

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : **Chapter 11**
:

INSYS THERAPEUTICS, INC., et al., : **Case No. 19-11292 (KG)**
:

Debtors. : **Jointly Administered**
:

: **Re: D.I. 1081**
:

-----X

**ORDER APPROVING STIPULATION WITH RESPECT TO THE
MOTION OF ASCENT HEALTH SERVICES LLC FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE CLAIM PURSUANT TO 11 U.S.C. § 503(b)(1)(A)**

Upon consideration of the *Stipulation with Respect to the Motion of Ascent Health Services LLC for Allowance and Payment of Administrative Claim pursuant to 11 U.S.C. § 503(b)(1)(A)* (the “**Stipulation**”), a copy of which is attached hereto as **Exhibit 1**; and the Court having jurisdiction to consider the Stipulation pursuant to 28 U.S.C. § 1334; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Stipulation is hereby approved.
2. Immediately upon the entry of this Order, the Stipulation shall become effective.
3. The Debtors, the Official Committee of Unsecured Creditors, and Ascent Health Services LLC are authorized to take any and all actions reasonably necessary to implement and effectuate the terms of the Stipulation.
4. This Court retains jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.



KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

Dated: January 28th, 2020
Wilmington, Delaware

EXHIBIT 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X		
	:		
In re	:		Chapter 11
	:		
INSYS THERAPEUTICS, INC., et al.,	:		Case No. 19-11292 (KG)
	:		
Debtors.¹	:		Jointly Administered
	:		
	:		Re: D.I. 1081
	X		

**STIPULATION WITH RESPECT TO THE MOTION OF
ASCENT HEALTH SERVICES LLC FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE CLAIM PURSUANT TO 11 U.S.C. § 503(b)(1)(A)**

WHEREAS, on June 10, 2019 (the “**Petition Date**”), Insys Therapeutics, Inc. (“Insys”) and certain of its affiliates (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”);

WHEREAS, on June 19, 2019, the Office of the United States Trustee for the District of Delaware appointed an official committee of unsecured creditors (the “**Committee**”) in the Debtors’ chapter 11 cases;

WHEREAS, on January 9, 2020, Ascent Health Services LLC (“**Ascent**”, and together with the Debtors and the Committee, the “**Parties**”) filed the *Motion of Ascent Health Services LLC for Allowance and Payment of Administrative Claim Pursuant to 11 U.S.C. § 503(b)(1)(A) [D.I. 1081]* (the “**Motion**”) asserting a right to payment for an administrative expense (the “**Claim**”);

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 3100 West Ray Road Ste. 201, Chandler, Arizona 85226.

WHEREAS, on January 16, 2020, the Court entered an order confirming the *Second Amended Joint Chapter 11 Plan of Liquidation of Insys Therapeutics, Inc. and Its Affiliated Debtors* [D.I. 1095] (as amended or modified, the “**Plan**”);²

WHEREAS, the Debtors, the Committee, and Ascent dispute whether the Plan’s procedures for Administrative Expense Claims apply to the Motion;

WHEREAS, to avoid litigation regarding the applicability of the Plan’s procedures to the Motion, and the costs attendant to any litigation, the Parties have agreed to stipulate to the procedures set forth herein;

THE PARTIES HEREBY STIPULATE AND AGREE AS FOLLOWS:

1. Notwithstanding any provision in the Plan or the Confirmation Order to the contrary, the Debtors, the Liquidating Debtors, and the Trusts, as applicable, shall have until thirty days after the Effective Date to respond to the Motion either agreeing with or disputing the Claim, or any portion thereof.

2. The Liquidating Debtors or the Insys Liquidation Trust, as applicable, shall pay any portion of the Claim not subject to a dispute within 10 business days after the date referenced in paragraph 1, *supra*.

3. If the Liquidating Debtors or the Insys Liquidation Trust, as applicable, disputes any portion of the Claim, then a hearing shall be scheduled with the Court to consider the Motion for the next omnibus hearing date, solely with respect to the disputed portion of the Claim, within 30 days after the period prescribed in paragraph 1, *supra*.

4. This Stipulation may be executed in counterparts and shall be fully enforceable and binding on the Debtors’ Estates, including upon the Insys Liquidation Trust and the trustee thereof,

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to those terms in the Plan.

upon the entry of an order by the Court approving this Stipulation. Notwithstanding any provision to the contrary in the Plan, the Confirmation Order, or any other document, this Stipulation shall be binding and enforceable on the Trusts and the Debtors' Estates on and after the Effective Date.

5. The undersigned represent that they are duly authorized to execute this Stipulation on behalf of each respective Party hereto.

Dated: January 28, 2020
Wilmington, Delaware

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