

**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 (JTD)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	Re: D.I. 1193, 1370
	x	

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

The undersigned counsel to William Henrich, in his capacity as trustee (the “Trustee”) of the Insys Liquidation Trust, hereby certify as follows:

1. 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**”).
2. On January 16, 2020, the Court entered the Confirmation Order, confirming the Plan.
3. 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.

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, Suite 201, Chandler, Arizona 85226.

4. 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 21st day after the Effective Date and shall send joint reply submissions to the ILT Claims Arbiter by the 35th day after the Effective Date.

5. 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.

6. On June 22, 2020, this Court entered its *Order Approving Stipulation By and Among the Liquidating Trustee and the Class Representatives Modifying Certain Plan Deadlines* [ECF No. 1370], pursuant to which the Court approved the following change: the Commencement Date in Section 5.7(i)(i) of the Plan was deemed to be September 1, 2020.

7. Pursuant to June 22 Order, paragraph 3 stated that “To the extent that 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”.

8. The Liquidating Trustee, the Hospital Class Representative and the NAS Monitoring Class Representative have stipulated, subject to approval by the Court, to modify the Commencement Date as set forth in the *Second Stipulation by and Among Certain 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 Liquidating Trustee respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, at its earliest convenience.

Dated: September 21, 2020

**MORRIS, NICHOLS, ARSHT &
TUNNELL LLP**

/s/ Matthew O. Talmo _____

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*Counsel to the Trustee of the Insys
Liquidation Trust*

Exhibit A

Proposed Order

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

	x	
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In re	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC., et al.,	:	Case No. 19-11292 (JTD)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	Re: D.I. 1192 & 1369
	x	

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

Upon consideration of: (i) *the Second Stipulation by and among Certain of the Class Representatives and the Liquidating Trustee Modifying Certain Plan Deadlines* (the “**Stipulation**”),² 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 entry of

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, Suite 201, Chandler, Arizona 85226.

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

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.

Dated: _____, 2020
Wilmington, Delaware

**THE HONORABLE JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE**

EXHIBIT 1

Stipulation

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

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In re	:	Chapter 11
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INSYS THERAPEUTICS, INC., et al.,	:	Case No. 19-11292 (JTD)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	Re: D.I. 1193
	x	

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

This stipulation (the “**Stipulation**”) is made and entered into by and among certain of the Class Representatives,² 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**”);

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, Suite 201, Chandler, Arizona 85226.

² 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 21st day after the Effective Date and shall send joint reply submissions to the ILT Claims Arbiter by the 35th 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; and .

WHEREAS, on June 22, 2020, this Court entered its *Order Approving Stipulation By and Among the Liquidating Trustee and the Class Representatives Modifying Certain Plan Deadlines* [ECF No. 1370], pursuant to which the Court approved the following change: the Commencement Date in Section 5.7(i)(i) of the Plan was deemed to be September 1, 2020; and

WHEREAS, pursuant to June 22 Order, paragraph 3 stated that “To the extent that 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”; and

WHEREAS, the Hospital Class Representative and the NAS Monitoring Class Representative (the “**Extending Parties**”) have determined that, in light of certain exigent circumstances, it is necessary to modify the Commencement Date, *solely as it relates to the arbitration between them contemplated by the Plan*, as set forth herein in order to accomplish the purposes set forth in Section 5.7(i)(ii) of the Plan;

WHEREAS, the Extending Parties have consulted with the ILT Claims Arbiter who consents to the modification of the Commencement Date solely as it relates to the arbitration between the Extending Parties; and

WHEREAS, no party that is affected by such modification objects to such modification.

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 for the arbitration between the Extending Parties in Section 5.7(i)(i) of the Plan shall be deemed to be November 1, 2020.
3. To the extent the Extending Parties agree that the Commencement Date for the arbitration between the Extending Parties shall be later than November 1, 2020, the Extending Parties shall provide notice of such Commencement Date by filing a notice with the Bankruptcy Court at least 2 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: September 21, 2020
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Derek C. Abbott

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*Attorneys for the Hospital Class
Representatives*

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

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In re	:	Chapter 11
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INSYS THERAPEUTICS, INC., et al.,	:	Case No. 19-11292 (JTD)
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**ORDER APPROVING SECOND STIPULATION BY AND AMONG THE
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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.

Dated: _____, 2020
Wilmington, Delaware

**THE HONORABLE JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE**

EXHIBIT 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
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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 21st day after the Effective Date and shall send joint reply submissions to the ILT Claims Arbiter by the 35th 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; and .

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WHEREAS, pursuant to June 22 Order, paragraph 3 stated that “To the extent that 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”; and

WHEREAS, the Hospital Class Representative and the NAS Monitoring Class Representative (the “**Extending Parties**”) have determined that, in light of certain exigent circumstances, it is necessary to modify the Commencement Date, *solely as it relates to the arbitration between them contemplated by the Plan*, as set forth herein in order to accomplish the purposes set forth in Section 5.7(i)(ii) of the Plan;

WHEREAS, the Extending Parties have consulted with the ILT Claims Arbiter who consents to the modification of the Commencement Date solely as it relates to the arbitration between the Extending Parties; and

WHEREAS, no party that is affected by such modification objects to such modification.

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 for the arbitration between the Extending Parties in Section 5.7(i)(i) of the Plan shall be deemed to be November 1, 2020.
3. To the extent the Extending Parties agree that the Commencement Date for the arbitration between the Extending Parties shall be later than November 1, 2020, the Extending Parties shall provide notice of such Commencement Date by filing a notice with the Bankruptcy Court at least 2 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: September 21, 2020
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Derek C. Abbott

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