

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

In re	:	Chapter 11
	:	
INSYS THERAPEUTICS, INC., <i>et al.</i> ,	:	Case No. 19-11292 (KG)
	:	
	:	(Jointly Administered)
	:	
	:	Re: D.I. 29, 157, 162
	:	
Debtors. ¹	:	Objection Deadline: June 26, 2019, 5:00 p.m. (ET)
	:	(By Agreement)
	:	Hearing Date: July 8, 2019, 9:00 a.m. (ET)
	:	

**NON-MDL MUNICIPAL PLAINTIFFS’ JOINDER IN OBJECTIONS
OF THE MDL PLAINTIFFS AND VARIOUS MUNICIPALITIES
TO MOTION OF DEBTORS FOR (I) ENTRY OF ORDERS PURSUANT TO
11 U.S.C. §§ 105(a) AND 502(c) (A) ESTABLISHING PROCEDURES AND
SCHEDULE FOR ESTIMATION PROCEEDINGS AND (B) ESTIMATING
DEBTORS’ AGGREGATE LIABILITY FOR CERTAIN CATEGORIES
OF CLAIMS, (II) ENTRY OF PROTECTIVE ORDER, AND
(III) SUBORDINATION OF CERTAIN PENALTY CLAIMS**

Certain non-MDL municipal plaintiffs (the “Non-MDL Municipal Plaintiffs”)² join in the

(i) *Objection of the MDL Plaintiffs to Motion of Debtors for (I) Entry of Orders Pursuant to 11 U.S.C. §§ 105(a) and 502(c) (A) Establishing Procedures and Schedule for Estimation Proceedings and (B) Estimating Debtors’ Aggregate Liability for Certain Categories of Claims, (II) Entry of Protective Order, and (III) Subordination of Certain Penalty Claims [D.I. 157] (the “MDL Objection”), and (ii) *The City of Prescott, Arizona; City of Surprise, Arizona; Carroll County, Maryland; and Henry County, Missouri Objection to Debtors’ Motion for Entry of 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).

² A list of the Non-MDL Municipal Plaintiffs is attached hereto as **Exhibit A**.

Pursuant to 11 U.S.C. §§ 105(a) and 502(c) (the “Cities Objection”) [D.I. 162]. In support of this Joinder, the Non-MDL Municipal Plaintiffs respectfully state as follows:

BACKGROUND

1. On June 10, 2019 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. On the Petition Date, the Debtors filed, among other things, the *Motion of Debtors for (I) Entry of Orders Pursuant to 11 U.S.C. §§ 105(a) and 502(c) (A) Establishing Procedures and Schedule for Estimation Proceedings and (B) Estimating Debtors’ Aggregate Liability for Certain Categories of Claims, (II) Entry of Protective Order, and (III) Subordination of Certain Penalty Claims* (the “Motion”) [D.I. 29].

3. The Non-MDL Municipal Plaintiffs are municipalities (counties and cities) who commenced litigation or intended to commence litigation against one or more of the Debtors prior to the Petition Date related to the marketing and sale of Subsys. The Non-MDL Municipal Plaintiffs’ claims include certain of the claims listed as examples of penalties in the Motion.

JOINDER

4. The Non-MDL Municipal Plaintiffs hereby join in the arguments raised in the MDL Objection and the Cities Objection, and expressly adopt, raise, and incorporate such arguments as if fully set forth herein.

RESERVATION OF RIGHTS

5. The Non-MDL Municipal Plaintiffs reserve the right to modify the relief sought in this Joinder. The Non-MDL Municipal Plaintiffs also reserve the right, in their sole discretion, to amend, modify or supplement this Joinder at any time, including at any hearing to consider the Motion.

WHEREFORE, the Non-MDL Municipal Plaintiffs respectfully request that the Court:
(1) sustain the Objections and this Joinder and deny approval of the Motion; and (2) grant the Non-MDL Municipal Plaintiffs such other and further relief as is just and proper.

