

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)**

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Debtors.¹ : **Jointly Administered**

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: **Re: D.I. 23**

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**ORDER PURSUANT TO 11 U.S.C. §§ 105(a),
363(b), AND 507(a) AUTHORIZING DEBTORS TO
PAY CERTAIN PREPETITION TAXES AND FEES**

Upon the motion (the “**Motion**”),² dated June 10, 2019 (D.I. 23), of Insys Therapeutics, Inc. and its affiliated debtors in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a), 363(b), and 507(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the Debtors to pay taxes, assessments, fees, and other charges in the ordinary course of business, including any such taxes, assessments, fees, and other charges subsequently determined, upon audit or otherwise, to be owed by the Debtors for periods prior to the Petition Date (collectively, the “**Taxes and Fees**”), all as more fully set forth in the Motion; and 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

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 410 S. Benson Lane, Chandler, Arizona 85224.

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

29, 2012; and consideration of the Motion and the 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 Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having scheduled a hearing on the Motion for July 8, 2019 (the “**Hearing**”); and the Hearing having been held, if necessary, to consider the relief requested in the Motion; and upon the Long Declaration, filed contemporaneously with the Motion, and the record of the Hearing, if applicable; 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 interest; 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, as provided herein.
2. The Debtors are authorized, but not directed, to pay the Taxes and Fees in the ordinary course of business, including, but not limited to, all of those Taxes and Fees subsequently determined, upon audit or otherwise, to be owed for periods prior to the Petition Date, including, without limitation to those Taxing Authorities listed on **Exhibit B** to the Motion; provided that the Debtors shall consult with the official committee of unsecured creditors (the “**Committee**”) before paying any prepetition Taxes and Fees that exceed \$400,000.
3. The Debtors are authorized, but not directed, to settle some or all of the prepetition Taxes and Fees for less than their face amount without further notice or hearing;

provided that the Debtors shall notify counsel to the Committee, in writing, of the proposed terms of such settlement at least three (3) business days before entering such settlement.

4. Nothing contained in the Motion or this Order, nor any payment made pursuant to the authority granted by this Order, is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' or any appropriate party in interest's rights (including the Committee's rights) to dispute the amount of, basis for, or validity of any claim against the Debtors; (c) a waiver of any claims or causes of action that may exist against any creditor or interest holder; or (d) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

5. Under the circumstances of these Chapter 11 Cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

6. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

8. 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: July 3rd, 2019
Wilmington, Delaware


KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE