

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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**In re** : **Chapter 11**  
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**INSYS THERAPEUTICS, INC., et al.,** : **Case No. 19-11292 (KG)**  
:
  
**Debtors.**<sup>1</sup> : **Joint Administration Requested**  
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:
  
:
  
:
  
-----X

**MOTION OF DEBTORS PURSUANT TO  
11 U.S.C. §§ 105(a) AND 521(a) AND FED. R. BANKR. P. 1007 FOR  
ENTRY OF ORDER EXTENDING TIME TO FILE SCHEDULES  
OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

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 sections 105(a) and 521(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1007(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1007-1 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 an extension of the initial twenty-eight (28) day period to file their schedules of assets and liabilities and statements of financial affairs (collectively, the “**Schedules and Statements**”) by twenty-one (21) days, to allow the Debtors a total of forty-nine

<sup>1</sup> 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.

(49) days after the Petition Date (as defined below) (the “**Deadline**”) to file their Schedules and Statements.<sup>2</sup>

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

### **Jurisdiction**

3. 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.

4. 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**

5. On June 10, 2019 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of 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.

6. These Chapter 11 Cases are jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

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<sup>2</sup> Pursuant to Local Rule 9006-2, the filing of this Motion prior to the expiration of the current Deadline automatically extends such deadline until such time as the Court rules on this Motion.

7. Contemporaneously herewith, the Debtors are filing the Bar Date Motion<sup>3</sup> seeking approval of the relief requested therein, including the notice of applicable bar dates, at a hearing scheduled for approximately 21 days after the Petition Date.

8. Additional information regarding the circumstances leading to the commencement of these Chapter 11 Cases and the Debtors' businesses and capital structure is set forth in the declaration of Andrew G. Long, the Debtors' Chief Executive Officer, dated June 10, 2019 (the "**Long Declaration**").<sup>4</sup>

### **Relief Requested Should be Granted**

9. Due to the complexity of the Debtors' business and pursuant to the Bankruptcy Rules and Local Rules, the Court should grant the relief requested herein extending the time for the Debtors to file the Schedules and Statements.

10. Section 521 of the Bankruptcy Code requires a debtor to file schedules of assets and liabilities and statements of financial affairs unless the Court orders otherwise. 11 U.S.C. § 521(a)(1)(A)–(B). The schedules and statements must be filed within 14 days after a debtor's petition date unless the bankruptcy court grants an extension of time "on motion for cause shown." Fed. R. Bankr. P. 1007(c). In a voluntary chapter 11 case where the debtor has more than 200 creditors and otherwise satisfies the conditions of Local Rule 1007–2, the time within which the debtor must file its schedules and statements is extended to 28 days from the petition date. Del. Bankr. L.R. 1007–1(b). A further extension may be granted for cause upon filing of a motion. *Id.*

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<sup>3</sup> Motion of Debtors Pursuant to 11 U.S.C. §§ 502 (b)(9) and 105(a), Fed. R. Bankr. P. 2002, 3003(c)(3), 5005, and 9007, and Local Rules 2002-1(e), 3001-1, and 3003-1 for Authority to (I) Establish Deadlines for Filing Proofs of Claim, (ii) Establish the Form and Manner of Notice thereof, and (III) Approve Procedures for Providing Notice of Bar Date and Other Important Deadlines (the "**Bar Date Motion**").

<sup>4</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Long Declaration.

11. Section 105(a) of the Bankruptcy Code, which codifies the equitable powers of the bankruptcy court, authorizes the court to “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). In light of the facts and circumstances surrounding these Chapter 11 Cases, this Court has authority, consistent with section 521(a) of the Bankruptcy Code, to grant the requested relief.

12. In these Chapter 11 Cases, the Debtors have filed a creditor matrix identifying more than 200 creditors, and, therefore, absent the relief requested herein, the Debtors must file their Schedules and Statements within twenty-eight (28) days after the Petition Date. The Debtors’ request for a 21-day extension of the deadline to file their Schedules and Statements is warranted based on scope and complexity of the Debtors’ businesses, coupled with the limited time and resources available to the Debtors to marshal the required information, necessitate an extension of the Deadline. Collecting the necessary information to prepare the Schedules and Statements requires an enormous expenditure of time and effort on the part of the Debtors, their employees, and their professionals. Those same professionals are tasked with the day-to-day operations of the Debtors’ business and with responding to requests for information related to the proposed sales of the Debtors’ assets.

