (except the chapter 11 case of Insys Therapeutics, Inc.) as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Insys Therapeutics, Inc.; IC Operations, LLC; Insys Development Company, Inc.; Insys Manufacturing, LLC; Insys Pharma, Inc.; IPSC, LLC; and IPT 355, LLC. The docket in Insys Therapeutics, Inc., Case No. 19-[] () should be consulted for all matters affecting the case.

6. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all action necessary to implement the relief granted in this Order.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Insys Therapeutics, Inc. (7886); IC Operations, LLC (9659); Insys Development Company, Inc. (3020); Insys Manufacturing, LLC (0789); Insys Pharma, Inc. (9410); IPSC, LLC (6577); and IPT 355, LLC (0155). The Debtors’ mailing address is 1333 South Spectrum Blvd #100, Chandler, Arizona 85286.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE _____
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 51-0327886	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IC OPERATIONS, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-1309659	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS DEVELOPMENT COMPANY, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-0783020	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS, MANUFACTURING, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-2070789	:	
-----	X	

-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS PHARMA, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 01-0749410	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IPSC, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-0796577	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IPT 355, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-1340155	:	
-----	X	

**MOTION OF DEBTORS PURSUANT TO FED.
R. BANKR. P. 1015(b) AND DEL. BANKR. L.R. 1015-1 FOR ENTRY OF
ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Insys Therapeutics, Inc. (“**Insys**”) and its affiliated debtors in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Relief Requested

1. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of

Delaware (the “**Local Rules**”), the Debtors request entry of an order directing joint administration of these Chapter 11 Cases for procedural purposes only. In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the same number assigned to Insys, and that the Chapter 11 Cases be jointly administered under the following consolidated caption:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC., et al.,	:	Case No. 19-_____ (___)
	:	
Debtors.¹	:	Jointly Administered
	:	
	X	

2. The Debtors further request the Court’s direction that a notation substantially similar to the following language be entered on the docket in each of the above-captioned cases, other than Insys Therapeutics, Inc., to reflect the joint administration of the Debtors’ Chapter 11 Cases:

An Order has been entered in in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Insys Therapeutics, Inc.; IC Operations, LLC; Insys Development Company, Inc.; Insys Manufacturing, LLC; Insys Pharma, Inc.; IPSC, LLC; and IPT 355, LLC. The docket in Insys Therapeutics, Inc., Case No. 19-[_____] (___) should be consulted for all matters affecting the case.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Insys Therapeutics, Inc. (7886); IC Operations, LLC (9659); Insys Development Company, Inc. (3020); Insys Manufacturing, LLC (0789); Insys Pharma, Inc. (9410); IPSC, LLC (6577); and IPT 355, LLC (0155). The Debtors’ mailing address is 1333 South Spectrum Blvd #100, Chandler, Arizona 85286.

3. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Jurisdiction

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

5. Pursuant to Local Rule 9013–1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

Background

6. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

7. Additional information regarding the circumstances leading to the commencement of these Chapter 11 Cases and the Debtors’ business and capital structure is set forth in the declaration of Andrew G. Long, the Debtors’ Chief Executive Officer, filed

contemporaneously herewith, in support of the Debtors' chapter 11 petitions and related first day relief (the "**Long Declaration**").²

Relief Requested Should be Granted

8. On the Petition Date, the Debtors commenced the above-captioned Chapter 11 Cases by filing the appropriate petitions with this Court. There are seven Debtors, with over 5,000 creditors and other parties in interest in these Chapter 11 Cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated Chapter 11 Cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

9. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). As set forth in the Long Declaration, the Debtors in these Chapter 11 Cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

10. In addition, Local Rule 1015-1 provides, in relevant part, as follows:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Del. Bankr. L.R. 1015-1.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Long Declaration.

11. As set forth in the Long Declaration, the Debtors operate as an integrated national business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings, and orders that will arise in these cases will affect each and every Debtor. Joint administration of these Chapter 11 Cases therefore will reduce fees and costs by avoiding duplicative filings, objections, notices, and hearings. Joint administration will also allow the United States Trustee for the District of Delaware and all other parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency, sparing them the time and effort of reviewing duplicative pleadings and papers.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative—and not substantive—consolidation of the Debtors' estates. For example, any creditor may still file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates) and intercompany claims among the Debtors will not be affected.

Notice

13. Notice of this Motion will be provided to (a) the Office of the United States Trustee for the District of Delaware (Attn: Jane M. Leamy); (b) the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis; (c) the Securities and Exchange Commission; (d) the Internal Revenue Service; (e) the United States Attorney's Office for the District of Delaware; (f) the Department of Justice; and (g) any other party entitled to notice pursuant to Local Rule 9013-1(m) (the "**Notice Parties**"). The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no further notice is required.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other court

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: June 10, 2019
Wilmington, Delaware

/s/ Paul N. Heath
RICHARDS, LAYTON & FINGER, P.A.
Mark D. Collins (No. 2981)
John H. Knight (No. 3848)
Paul N. Heath (No. 3704)
Amanda R. Steele (No. 5530)
Zachary I. Shapiro (No. 5103)
One Rodney Square
920 N. King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

-and-

WEIL, GOTSHAL & MANGES LLP
Gary T. Holtzer (*pro hac vice* pending)
Ronit J. Berkovich (*pro hac vice* pending)
Candace M. Arthur (*pro hac vice* pending)
Olga F. Peshko (*pro hac vice* pending)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 51-0327886	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
IC OPERATIONS, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 83-1309659	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS DEVELOPMENT COMPANY, INC.,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-0783020	:	
-----	X	
In re:	:	
	:	Chapter 11
	:	
INSYS, MANUFACTURING, LLC,	:	Case No. 19-_____ (___)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-2070789	:	
-----	X	

----- X
In re: :
: : **Chapter 11**
: :
INSYS PHARMA, INC., : **Case No. 19-_____ (___)**
: :
Debtor. : :
: :
Fed. Tax Id. No. 01-0749410 : :
----- X

In re: :
: : **Chapter 11**
: :
IPSC, LLC, : **Case No. 19-_____ (___)**
: :
Debtor. : :
: :
Fed. Tax Id. No. 81-0796577 : :
----- X

In re: :
: : **Chapter 11**
: :
IPT 355, LLC, : **Case No. 19-_____ (___)**
: :
Debtor. : :
: :
Fed. Tax Id. No. 83-1340155 : :
----- X

ORDER PURSUANT TO FED. R. BANKR. P. 1015(b) AND DEL. BANKR. L.R. 1015-1 DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion (the “**Motion**”),¹ dated June 10, 2019, of Insys Therapeutics, Inc. and its affiliated debtors in the above-captioned Chapter 11 Cases, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, for entry of an order directing the joint administration of the Debtors’ related Chapter

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion.

11 Cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the Long Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted to the extent set forth herein.
2. The Debtors’ Chapter 11 Cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 19-(_____).
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors’ Chapter 11 Cases.
4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC., et al.,	:	Case No. 19-_____ (___)
	:	
Debtors.¹	:	Jointly Administered
	:	
	X	

5. A docket entry shall be made in the chapter 11 case of each of the Debtors (except the chapter 11 case of Insys Therapeutics, Inc.) as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Insys Therapeutics, Inc.; IC Operations, LLC; Insys Development Company, Inc.; Insys Manufacturing, LLC; Insys Pharma, Inc.; IPSC, LLC; and IPT 355, LLC. The docket in Insys Therapeutics, Inc., Case No. 19-[_____] (___) should be consulted for all matters affecting the case.

6. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all action necessary to implement the relief granted in this Order.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Insys Therapeutics, Inc. (7886); IC Operations, LLC (9659); Insys Development Company, Inc. (3020); Insys Manufacturing, LLC (0789); Insys Pharma, Inc. (9410); IPSC, LLC (6577); and IPT 355, LLC (0155). The Debtors’ mailing address is 1333 South Spectrum Blvd #100, Chandler, Arizona 85286.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE _____
UNITED STATES BANKRUPTCY JUDGE