

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

	X		
	:		
In re	:		Chapter 11
	:		
INSYS THERAPEUTICS, INC., et al.,	:		Case No. 19-11292 (KG)
	:		
Debtors.¹	:		Jointly Administered
	:		
	:		Re: D.I. 714
	X		

**ORDER GRANTING DEBTORS’ FIRST OMNIBUS MOTION
FOR AN ORDER AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY
CONTRACTS EFFECTIVE *NUNC PRO TUNC* TO OCTOBER 8, 2019**

Upon the motion (the “**Motion**”),² of Insys Therapeutics, Inc. and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order (this “**Order**”), pursuant to sections 105(a) and 365(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) authorizing and approving the rejection of the Rejected Contracts, effective as of October 8, 2019 (the “**Rejection Date**”); as more fully described 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 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 this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice

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 not otherwise defined herein shall have the meanings given to them in the Motion.

need be provided; and the Court having reviewed 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 and their respective estates and creditors; 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 Rejected Contracts, identified on **Exhibit 1** attached to this Order, are hereby rejected by the Debtors effective as of the Rejection Date.
3. Any claims arising from the rejection of the Rejected Contracts by the Debtors shall be filed by no later than thirty (30) days after the date of service of this Order in accordance with the procedures for filing proofs of claim set forth in the *Order 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* [D.I. 294] (the “**Bar Date Order**”); *provided that* any Governmental Units (as defined in 11 U.S.C. § 101(27)) or Native American Tribes (as defined in the Bar Date Order) shall file any claim arising from the rejection of the Rejected Contracts by no later than December 9, 2019 at 5:00 p.m. (prevailing Pacific Time).
4. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Rejected Contracts were terminated prior to the Rejection Date or that any claim for damages arising from the rejection of the Rejected Contracts is limited to the remedies available

under any applicable termination provision of such contract, as applicable, or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

5. Adequate notice of, and an opportunity for a hearing on, the Motion has been provided, and such notice satisfies the requirements of Bankruptcy Rule 6004(a).

6. Notwithstanding any applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.



3 KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

Dated: October 18th, 2019
Wilmington, Delaware

Exhibit 1

Rejected Contracts

#*	Counterparty	Debtor Counterparty	Description	Executed Date	Expiration Date	Address
1	Department of Health and Human Services	INSYS THERAPEUTICS INC	PHARMACEUTICAL PRICING AGREEMENT ADDENDUM	1/4/2017	N/A	7500 Security Boulevard, Mail Stop S2-14-26 Baltimore, Maryland 21244-1850
2	SECRETARY OF HEALTH AND HUMAN SERVICES	INSYS MANUFACTURING	MEDICAID NATIONAL DRUG REBATE AGREEMENT	3/29/2018	N/A	7500 Security Boulevard, Mail Stop S2-14-26 Baltimore, Maryland 21244-1850
3	TRICARE MANAGEMENT ACTIVITY	INSYS THERAPEUTICS INC	DEPARTMENT OF DEFENSE (DOD) RETAIL REFUND PRICING AGREEMENT	5/17/2012	1/28/2009	5111 Leesburg Pike Falls Church, VA 22041
4	TRICARE MANAGEMENT ACTIVITY	INSYS THERAPEUTICS INC	DEPARTMENT OF DEFENSE RETAIL REFUND PRICING AGREEMENT	5/17/2012	5/17/2013	5111 Leesburg Pike Falls Church, VA 22041
5	TRICARE MANAGEMENT ACTIVITY	INSYS THERAPEUTICS INC	DOD RETAIL REFUND PRICING AGREEMENT	5/17/2012	N/A	5111 Leesburg Pike Falls Church, VA 22041
6	TRICARE MANAGEMENT ACTIVITY	INSYS THERAPEUTICS INC	DOD RETAIL REFUND PRINCING AGREEMENT	5/17/2012	5/17/2013	5111 Leesburg Pike Falls Church, VA 22041
7	TRICARE MANAGEMENT ACTIVITY	INSYS THERAPEUTICS INC	RETAIL REFUND PRICING AGREEMENT	5/17/2012	5/17/2013	5111 Leesburg Pike Falls Church, VA 22041