

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 (JTD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>Jointly Administered</b>
	:	
	:	<b>Re: D.I. 1193</b>
-----X		

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION  
BY AND AMONG CLASS REPRESENTATIVES AND THE LIQUIDATING TRUSTEE  
MODIFYING CERTAIN PLAN DEADLINES**

The undersigned hereby certifies as follows:

1. On January 16, 2020, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Joint Chapter 11 Plan of Liquidation of Insys Therapeutics, Inc. and its Affiliated Debtors* [D.I. 1115] (the “Confirmation Order”), confirming the *Second Amended Joint Chapter 11 Plan of Liquidation of Insys Therapeutics, Inc. and its Affiliated Debtors* (the “Plan”).<sup>2</sup>

2. Section 5.7(i) of the Plan provides that the ILT Claims Arbiter shall have a maximum of 60 days following the Effective Date to determine the appropriate allocation of value between certain types of claims under the Plan. Following the entry of the Confirmation Order, the parties to the Stipulation (as defined below) determined that, in order to accomplish the purposes set forth in Section 5.7(i)(ii) of the Plan, it was necessary to modify (i) the time period

<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 3100 West Ray Road, Suite 201, Chandler, Arizona 85226.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Confirmation Order or the Plan, as applicable.

the ILT Claims Arbiter has to accomplish the purposes set forth in Section 5.7(i)(ii) of the Plan and (ii) the time periods certain claimant groups have to make joint submissions to the ILT Claims Arbiter, as set forth in the ILT Claims Arbiter Submissions Procedures included as Exhibit I to the Plan Supplement [D.I. 1049].

3. On February 14, 2020, Insys Therapeutics, Inc. and its affiliated debtors (the “Debtors”) filed the *Certification of Counsel Regarding Order Approving Stipulation By and Between the Debtors, the Official Committee of Unsecured Creditors, and Class Representatives Modifying Certain Plan Deadlines* and the accompanying Stipulation annexed thereto [D.I. 1192], whereby the Debtors, the Creditors’ Committee, the Insurance Ratepayer Class Representative, the Third Party Payor Class Representatives, the NAS Monitoring Class Representatives, and the Hospital Class Representatives stipulated to the modification of Section 5.7(i)(i) of the Plan, specifically, “the ILT Claims Arbiter shall begin serving in such capacity on June 1, 2020, or such later date as the Class Representatives shall agree (the “**Commencement Date**”), and shall serve in such capacity through the earlier of (i) 60 days after the Commencement Date and (ii) the date such ILT Claims Arbiter resigns, is terminated, or is otherwise unable to serve for any reason.” (Emphasis in original).

4. On February 14, 2020, the Court entered the *Order Approving Stipulation by and between the Debtors, the Official Committee of Unsecured Creditors, and Class Representatives Modifying Certain Plan Deadlines* [D.I. 1193] (the “Order Approving the Stipulation”).

5. The Insurance Ratepayer Class Representative, the NAS Monitoring Class Representatives, the Third Party Payor Class Representatives, the Hospital Class Representatives, the ERISA Group, and William Henrich, in his capacity as liquidating trustee (the “Trustee”) of

the Insys Liquidation Trust (the “Liquidation Trust”) now find it necessary to modify the time limits set forth and approved by the Court in the Order Approving the Stipulation.

6. The Insurance Ratepayer Class Representative, the NAS Monitoring Class Representatives, the Third Party Payor Class Representatives, the Hospital Class Representatives, the ERISA Group, and the Trustee have stipulated, subject to approval by the Court, to the modify the foregoing time limits as set forth in the *Stipulation by and among the Class Representatives and the Liquidating Trustee Modifying Certain Plan Deadlines* (the “Stipulation”), a copy of which is attached as Exhibit 1 to the proposed form of order (the “Proposed Order”) attached hereto as Exhibit A.

WHEREFORE, the Insurance Ratepayer Class Representatives respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit A, at its earliest convenience.

Dated: June 19, 2020  
Wilmington, Delaware

*/s/ Joseph H. Huston, Jr.*  
STEVENS & LEE, P.C.  
Joseph H. Huston, Jr. (Bar No. 4035)  
919 North Market Street, Suite 1300  
Wilmington, DE 19801  
Telephone: (302) 425-3310  
Facsimile: (610) 371-7972  
Email: jhh@stevenslee.com

*Attorneys for the Insurance  
Ratepayer Class Representatives*

**EXHIBIT 1**

**Stipulation**

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 (JTD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>Jointly Administered</b>
	:	
	:	<b>Re: D.I. 1193</b>
-----X		

**STIPULATION BY AND AMONG CLASS REPRESENTATIVES AND THE LIQUIDATING TRUSTEE MODIFYING CERTAIN PLAN DEADLINES**

This stipulation (the “Stipulation”) is made and entered into by and among the Class Representatives,<sup>2</sup> by and through their respective undersigned counsel, and William Henrich, in his capacity as liquidating trustee (the “Trustee”) of the Insys Liquidation Trust (the “Liquidation Trust”), by and through its undersigned counsel (collectively, the “Parties”).

**RECITALS**

WHEREAS, on June 10, 2019 (the “Petition Date”), Insys Therapeutics, Inc. together with its Affiliated Debtors (the “Debtors”) commenced with the United States Bankruptcy Court for the District of Delaware (the “Court”) a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

<sup>3</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 3100 West Ray Road, Suite 201, Chandler, Arizona 85226.

<sup>2</sup> The “Class Representatives” are the Insurance Ratepayer Class Representative, the Third Party Payor Class Representative, the Hospital Class Representative, the NAS Monitoring Class Representative, each as defined in *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Joint Chapter 11 Plan of Liquidation of Insys Therapeutics, Inc. and its Affiliated Debtors* [ECF No. 1115] (the “Confirmation Order”), and the ERISA Group, as defined in the *Second Amended Joint Chapter 11 Plan of Liquidation of Insys Therapeutics, inc. and its Affiliated Debtors* [ECF No. 1095] (as attached to the Confirmation Order, and as may be amended and supplemented, the “Plan”). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Confirmation Order or the Plan, as applicable.

WHEREAS, on January 16, 2020, the Court entered the Confirmation Order, confirming the Plan;

WHEREAS, pursuant to Section 5.7(i)(i) of the Plan and Paragraph 24 of the Confirmation Order, the ILT Claims Arbiter is required to serve through the earlier of (i) sixty (60) days after the Effective Date and (ii) the date such ILT Claims Arbiter resigns;

WHEREAS, the ILT Claims Arbiter Submission Procedures included as Exhibit I to the Plan Supplement [ECF No. 1049-9] (the “ILT Claims Arbiter Submission Procedures”) provide that certain claimant groups shall send joint submissions to the ILT Claims Arbiter by the 21<sup>st</sup> day after the Effective Date and shall send joint reply submissions to the ILT Claims Arbiter by the 35<sup>th</sup> day after the Effective Date;

WHEREAS, on February 14, 2020, this Court entered its *Order Approving Stipulation By and Between the Debtors, the Official Committee of Unsecured Creditors, and the Class Representatives Modifying Certain Plan Deadlines* [ECF No. 1193], pursuant to which the Court approve the following changes to the plan deadlines: (i) Section 5.7(i)(i) of the Plan was revised to start the ILT Arbiter’s engagement upon the “Commencement Date” instead of the Effective Date and defining the Commencement Date as June 1, 2020; and (ii) to replace the reference in the ILT Claims Arbiter Submission Procedures of Effective Date to Commencement Date.

WHEREAS, the Parties have determined that it is necessary to modify the Commencement Date as set forth herein in order to accomplish the purposes set forth in Section 5.7(i)(ii) of the Plan;

WHEREAS, the Parties have consulted with the ILT Claims Arbiter who consents to the modification of the Commencement Date;

NOW THEREFORE, THE PARTIES, BY AND THROUGH THEIR RESPECTIVE UNDERSIGNED COUNSEL, HEREBY STIPULATE AND AGREE AS FOLLOWS:

1. The above recitals are fully incorporated herein and made an express part of this Stipulation.

2. Upon approval of this Stipulation, the Commencement Date in Section 5.7(i)(i) of the Plan shall be deemed to be September 1, 2020.

3. To the extent the Class Representatives agree that the Commencement Date shall be later than September 1, 2020, the Class Representatives shall provide notice of such Commencement Date by filing a notice with the Bankruptcy Court at least 21 days prior to the Commencement Date.

4. This Stipulation constitutes the entire agreement between the Parties and supersedes all prior agreements and understandings, both written and oral, between the Parties with respect to the subject matter hereof and, except as otherwise expressly provided herein, is not intended to confer upon any other person any rights or remedies hereunder.

5. Except as expressly set forth in this Stipulation, nothing contained herein shall be an admission or waiver of the substantive or procedural rights, remedies, claims, or defenses of any of the parties in these chapter 11 cases, whether at law or equity.

6. This Stipulation may be executed in counterparts, any of which may be transmitted by facsimile or electronic mail, and each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

7. This Stipulation may not be amended without the express written consent of all Parties hereto and approval by the Court.

8. It is acknowledged that each Party has participated in and jointly consented to the drafting of this Stipulation and that any claimed ambiguity shall not be construed for or against any Party on account of such drafting.

9. The Court shall retain jurisdiction over any and all disputes or other matters arising under or otherwise relating to this Stipulation.

Dated: June 19, 2020  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Matthew O. Talmo  
Derek C. Abbott (No. 3376)  
Matthew O. Talmo (No. 6333)  
1201 N. Market Street, 16<sup>th</sup> Floor  
P.O. Box 1347  
Wilmington, DE 19899-1347  
Telephone: (302) 658-9200  
Facsimile: (302) 658-3989  
dabbott@mnat.com  
mtalmo@mnat.com

-and-

HALPERIN BATTAGLIA BENZIJA, LLP  
Alan D. Halperin  
Lige Gu  
40 Wall Street, 37<sup>th</sup> Floor  
New York, NY 10005  
Telephone: (212) 765-9100  
Facsimile: (212) 765-0964  
ahalperin@halperinlaw.com  
lgu@halperinlaw.com

*Attorneys for the Trustee*



/s/ Joseph H. Huston, Jr.

STEVENS & LEE, P.C.  
Joseph H. Huston, Jr. (No. 4035)  
919 North Market Street, Suite 1300  
Wilmington, DE 19801  
Telephone: (302) 425-3310  
jhh@stevenslee.com

-and-

Nicholas F. Kajon  
485 Madison Ave., 20th Floor  
New York, NY 10022  
Telephone: (212) 319-8500  
nfk@stevenslee.com

-and-

KELLER LENKNER LLC  
Ashley Keller  
Seth Meyer  
150 N. Riverside Place, Suite 4270  
Chicago, IL 60606  
Telephone: (312) 741-5220  
ack@kellerlenkner.com  
sam@kellerlenkner.com

-and-

U. Seth Ottensoser  
477 Madison Ave., Suite 621  
New York, NY 10022  
Telephone: (516) 782-3817

*Attorneys for the Insurance Ratepayer Class  
Representatives*

/s/ Scott R. Bickford

BIELLI & KLAUDER, LLC  
David M. Klauder (No. 5769)  
1204 King Street  
Wilmington, DE 19801  
Telephone: (302) 803-4600  
Facsimile: (302) 397-2557  
dklauder@bk-legal.com

-and-

MARTZELL, BICKFORD & CENTOLA  
Scott R. Bickford  
338 Lafayette Street  
New Orleans, LA 70130  
Telephone: (504) 581-9065  
sbickford@mbfirm.com

-and-

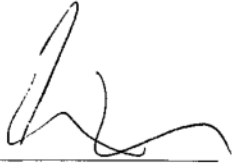
THE CREADORE LAW FIRM, P.C.  
Donald Creadore  
450 Seventh Avenue—1408  
New York, NY 10123  
Telephone: (212) 355-7200  
donald@creadorelawfirm.com

-and-

COOPER LAW FIRM, LLC  
Celeste Brustowicz  
1525 Religious Street  
New Orleans, LA 70130  
Telephone: (504) 399-0009  
cbrustowicz@sch-llc.com

-and-

THOMPSON BARNEY LAW FIRM  
Kevin W. Thompson  
2030 Kanawha Boulevard, East  
Charleston, WV 25311  
Telephone: (304) 343-4401  
kwthompsonwv@gmail.com  
*Attorneys for the NAS Monitoring Class  
Representatives*



HILLER LAW, LLC  
Adam Hiller (No. 4105)  
1500 North French Street  
Wilmington, DE 19801  
Telephone: (302) 442-7677  
ahiller@adamhillerlaw.com

-and-

HAGENS BERMAN SOBOL  
SHAPIRO LLP  
Thomas M. Sobol  
Lauren Guth Barnes  
55 Cambridge Parkway, Suite 301  
Cambridge, MA 02142  
Telephone: (617) 482-3700  
tom@hbsslw.com  
lauren@hbsslw.com

-and-

THE DUGAN LAW FIRM, LLC  
James R. Dugan, II  
David S. Scalia  
One Canal Place, Suite 1000  
365 Canal Street  
New Orleans, LA 70130  
jdugan@dugan-lawfirm.com  
dscaliam@dugan-lawfirm.com

-and-

SHEPHERD FINKELMAN MILLER &  
SHAH LLP  
Jayne Goldstein  
1625 N. Commerce Parkway, Suite 320  
Ft. Lauderdale, FL 33326  
Telephone: (954) 515-0123  
jgoldstein@sfmslaw.com

-and-

James Shah  
Natalie Finkelman Bennett  
35 E. State Street  
Media, PA 19063  
Telephone: (610) 891-9880  
jshah@sfmslaw.com  
nfinkelman@sfmslaw.com

-and-

LOUISIANA HEALTH SERVICE &  
INDEMNITY COMPANY, D/B/A BLUE  
CROSS AND BLUE SHIELD OF  
LOUISIANA  
Allison N. Pham  
Jessica W. Chapman  
5525 Reitz Avenue (70809)  
P.O. Box 98029  
Baton Rouge, LA 70898  
Telephone: (225) 295-2199  
Allison.Pham@bcbsla.com  
Jessica.Chapman@bcbsla.com

*Attorneys for the Third Party Payor Class  
Representatives*

/s/ Jonathan W. Cuneo

HILLER LAW, LLC  
Adam Hiller (No. 4105)  
1500 North French Street  
Wilmington, DE 19801  
Telephone: (302) 442-7677  
ahiller@adamhillerlaw.com

-and-

BARRETT LAW GROUP, P.A.  
John W. (Don) Barrett  
David McMullan, Jr.  
P.O. Box 927  
404 Court Square North  
Lexington, MS 39095  
Telephone: (662) 834-2488  
dbarrett@barrettlawgroup.com  
dmcmullan@barrettlawgroup.com

-and-

CUNEO GILBERT & LaDUCA, LLP  
Jonathan W. Cuneo  
Monica Miller  
4725 Wisconsin Ave. NW, Suite 200  
Washington, DC 20016  
Telephone: (202) 789-3960  
jonc@cuneolaw.com  
evelyn@cuneolaw.com

-and-

TAYLOR MARTINO, P.C.  
Steven A. Martino  
W. Lloyd Copeland  
P.O. Box 894  
Mobile, AL 36601  
Telephone: (251) 433-3131  
stevemartino@taylormartino.com  
lloyd@taylormartino.com

-and-

BURNS CHAREST, LLP  
Warren Burns  
900 Jackson St., Suite 500  
Dallas, TX 75202  
Telephone: (469) 904-4550  
wburns@burnscharest.com

-and-

Korey A. Nelson  
Lydia A. Wright  
365 Canal Street, Suite 1170  
New Orleans, LA 70130  
Telephone: (504) 799-2845  
knelson@burnscharest.com  
lwright@burnscharest.com

-and-

ABDALLA LAW, PLLC  
Gerald M. Abdalla, Jr.  
602 Steed Road, Suite 200  
Ridgeland, MS 39157  
Telephone: (601) 487-4590  
jerry@abdalla-law.com

-and-

CLIFFORD LAW OFFICES  
Robert A. Clifford  
Shannon M. McNulty  
120 North LaSalle Street  
31st Floor  
Chicago, IL 60602  
Telephone: (312) 899-9090  
rac@cliffordlaw.com  
smm@cliffordlaw.com

*Attorneys for the Hospital Class  
Representatives*

/s/ Michael Busenkell

McAFEE & TAFT

Richard Nix

Two Leadership Square

211 N. Robinson - Tenth Floor

Oklahoma City, OK 73102

Telephone: (405) 552-2219

richard.nix@mcafeetaft.com

GELLERT SCALI BUSENKELL

& BROWN, LLC

Michael Busenkell

1201 N. Orange Street, Suite 300

Wilmington, Delaware 19801

Telephone: (302) 425-5812

mbusenkell@gsbblaw.com

*Attorneys for the ERISA Group*

**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 (JTD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>Jointly Administered</b>
	:	
	:	<b>Re: D.I. 1192 &amp; _____</b>
	X	

**ORDER APPROVING STIPULATION BY AND AMONG THE LIQUIDATING  
TRUSTEE AND THE CLASS REPRESENTATIVES  
MODIFYING CERTAIN PLAN DEADLINES**

Upon consideration of: (i) the *Stipulation by and among the Class Representatives and the Liquidating Trustee Modifying Certain Plan Deadlines* (the “Stipulation”),<sup>2</sup> a copy of which is attached hereto as Exhibit 1; (ii) the *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Joint Chapter 11 Plan of Liquidation of Insys Therapeutics, Inc. and its Affiliated Debtors* [ECF No. 1115] (the “Confirmation Order”); and (iii) the Plan (as defined in the Confirmation Order); and the Court having jurisdiction to consider the Stipulation pursuant to 28 U.S.C. § 1334; and approval of the Stipulation being a core matter pursuant to 28 U.S.C. § 157(b)(2); and the Court having authority to enter a final order approving the Stipulation consistent with Article III of the United States Constitution; and all parties in interest affected by the Stipulation having consented to the

---

<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 3100 West Ray Road, Suite 201, Chandler, Arizona 85226.

<sup>2</sup> Capitalized terms used but not defined in this Order shall have the meanings ascribed to such terms in the Stipulation.

entry of this Order; and it appearing that no other notice of the same is required under the circumstances; and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. The Stipulation is hereby approved.
2. Immediately upon the entry of this Order, the Stipulation shall become effective and binding on all parties in interest, and the Plan and Confirmation Order shall be deemed modified as described therein.
3. The Parties 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.

---

Honorable John T. Dorsey  
United States Bankruptcy Judge