Dated: June 26, 2019
Wilmington, Delaware

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EXHIBIT A

Caption	Plaintiffs
City of Dover, et al. v Purdue Pharma, LP, et al.	City of Dover, DE
City of Dover, et al. v Purdue Pharma, LP, et al.	City of Seaford, DE
City of Dover, et al. v Purdue Pharma, LP, et al.	County of Kent, DE
County of Fannin, GA v Purdue Pharma, LP, et al.	County of Fannin, GA
Noble County, Ohio by the Noble County Commissioners v. Cardinal Health	Noble County, OH
Meigs County, Ohio v. Cardinal Health Inc., et al.	Meigs County, OH
Washington County, Ohio by its Commissioners, et al. v. Cardinal Health	Washington County, OH
Washington County, Ohio by its Commissioners, et al. v. Cardinal Health	City of Marietta, OH
County of Armstrong v Purdue Pharma, LP, et al.	Armstrong, County, PA
County of Beaver v Purdue Pharma, LP, et al.	Beaver County, PA
County of Bradford v Purdue Pharma, LP, et al.	Bradford County, PA
County of Cambria v Purdue Pharma, LP, et al.	Cambria County, PA
County of Carbon v Purdue Pharma, LP, et al.	Carbon County, PA
County of Clarion v Purdue Pharma, LP, et al.	Clarion County, PA
County of Fayette v Purdue Pharma, LP, et al.	Fayette County, PA
County of Franklin v Purdue Pharma, LP, et al.	Franklin County, PA
County of Greene v Purdue Pharma, LP, et al.	Greene County, PA
County of Huntingdon v Purdue Pharma, LP, et al.	Huntingdon County, PA
County of Lackawanna v Purdue Pharma, LP, et al.	Lackawanna County, PA
County of Lawrence v Purdue Pharma, LP, et al.	Lawrence County, PA
County of Monroe v Purdue Pharma, LP, et al.	Monroe County, PA
Township of Bensalem v Purdue Pharma, LP, et al.	Bensalem, PA
County of Washington v Purdue Pharma, LP, et al.	Washington County, PA
County of Westmoreland v Purdue Pharma, LP, et al.	Westmoreland County, PA
Municipality of Norristown v Purdue Pharma, LP, et al.	Municipality of Norristown, PA
Newtown Township v Purdue Pharma, LP, et al.	Newtown, PA
Sheet Metal Workers' Local Union No. 19 Health Fund	Philadelphia, PA
Municipality of Norristown v Purdue Pharma, LP, et al.	West Norriton, PA
County of Abbeville v. Rite Aid of South Carolina, et al	Abbeville County, SC
County of Aiken v. Rite Aid of South Carolina, et al.	Aiken County, SC
County of Allendale v. Rite Aid of South Carolina, et al	Allendale County, SC
County of Anderson v. Rite Aid of South Carolina, et al	Anderson County, SC
County of Bamberg v. Rite Aid of South Carolina, et al	Bamberg County, SC
County of Barnwell v. Rite Aid of South Carolina, et al	Barnwell County, SC
County of Beaufort v. Rite Aid of South Carolina, et al	Beaufort County, SC
County of Calhoun v. Rite Aid of South Carolina, et al	Calhoun County, SC
County of Cherokee v. Rite Aid of South Carolina, et al	Cherokee County, SC
County of Chesterfield v. Rite Aid of South Carolina, et al	Chesterfield County, SC
County of Clarendon v. Rite Aid of South Carolina, et al	Clarendon County, SC
County of Colleton v. Rite Aid of South Carolina, et al	Colleton County, SC
County of Dillon v. Rite Aid of South Carolina, et al	Dillon County, SC
County of Dorchester v. Rite Aid of South Carolina, et al	Dorchester County, SC
County of Edgefield v. Rite Aid of South Carolina, et al	Edgefield County, SC
County of Fairfield v. Rite Aid of South Carolina, et al	Fairfield County, SC
County of Greenville v. Rite Aid of South Carolina, et al	Greenville County, SC
County of Greenwood v. Rite Aid of South Carolina, et al	Greenwood County, SC
County of Hampton v. Rite Aid of South Carolina, et al	Hampton County, SC
County of Horry v. Rite Aid of South Carolina, et al	Horry County, SC
County of Jasper v. Rite Aid of South Carolina, et al	Jasper County, SC
County of Kershaw, et al. v. Rite Aid of South Carolina, et al	County of Kershaw, Kershaw County Hospital Board A/K.A KershawHealth D/B/A Health Service District of Kershaw County.
County of Lancaster v. Rite Aid of South Carolina, et al	Lancaster County, SC
County of Laurens v. Rite Aid of South Carolina, et al	Laurens County, SC
County of Lee v. Rite Aid of South Carolina, et al	Lee County, SC
County of Marion v. Rite Aid of South Carolina, et al	Marion County, SC
County of McCormick v. Rite Aid of South Carolina, et al	McCormick County, SC
City of Myrtle Beach v. Rite Aid of South Carolina, et al	City of Myrtle Beach, SC
County of Newberry v. Rite Aid of South Carolina, et al	Newberry County, SC
County of Oconee v. Rite Aid of South Carolina, et al	Oconee County, SC
County of Orangeburg v. Rite Aid of South Carolina, et al	Orangeburg County, SC
County of Pickens v. Rite Aid of South Carolina, et al	Pickens County, SC
County of Saluda v. Rite Aid of South Carolina, et al	Saluda County, SC
County of Spartanburg v. Rite Aid of South Carolina, et al	Spartanburg County, SC
County of Sumter v. Rite Aid of South Carolina, et al	Sumter County, SC
County of Union v. Rite Aid of South Carolina, et al	Union County, SC
County of Williamsburg v. Rite Aid of South Carolina, et al	Williamsburg County, SC
County of York v. Rite Aid of South Carolina, et al	York County, SC
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	Pleasants County, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	City of Marys, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	Ritchie County, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	Town of Harrisville, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	Town of Elizabeth, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	City of Ravenswood, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	City of Ripley, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	City of Spencer, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	City of Williamstown, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	County of Jackson, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	County of Roane, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	County of Wirt, WV
Roane County Commision v. Mylan Pharmaceuticals, Inc., et al.	County of Wood, WV