13. Importantly, the relief requested herein will not prejudice or adversely affect the rights of the Debtors’ creditors or other parties in interest as the Debtors intend to file their Schedules and Statements prior to service of a bar date notice. As set forth above, the Debtors have filed the Bar Date Motion, and consistent with the relief requested therein, intend to serve the applicable notice of bar dates approximately three (3) business days after the filing of the Schedules and Statements. Accordingly and notwithstanding the request to extend the deadline to file, the Debtors will file the Schedules and Statements prior to serving the notice of

bar date to creditors. Thus, no party in interest will be prejudiced by the relief requested herein. Rather, the extension requested herein will allow the Debtors' estates to ensure the accuracy and completeness of the Schedules and Statements which, in turn, will promote efficient administration of these Chapter 11 Cases and ultimately benefit the Debtors' creditors and other parties in interest. Nevertheless, recognizing the importance of the Schedules and Statements in these Chapter 11 Cases, the Debtors intend to complete the Schedules and Statements as quickly as possible under the circumstances.

14. Accordingly, the Debtors respectfully request that the Court extend the initial twenty-eight (28) day period to file the Schedules and Statements by an additional twenty-one (21) days (for a total of forty-nine (49) days after the Petition Date), without prejudice to the Debtors' right to seek further extensions of such period.

**Notice**

15. Notice of this Motion has been 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) all parties who have requested service of notices in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. The Debtors submit that such notice is sufficient under the circumstances.

16. 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/ Amanda R. Steele  
RICHARDS, LAYTON & FINGER, P.A.  
Mark D. Collins (No. 2981)  
John H. Knight (No. 3848)  
Paul N. Heath (No. 3704)  
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WEIL, GOTSHAL & MANGES LLP  
Gary T. Holtzer (*pro hac vice* pending)  
Ronit J. Berkovich (*pro hac vice* pending)  
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*Proposed Attorneys for the Debtors  
and Debtors in Possession*

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Dated: June 10, 2019  
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*Proposed Attorneys for the Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

**ORDER EXTENDING TIME TO FILE  
SCHEDULES OF ASSETS AND LIABILITIES AND  
STATEMENTS OF FINANCIAL AFFAIRS**

Upon the motion (the “**Motion**”),<sup>2</sup> 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 sections 105(a) and 521(a) of the Bankruptcy Code, Bankruptcy Rule 1007(c), and Local Rule 1007-1, for entry of an order extending the initial twenty-eight (28) day period to file the Debtors’ Schedules and Statements by twenty-one (21) days, to allow the Debtors a total of forty-nine (49) days after the Petition Date to file their Schedules and Statements, without prejudice to the Debtors’ right to request additional time if necessary, all as more fully set forth in the Motion; 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

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion.

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 parties listed therein, it appearing that no other or further notice need be provided; the Court having reviewed the Motion; and the Court having, if necessary, held a hearing on the Motion; 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 interests; 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 deadline by which the Debtors shall file their Schedules and Statements is extended by an additional 21 days beyond the 28-day extension provided for by Local Rule 1007-1(b), through and including July 29, 2019.
3. Such extension is without prejudice to the Debtors' right to request a further extension.
4. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
5. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

6. 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

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THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE



**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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	:		
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<b>Debtors.<sup>1</sup></b>	:		<b>Jointly Administered</b>
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**ORDER EXTENDING TIME TO FILE  
SCHEDULES OF ASSETS AND LIABILITIES AND  
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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 parties listed therein, it appearing that no other or further notice need be provided; the Court having reviewed the Motion; and the Court having, if necessary, held a hearing on the Motion; 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 interests; 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 deadline by which the Debtors shall file their Schedules and Statements is extended by an additional 21 days beyond the 28-day extension provided for by Local Rule 1007-1(b), through and including July 29, 2019.
3. Such extension is without prejudice to the Debtors' right to request a further extension.
4. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
5. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

6. 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  
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THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE