

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
AKORN, INC., <i>et al.</i> , <sup>1</sup>	Case No. 20-11177 (KBO)
Debtors.	(Jointly Administered)

APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING  
THE EMPLOYMENT AND RETENTION OF SAUL EWING ARNSTEIN & LEHR LLP  
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, EFFECTIVE AS OF JUNE 10, 2020

The Official Committee of Unsecured Creditors of Akorn, Inc., *et al.* (the “Committee”) hereby applies to the Court (the “Application”) for the entry of an order, substantially in the form attached hereto as **Exhibit “A”** (the “Proposed Order”), authorizing the Committee’s retention and employment of Saul Ewing Arnstein & Lehr LLP (“Saul Ewing”) as co-counsel to the Committee, effective as of June 10, 2020. In support of this Application, the Committee relies on the Declaration of Mark Minuti, Esquire (the “Minuti Declaration”), a copy of which is attached hereto as **Exhibit “B”** and the Declaration of the Committee Chairperson, Dipesh Patel, a copy of which is attached hereto as **Exhibit “C.”** In further support of the Application, the Committee respectfully represents as follows:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Akorn, Inc. (7400); 10 Edison Street LLC (7890); 13 Edison Street LLC; Advanced Vision Research, Inc. (9046); Akorn (New Jersey), Inc. (1474); Akorn Animal Health, Inc. (6645); Akorn Ophthalmics, Inc. (6266); Akorn Sales, Inc. (7866); Clover Pharmaceuticals Corp. (3735); Covenant Pharma, Inc. (0115); Hi-Tech Pharmacal Co., Inc. (8720); Inspire Pharmaceuticals, Inc. (9022); Oak Pharmaceuticals, Inc. (6647); Olta Pharmaceuticals Corp. (3621); VersaPharm Incorporated (6739); VPI Holdings Corp. (6716); and VPI Holdings Sub, LLC. The location of the Debtors’ service address is: 1925 W. Field Court, Suite 300, Lake Forest, Illinois 60045.



### **Jurisdiction**

1. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper in this judicial district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 328 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

### **Background**

3. On May 20, 2020 (the “Petition Date”), the above-captioned debtors and debtors in possession (the “Debtors”) filed voluntary petitions for relief with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases (the “Chapter 11 Cases”).

4. On June 3, 2020 [D.I. 125], the Office of the United States Trustee appointed the Committee: McKesson Corporation, Douglas Pharmaceuticals America Ltd., Walgreen Co., Rising Pharma Holdings, Inc. and Gabelli Funds, LLC.

5. On June 3, 2020, the Committee selected Jenner & Block LLP (“Jenner”) as its lead counsel and on June 10, 2020, the Committee selected Saul Ewing as its local, co-counsel.

**Relief Requested**

6. By this Application, the Committee seeks the entry of an order, substantially in the form of the Proposed Order, authorizing the Committee to employ and retain Saul Ewing as Delaware counsel, effective as of June 10, 2020.

**Basis for Relief Requested**

7. Pursuant to sections 328(a) and 1103 of the Bankruptcy Code, a committee appointed under section 1102 may employ one or more attorneys to represent it in carrying out its duties under the Bankruptcy Code, provided that such attorneys are disinterested persons and do not hold or represent an interest adverse to the estate. See 11 U.S.C. §§ 328(a), 1103. Consistent with these provisions, the Committee respectfully requests that the Court approve its retention of Saul Ewing to perform certain legal services that will be necessary during the Chapter 11 Cases in accordance with Saul Ewing's standard hourly rates and disbursement policies.

8. The Committee selected Saul Ewing as its Delaware counsel because of its extensive experience representing committees and other parties in chapter 11 proceedings, as well as its knowledge and expertise in the fields of debtors' and creditors' rights and bankruptcy. The attorneys at Saul Ewing involved in this engagement are members in good standing in the Supreme Court of Delaware and regularly practice in this Court. Accordingly, the Committee seeks to retain Saul Ewing because Saul Ewing is well qualified to represent and assist it in performing its duties in the Chapter 11 Cases.

**Services to Be Performed**

9. The Committee submits that it is necessary and appropriate to employ and retain Saul Ewing as local, co-counsel in the Chapter 11 Cases and to work with Jenner in rendering

various professional services that will enable the Committee to execute faithfully its duties, including, but not limited to:

- a. serving as Delaware bankruptcy counsel to the Committee;
- b. providing legal advice with respect to the Committee's powers, rights, duties, and obligations in the Chapter 11 Cases;
- c. assisting and advising the Committee in its consultations with the Debtors regarding the administration of the Chapter 11 Cases;
- d. assisting the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- e. assisting the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and of the operation of the Debtors' businesses;
- f. assisting the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of nonresidential real property and executory contracts, asset dispositions, and the terms of one or more chapter 11 plans, accompanying disclosure statements, and related plan documents;
- g. preparing on behalf of the Committee all necessary motions, applications, complaints, answers, orders, reports, papers, and other pleadings and filings in connection with the Committee's duties in the Chapter 11 Cases;
- h. advising and representing the Committee in hearings and other judicial proceedings in connection with all necessary motions, applications, objections, and other pleadings, and otherwise protecting the interests of those represented by the Committee; and
- i. performing all other necessary legal services as may be required and authorized by the Committee that are in the best interests of creditors.

10. Saul Ewing commenced its representation of the Committee and began performing certain of the services described above immediately following its selection as co-counsel, subject to the Court's approval of its retention.

**Terms of Retention**

11. The terms of Saul Ewing's employment provide generally that certain attorneys and other personnel within the firm will undertake this representation at their standard hourly rates, and that Saul Ewing will be reimbursed for reasonable and necessary expenses, subject to the approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and other applicable orders of this Court.

12. The present hourly rates for attorneys and paralegals of Saul Ewing are set forth in the Minuti Declaration attached hereto. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and to reflect increased expertise and experience in one's area of law.

13. Saul Ewing will also seek reimbursement for reasonable and necessary expenses incurred, which may include, among other things, travel expenses, work-related meals, telephone and facsimile (outgoing only), tolls and other charges, mail and express or overnight mail charges, special or hand delivery charges, document processing, photocopying (not to exceed \$0.10 per page), scanning and printing charges, vendor charges, computerized research, transcription costs, filing fees, and other out-of-pocket expenses incurred in providing professional services to the Committee. Saul Ewing will charge for these expenses in a manner and at rates consistent with charges made generally to its other clients.

14. As noted above, Saul Ewing will file fee applications with the Court, and be paid in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court.

**Saul Ewing's Disinterestedness**

15. Section 1103(b) of the Bankruptcy Code provides, “An attorney or accountant employed to represent a committee appointed under section 1102 of this title may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case.” 11 U.S.C. § 1103(b).

16. As described in detail in the attached Minuti Declaration, Saul Ewing conducted a search of its conflict database with respect to the Debtors and other parties in interest in these Chapter 11 Cases. The list of parties searched in that conflicts search is in **Exhibit 1** to the Minuti Declaration, and the results of the conflicts search are set forth on **Exhibit 2** to the Minuti Declaration. Based on the results of the conflicts search, Saul Ewing has informed the Committee that, except as may be set forth in the Minuti Declaration, Saul Ewing (a) does not hold or represent any interest adverse to the Committee, and (b) is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code.

17. Saul Ewing has informed the Committee that it will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts or relationships are discovered or arise, Saul Ewing will supplement its disclosure to the Court.

**Nunc Pro Tunc Approval**

18. The Third Circuit has identified “time pressure to begin service” and absence of prejudice as factors favoring *nunc pro tunc* retention. In re Arkansas Co., 798 F.2d 645, 650 (3d Cir. 1986). The complexity and speed that have characterized these Chapter 11 Cases have necessitated that the Committee, Saul Ewing, and the Committee’s other professionals focus their immediate attention on time-sensitive matters and promptly devote substantial resources to

these Chapter 11 Cases, pending submission and approval of this Application. Upon information and belief, no party-in-interest would be prejudiced by the granting of the relief requested herein on a retroactive basis.

**Notice**

19. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the Debtors; (c) counsel to the Debtors' pre and postpetition lenders; and (d) all parties requesting notice under Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee submits that no further notice is required.

**No Prior Request**

20. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Committee respectfully requests the entry of an order: (i) authorizing and approving the employment and retention of Saul Ewing as co-counsel to the Committee, effective as of June 10, 2020 and (ii) granting such other and further relief as the Court deems appropriate.

Dated: July 1, 2020

Official Committee of Unsecured Creditors  
of Akorn, Inc., *et al.*

/s/ Dipesh Patel  
Dipesh Patel, not individually  
but solely as Chairperson of the Committee

# **EXHIBIT A**

## **PROPOSED ORDER**



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

<p>In re:</p> <p>AKORN, INC., <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 20-11177 (KBO)</p> <p>(Jointly Administered)</p> <p><b>Re: Docket No. _____</b></p>
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF SAUL EWING  
ARNSTEIN & LLP AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS, EFFECTIVE AS OF JUNE 10, 2020**

Upon consideration of the Application (the “Application”)<sup>2</sup> submitted by the Official Committee of Unsecured Creditors of Akorn, Inc., *et al.* (the “Committee”) for the entry of an order authorizing the retention and employment of Saul Ewing Arnstein & Lehr LLP (“Saul Ewing”) as co-counsel to the Committee; and upon the Minuti Declaration filed in support of the Application; and the Court being satisfied that (a) jurisdiction over the Application is proper, (b) Saul Ewing is a “disinterested person” as that term is defined under section 101(14) of the Bankruptcy Code and represents no interests adverse to the Committee with respect to the matters for which it will be engaged, (c) notice of the Application was adequate and sufficient under the circumstances, and (d) the Committee’s employment of Saul Ewing is appropriate under sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Akorn, Inc. (7400); 10 Edison Street LLC (7890); 13 Edison Street LLC; Advanced Vision Research, Inc. (9046); Akorn (New Jersey), Inc. (1474); Akorn Animal Health, Inc. (6645); Akorn Ophthalmics, Inc. (6266); Akorn Sales, Inc. (7866); Clover Pharmaceuticals Corp. (3735); Covenant Pharma, Inc. (0115); Hi-Tech Pharmacal Co., Inc. (8720); Inspire Pharmaceuticals, Inc. (9022); Oak Pharmaceuticals, Inc. (6647); Olta Pharmaceuticals Corp. (3621); VersaPharm Incorporated (6739); VPI Holdings Corp. (6716); and VPI Holdings Sub, LLC. The location of the Debtors’ service address is: 1925 W. Field Court, Suite 300, Lake Forest, Illinois 60045.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

2014-1; and the relief requested herein being in the best interests of the Committee and the Debtors' estates; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED** that:

1. The Application is GRANTED, as set forth herein.
2. In accordance with Bankruptcy Code sections 328 and 1103, Bankruptcy Rule 2014 and Local Rule 2014-1, the Committee is hereby authorized and empowered to retain and employ Saul Ewing, effective as of June 10, 2020, in accordance with the terms and conditions set forth in the Application and the Minuti Declaration.
3. Saul Ewing shall apply for compensation for professional services rendered to the Committee, including fees and expenses incurred, pursuant to the filing of appropriate applications for allowance of interim and final compensation in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any other Order entered by this Court establishing procedures for the interim compensation and reimbursement of expenses of professionals retained herein.
4. The Committee and Saul Ewing are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.
5. To the extent the Application or the Minuti Declaration is inconsistent with this Order, the terms of this Order shall govern.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

## **EXHIBIT B**

### **DECLARATION OF MARK MINUTI**

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

In re:

AKORN, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-11177 (KBO)

(Jointly Administered)

**DECLARATION OF MARK MINUTI IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF SAUL EWING ARNSTEIN & LEHR LLP  
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, EFFECTIVE AS OF JUNE 10, 2020**

I, Mark Minuti, being duly sworn, state the following under penalty of perjury.

1. I am a partner in the law firm of Saul Ewing Arnstein & Lehr LLP (“Saul Ewing”), which maintains offices for the practice of law at 1201 N. Market Street, Suite 2300, Wilmington, Delaware 19801, as well as in Fort Lauderdale, Miami and West Palm Beach, Florida, Chicago, Illinois, Minneapolis, Minnesota, Philadelphia, Harrisburg, Chesterbrook, and Pittsburgh, Pennsylvania, Newark and Princeton, New Jersey, Baltimore, Maryland, Boston, Massachusetts, New York, New York, and Washington, D.C.

2. I am in all respects competent to make this Declaration (the “Declaration”) in support of the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Akorn, Inc. (7400); 10 Edison Street LLC (7890); 13 Edison Street LLC; Advanced Vision Research, Inc. (9046); Akorn (New Jersey), Inc. (1474); Akorn Animal Health, Inc. (6645); Akorn Ophthalmics, Inc. (6266); Akorn Sales, Inc. (7866); Clover Pharmaceuticals Corp. (3735); Covenant Pharma, Inc. (0115); Hi-Tech Pharmacal Co., Inc. (8720); Inspire Pharmaceuticals, Inc. (9022); Oak Pharmaceuticals, Inc. (6647); Olta Pharmaceuticals Corp. (3621); VersaPharm Incorporated (6739); VPI Holdings Corp. (6716); and VPI Holdings Sub, LLC. The location of the Debtors’ service address is: 1925 W. Field Court, Suite 300, Lake Forest, Illinois 60045.

<sup>2</sup> Capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to them in the Application.

appointed in these cases (the “Committee”) to retain Saul Ewing as its co-counsel, effective as of June 10, 2020.

3. The facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

**Services to Be Provided**

4. Subject to further order of the Court, the Committee retained Saul Ewing to work with Jenner in rendering, without limitation, the following legal services:

- a. serving as local, co-bankruptcy counsel to the Committee;
- b. providing legal advice with respect to the Committee’s powers, rights, duties and obligations in the Chapter 11 Cases;
- c. assisting and advising the Committee in its consultations with the Debtors regarding the administration of the Chapter 11 Cases;
- d. assisting the Committee in analyzing the claims of the Debtors’ creditors and the Debtors’ capital structure and in negotiating with holders of claims and equity interests;
- e. assisting the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors’ businesses;
- f. assisting the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of nonresidential real property and executory contracts, asset dispositions, and the terms of one or more chapter 11 plans, accompanying disclosure statements and related plan documents;
- g. preparing on behalf of the Committee all necessary motions, applications, complaints, answers, orders, reports, papers and other pleadings and filings in connection with the Committee’s duties in the Chapter 11 Cases;
- h. advising and representing the Committee in hearings and other judicial proceedings in connection with all necessary motions, applications, objections and other pleadings, and otherwise protecting the interests of those represented by the Committee; and

- i. performing all other necessary legal services as may be required and authorized by the Committee that are in the best interests of creditors.

5. Saul Ewing commenced its representation of the Committee and began performing certain of the services described above immediately following its selection as co-counsel, subject to Court approval of its retention.

6. The services that Saul Ewing will provide to the Committee will complement, and not duplicate, the services that other professionals provide to the Committee. Saul Ewing will further coordinate with the Committee's other professionals and implement appropriate procedures to avoid duplication.

### **Compensation**

7. Saul Ewing intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to the approval of this Court and compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any Orders entered in these Chapter 11 Cases concerning compensation of professionals, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the firm.

8. The attorneys expected to be primarily responsible for representing the Committee, and their current standard hourly rates, are:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>2020 Hourly Rate</u></b>
Mark Minuti	Partner	\$760
Lucian B. Murley	Partner	\$550
Monique B. DiSabatino	Partner	\$450
Melissa A. Martinez	Associate	\$315

9. In addition, other attorneys and paralegals may be involved as necessary and appropriate to represent the Committee, and Saul Ewing's hourly rates for other attorneys and professionals are as follows:

<b>Billing Category</b>	<b>Range</b>
Partners	\$410 - \$1025
Special Counsel	\$395 - \$850
Associates	\$260 - \$475
Paraprofessionals	\$125 - \$370

10. These hourly rates are subject to periodic adjustment (typically in January of each year) to reflect economic and other conditions. Saul Ewing will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above. These rates are set at a level designed to fairly compensate the firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Saul Ewing's policy to charge its clients for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges at the rate of \$0.10 per page, travel expenses, expenses for "working meals," computerized research, and transcription costs. Saul Ewing will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the firm's other clients, subject to the Local Rules of this Court.

11. The following answer the questions in Section D.1 of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013:

- a. Saul Ewing did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.



- b. None of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case.
- c. Saul Ewing has not represented the Committee in the 12 months prepetition.
- d. Jenner & Block, lead counsel to the Committee, and the Committee are currently in the process of formulating a budget and staffing plan, recognizing that in the course of large cases like these chapter 11 cases, it is highly likely that there may be a number of unforeseen circumstances that will need to be addressed by the Committee and its counsel giving rise to additional fees and expenses.

**Saul Ewing's Disinterestedness**

12. To determine its relationship with parties in interest in these Chapter 11 Cases, Saul Ewing researched its database to determine whether it has any relationships with the entities on the "Conflicts Search List" attached hereto as **Exhibit 1**. All of the entities on **Exhibit 1** were searched through Saul Ewing's computer system and circulated to all attorneys at Saul Ewing to determine whether Saul Ewing has any relationship therewith. Saul Ewing will continue to supplement this Declaration as appropriate upon completion of its additional search and as additional creditors, equity holders, or parties-in-interest are identified in these cases.

13. To the extent that such search indicated that Saul Ewing has a relationship with any such entity in matters unrelated to these Chapter 11 Cases, the identities of such entities are set forth on **Exhibit 2**. As set forth in greater detail on **Exhibit 2**, and subject to any explanations and/or exceptions contained therein, Saul Ewing (a) does not hold or represent any interest adverse to the Committee in matters upon which it is to be engaged, and (b) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

14. In light of the extensive number of creditors and other parties in interest in these cases, neither Saul Ewing nor I are able to conclusively identify all potential relationships. To the extent that Saul Ewing discovers any facts bearing on the matters described herein during the period of Saul Ewing's retention, Saul Ewing will amend and supplement the information contained in this Declaration to disclose such facts.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

/s/ Mark Minuti

Mark Minuti

Dated: July 1, 2020

# EXHIBIT 1

## **Debtors**

10 Edison Street LLC  
13 Edison Street LLC  
Advanced Vision Research Inc.  
Akorn (New Jersey) Inc.  
Akorn AG  
Akorn Animal Health Inc.  
Akorn Canada Inc.  
Akorn Inc.  
Akorn India Private Ltd.  
Akorn International SARL  
AKORN Ophthalmics Inc.  
Akorn Sales Inc.  
Clover Pharmaceuticals Corp.  
Covenant Pharma Inc.  
Hi-Tech Pharmacal Co. Inc.  
Inspire Pharmaceuticals Inc.  
Oak Pharmaceuticals Inc.  
Olta Pharmaceuticals Corp.  
VersaPharm Inc.  
VPI Holdings Corp.  
VPI Holdings Sub LLC  
WorldAkorn Pharma Mauritius

## **Equityholders holding greater than 5%**

Akella, Rao  
Akorn Holdings LP  
BlackRock Inc.  
CEDE & Co.  
EJ Financial Enterprises Inc.  
Kapoor, John, Dr.  
Renaissance Technologies LLC  
Stonehill Capital Management LLC  
Vanguard Group, The

## **Banks/Lenders/UCC Lien**

### **Parties/Administrative Agent**

40/86 Advisors Inc.  
Aegon USA Investment Management LLC  
Apollo Global Management Inc.  
Bank of America Corp.  
Bank of Montreal  
Barclays Bank Plc

Barclays plc  
Bardin Hill Investment Partners LP  
Benefit Street Partners LLC  
Blackrock Financial Management Inc.  
BlackRock Inc.  
BlueMountain Capital Management LLC  
Brigade Capital Management LP  
Canyon Capital Advisors LLC  
Carlyle Group LP, The  
Carlyle Investment Management LLC  
CIFC Asset Management LLC  
Credit Suisse Asset Management LLC  
Credit Suisse Group AG  
CVC CR Parts LLC  
DSC Meridian Capital LP  
Eaton Vance Management  
Effcon Laboratories Inc.  
Elliott Associates LP  
EP Canyon Ltd.  
First Colony Bank  
First Trust Advisors LP  
Five Arrows Managers NA LLC  
Five Arrows Managers North America LLC  
Garrison Investment Group LP  
Goldentree Asset Management LP  
Goldman Sachs Bank USA  
GSO Capital Partners LP  
H/2 Credit Manager LP  
Insight North America LLC  
Investcorp Credit Management US LLC  
JPMorgan Bank Branch 0802  
JPMorgan Chase & Co.  
JPMorgan Chase Bank NA  
Loomis Sayles & Co. LP  
Madison Capital Funding LLC  
Midocean Partners LP  
MJX Asset Management LLC  
Nationsbank NA (South)  
Neuberger Berman Investment  
Neuberger Berman Investment Advisors  
New York Life Investment Management LLC  
Nut Tree Capital Management LP

Pinebridge Investments LLC  
 Pretium Capital Management LLC  
 Rubric Capital Management LP  
 Shenkman Capital Management Inc.  
 Silvermine Capital Management LLC  
 Stonehill Capital Management LLC  
 Symphony Asset Management LLC  
 Thermo Fisher Financial Services Inc.  
 Toshiba Financial Services  
 TPG Opportunities Partners LP  
 Trimaran Advisors LLC  
 Voya Investment Management Co. LLC  
 Wells Fargo Equipment Finance Inc.  
 Western Asset Management Co. LLC  
 Whitebox Advisors LLC  
 Whitefort Capital Master Fund LP  
 Wilmington Savings Fund Society FSB

**Contract Counterparties**

Advanced Resources LLC  
 Aerotek Commercial Staffing  
 Agilent Technologies Inc.  
 Albemarle Corp.  
 Alliance Pharmacy, The  
 Allied Universal Security Services  
 Ankura Consulting Group LLC  
 Aramark Uniform Services  
 Arthur J. Gallagher RMS Inc.  
 Associates of Cape Cod Inc.  
 AT&T Inc.  
 Barry-Wehmiller Design Group Inc.  
 Burns & McDonnell Engineering Co. Inc.  
 Burwood Group Inc.  
 Busbee, Brandon  
 Castle Hill Pharmaceutical Distributors  
 Catalent Micron Technologies  
 Catalent Pharma Solutions RTP  
 CDW Direct LLC  
 Celgene Corp.  
 Charles River Laboratories International Inc.  
 Cintas Corp.  
 ClarusONE Sourcing Services LLP  
 Colbert Packaging Corp.  
 Comcast Corp.  
 Confiance Analytix  
 Costco Wholesale Corp.

Crystal Pharma SAU  
 Cumberland Consulting Group LLC  
 Denison Pharmaceuticals Inc.  
 Dimension Data North America Inc  
 DPS Group Inc.  
 Dr. Reddy's Laboratories Inc.  
 EDI Staffing Inc.  
 Element Materials Technology Ltd.  
 Eurofins EAG Materials Science LLC  
 Eurofins Lancaster Laboratories Inc.  
 Evoqua Water Technologies LLC  
 Excelvision AG  
 FedEx Corp.  
 Gartner Inc.  
 Getinge USA Sales LLC  
 Gordon Flesch Co. Inc.  
 Health Canada-Sante Canada  
 Health Trust Purchasing Group LP  
 Homefield Energy  
 IMA North America Inc.  
 Innovative Staff Solutions Inc.  
 InSite Vision Inc.  
 Interchem Corp.  
 Interior Specialty Construction Inc.  
 inVentiv Health Consulting  
 IQVIA Inc.  
 Iron Mountain Inc.  
 Iron Mountain Records Management  
 Johnson Controls Inc.  
 Johnson Controls Security Solutions  
 Kaiser Foundation Hospitals Inc.  
 Kubacki, Maureen  
 Kuehne & Nagel Services Ltd.  
 Lee Industries Inc.  
 LogMeIn USA Inc.  
 Mapi Life Sciences Canada Inc.  
 McKesson Specialty Arizona Inc.  
 Mettler-Toledo International Inc.  
 mindSHIFT Technologies Inc.  
 Motus LLC  
 Nelson Labs Fairfield Inc.  
 Noramco Inc.  
 NxtTeam Inc.  
 OptiSource LLC  
 Oracle America Inc.  
 PARx Solutions Inc.

Patheon Pharmaceuticals Inc.  
 Patina Solutions Group Inc.  
 PQE US Inc.  
 Premier Group  
 Premier Purchasing Partners LP  
 Pride Chemical Solutions Inc.  
 QPharma Inc.  
 Regulatory Compliance Associates Inc.  
 Remote DBA Experts LLC  
 Rx Sourcing Strategies LLC  
 RXC Acquisition Co.  
 RxCrossroads  
 SAFC Inc.  
 Sam's Club Pharmacy  
 Santen Oy  
 Sartorius Stedim North America Inc.  
 Scisafe Inc.  
 SGS North America Inc.  
 Siegfried USA Inc.  
 Sigma-Aldrich Corp.  
 Simple Science LLC  
 Stericycle Environmental Solutions Inc.  
 Sterigenics Inc.  
 Sterling Engineering Inc.  
 Sterling Pharma Solutions Ltd.  
 Superior Environmental Equipment Corp.  
 Syneos Health LLC  
 Terillum Inc.  
 Tishcon Corp.  
 TNR Resources LLC  
 Tympani LLC  
 UCB Inc.  
 Uline Inc.  
 United Cooling & Refrigeration Inc.  
 United Parcel Service Inc.  
 United States, Government of the,  
 Department of Veterans Affairs  
 Unither USA  
 Unum Life Insurance Co. of America  
 Veeva Systems Inc.  
 Veolia ES Technical Solutions LLC  
 Veritiv Operating Co.  
 Walgreens Co.  
 Water-Jel Technologies LLC  
 West Pharmaceutical Services Inc.  
 Westco F.G. Corp.

Whitehouse Analytical Laboratories LLC  
 Winters Bros Hauling of LI LLC

**Current and Former Officers and Directors**

Abramowitz, Ken  
 Bonaccorsi, Joe  
 Boothe, Douglas  
 Chapman, Scott  
 Graves, Adrienne  
 Johnson, Ronald Mitchel  
 Kafer, Jonathan  
 Kapoor, John, Dr.  
 Kutinsky, Bruce  
 Lichter, Steven  
 Meyer, Steven  
 Pollard, Randall  
 Portwood, Duane  
 Rai, Raj  
 Rappuhn, Terry  
 Tambi, Brian  
 Weinstein, Alan  
 Young, Christopher

**Customers**

Accuristix  
 Accutome Inc.  
 Advance Healthcare Pte Ltd.  
 AFT Pharmaceuticals Ltd.  
 Albertsons Cos. LLC  
 Albertsons Distribution Center  
 Albertsons LLC  
 Amazon.com Services Inc.  
 Amcon Laboratories Inc.  
 Amerisourcebergen Corp.  
 Amwo Farma  
 Anda Inc.  
 Animal Health International Inc.  
 AS Medication Solutions LLC  
 ASD Specialty Healthcare  
 Aspen Veterinary Resources Ltd.  
 Associated National Brokerage  
 Associated Pharmacies Inc.  
 Associated Retina Consultants  
 Associates In Ophthalmology Ltd.  
 Auburn Pharmaceutical Co.

Austin Retina Associates  
 Bascom Palmer Eye Institute  
 BCD Pharma Inc.  
 Beacon Pharmacy LLC  
 Besse Medical Supply  
 Bloodworth Wholesale Drugs  
 Blupax Pharmaceuticals LLC  
 Burlington Drug Co.  
 C&S Wholesale Grocers  
 Capital Wholesale Drug & Co  
 Cardinal AP  
 Cardinal Health PR 120 Inc.  
 Central Sales Co.  
 Cesar Castillo Inc.  
 Clipper Distributing Co. LLC  
 Colorado Retina Associates PC  
 Contact Lens Centre Australia Ltd.  
 Corneal Lens Corp. Nz Ltd.  
 Covetrus North America  
 CVS Caremark Scottsdale  
 CVS Pharmacy Inc.  
 Dakota Drug Inc.  
 Dean McGee Eye Institute  
 Delhaize America Distribution LLC  
 DFAS BVDP SI4701  
 Dixon-Shane LLC  
 DMS Pharmaceutical Group Inc.  
 Drogueria Betances Inc.  
 Drugs Unlimited Inc.  
 Eagle Pharmacy LLC  
 Enclara Pharmacia Inc.  
 Excel Eye Center  
 Express Scripts  
 Eye Care & Cure Corp.  
 Eye Surgical Association  
 Genetco Inc.  
 Giant Eagle Store Inc.  
 Glase, Bert M.  
 Golden State Medical Supply Inc.  
 Hannaford Bros Co.  
 Harris Teeter Supermarkets Inc.  
 Harvard Drug Co.  
 HC Pharmacy Central Inc.  
 HD Smith LLC  
 HE Butt Grocery Co.  
 Healthsource Distributors LLC

Henry Schein GIV  
 Henry Schein Inc.  
 High Country Macula, Retina, & Vitreous,  
 PC  
 Hilco Global  
 HMPG Pharmacy LLC  
 Houston Eye Associates PA  
 Humana Inc.  
 Hygen Pharmaceuticals Inc.  
 Hy-Vee Inc.  
 Independent Pharmacy Cooperative Inc.  
 Integradose Compounding Services LLC  
 Johns Hopkins Health Systems Corp.  
 Justice Ophthalmics Inc.  
 Kaiser Permanente Inc.  
 Keysource Acquisition LLC  
 KPH Healthcare Services Inc.  
 Kutzsche, Bernd M.  
 Leadiant Biosciences Inc.  
 Liberty Procurement Co. Inc.  
 Logan, Avery Robert  
 Long Island Vitreoretinal Consultants  
 Louisiana Wholesale Drugs Co. Inc.  
 McKesson Financial Center  
 McKesson Medical-Surgical Inc.  
 McKesson Specialty Care Distribution LLC  
 Medline Industries Inc.  
 Meijer Inc.  
 Michigan State University  
 Morris & Dickson Co. Ltd.  
 MWI Veterinary Supply Co.  
 National Distribution & Contracting Inc.  
 North Carolina Mutual Wholesale Drug Co.  
 Ophthalmic Consultants of Long Island  
 Ophthalmology Associates  
 PA Retina Specialists  
 Patterson Dental Supply Inc.  
 Patterson Veterinary Supply Inc.  
 Pelion Surgical LLC  
 Peyton's Southeastern Inc.  
 Pfizer Inc.  
 Prasco Laboratories  
 Prescription Supply Inc.  
 Priority Healthcare Distribution Inc.  
 Propharm Ltd.  
 Publix Super Markets Inc.

Quality Care Products LLC  
 Quest Pharmaceuticals Inc.  
 Real Value Products Corp.  
 Retina Associates of Cleveland Inc.  
 Retina Associates of New Jersey  
 Retina Associates PA  
 Retina Associates SW PC  
 Retina Consultants Ltd.  
 Retina Consultants of Houston  
 Retina Group of WA PC  
 Retina Health Center  
 Retina Institute of California  
 Retina Institute of Texas PA  
 Retina Macula Institute  
 Retina Specialists of Alabama  
 Retina Vitreous Associates Medical Group Inc.  
 Retina Vitreous Consultants Inc.  
 Retinal Consultants Medical Group  
 Retinal Consultants of AZ Ltd.  
 Rite Aid Corp.  
 Rochester Drug Cooperative Inc.  
 SCA Pharmaceuticals LLC  
 Schnuck Markets Inc.  
 SightMD  
 Smith Drug Co.  
 Soll Eye  
 Southeastern Retina Associates PC  
 Southwest Retina Consultants PA  
 SuperValu Northeast Region  
 Target Northern Operations  
 Taylor Retina Center  
 Tennessee Retina PC  
 Texas Retina Association  
 Thrifty White Warehouse  
 Top RX LLC  
 UCLA School of Medicine  
 Valley Wholesale Drug Co., LLC  
 Value Drug Co.  
 Vedco Inc.  
 Vision Care of Maine Aroostook LLC  
 Vista Pharm Inc.  
 Vitreo Retinal Associates  
 Wakefern General Merchandise  
 Walgreens Inc.  
 Walmart Inc.

Wegmans Food Markets Inc.  
 Winn-Dixie Logistics Inc.  
 Xgen Pharmaceuticals Inc.  
 YS Marketing Inc.  
 Ysasaga, Jason E.

**Governmental and Regulatory Agencies**

Alabama, State of, Department of Revenue  
 Amityville, Village (NY)  
 Ann Arbor, City of (MI), Treasurer  
 Arizona, State of, Corporate Commission  
 Arizona, State of, Department of Revenue  
 Australian Pesticides & Veterinary Medicine Authority  
 Austrian Patent Office  
 Babylon, Town of (NY)  
 Bulgaria, Government of, Patent Office  
 California, State of, Department of Tax & Fee Administration  
 California, State of, Franchise Tax Board  
 Canadian Intellectual Property Office  
 Colorado, State of, Secretary of State  
 Connecticut, State of, Department of Revenue Services  
 Connecticut, State of, Secretary of State  
 Cyprus, Government of, Department of Registrar of Companies & Official Receiver  
 Danish Patent & Trademark Office  
 Delaware, State of  
 Delaware, State of, Department of State, Division of Corporations  
 Estonian Patent Office  
 Finnish Patent & Registration Office  
 Florida, State of, Department of Revenue  
 Florida, State of, Division of Corporations  
 Georgia, State of, Department of Revenue  
 German Patent & Trade Mark Office  
 Hawaii, State of, Department of Commerce & Consumer Affairs  
 Health Canada-Sante Canada  
 Hellenic Industrial Property Organization  
 Icelandic Intellectual Property Office  
 Idaho, State of, Secretary of State  
 Idaho, State of, Tax Commission  
 Illinois, State of, Department of Revenue  
 Illinois, State of, Secretary of State

Indiana, State of, Secretary of State  
 Intellectual Property Office of New Zealand  
 Iowa, State of, Secretary of State  
 Ireland Intellectual Property Unit  
 Italian Patent & Trademark Office  
 Kansas, State of, Secretary of State  
 Kentucky, Commonwealth of, Department  
 of Revenue  
 Kentucky, Commonwealth of, Secretary of  
 State  
 Latvia, Government of, Patent Office  
 Louisiana, State of, Department of Revenue  
 Louisiana, State of, Secretary of State  
 Macon, County of (MI), Collector  
 Maine, State of, Revenue Services  
 Maine, State of, Secretary of State  
 Maryland, State of, Revenue Administration  
 Division  
 Maryland, State of, State Center  
 Massachusetts, Commonwealth of,  
 Department of Revenue  
 Michigan, State of, Department of Treasury  
 Minnesota, State of, Department of Revenue  
 Minnesota, State of, Secretary of State,  
 Business Services  
 Mississippi, State of, Secretary of State  
 Missouri, State of, Department of Revenue  
 Missouri, State of, Secretary of State,  
 Corporations Unit  
 Montana, State of, Department of Revenue  
 Montana, State of, Secretary of State  
 National Institute of Industrial Property  
 Nebraska, State of, Department of Revenue  
 Nebraska, State of, Secretary of State,  
 Business Services Division  
 Netherlands Patent Office  
 New Hampshire, State of, Department of  
 State  
 New Jersey, State of  
 New Jersey, State of, Department of State  
 New Jersey, State of, Division of Taxation  
 New Mexico, State of, Secretary of State  
 New York, State of, Department of State  
 New York, State of, Department of State's  
 Division of Corporations

New York, State of, Department of Taxation  
 & Finance  
 North Carolina, State of, Department of  
 Revenue  
 North Carolina, State of, Secretary of State  
 North Dakota, State of, Secretary of State  
 Norwegian Industrial Property Office  
 Ohio, State of, Department of Taxation  
 Oklahoma, State of, Secretary of State  
 Oklahoma, State of, Tax Commission  
 Oregon, State of, Department of Revenue  
 Oregon, State of, Secretary of State  
 Pennsylvania, Commonwealth of,  
 Department of Revenue  
 Poland, Government of, Patent Office  
 Portuguese Institute of Industrial Property  
 Rhode Island, State of, Department of  
 Health  
 Rhode Island, State of, Department of  
 Revenue  
 Rhode Island, State of, Department of State  
 South Carolina, State of, Department of  
 Revenue  
 South Dakota, State of, Secretary of State  
 Spanish Patent & Trademark Office  
 State Office for Inventions and Trademarks  
 State Patent Bureau of the Government of  
 Lithuania  
 Swedish Patent & Registration Office  
 Swiss Federal Institute of Intellectual  
 Property  
 Tennessee, State of, Department of Revenue  
 Tennessee, State of, Secretary of State  
 Texas, State of, Comptroller of Public  
 Accounts  
 United Kingdom Intellectual Property Office  
 United States, Government of the ,  
 Department of Labor, Occupational Safety  
 & Health Administration  
 United States, Government of the,  
 Department of Health & Human Services,  
 Food & Drug Administration  
 United States, Government of the,  
 Department of Homeland Security  
 United States, Government of the,  
 Department of Justice



United States, Government of the,  
Department of Justice, Drug Enforcement  
Agency  
United States, Government of the,  
Environmental Protection Agency  
United States, Government of the, Federal  
Trade Commission  
United States, Government of the, Patent &  
Trademark Offices  
United States, Government of the, U.S.  
Consumer Product Safety Commission  
Utah State of, Tax Commission  
Utah, State of, Secretary of State  
Vermont, State of, Department of Taxes  
Vermont, State of, Secretary of State  
Virginia, Commonwealth of, Corp.  
Commission  
Washington, D.C., Office of Tax & Revenue  
Washington, State of, Department of  
Revenue  
Washington, State of, Secretary of State  
West Virginia, State of, Secretary of State  
Wisconsin, State of, Department of Revenue  
Wyoming, State of, Secretary of State

#### **Insurance, PFA and Surety Providers**

ACE American Insurance Co.  
Axis Surplus Insurance Co.  
Berkshire Hathaway Specialty Insurance Co.  
BlueCross BlueShield of Illinois  
Endurance American Insurance Co.  
Evanston Insurance Co.  
Everest Indemnity Insurance Co.  
Federal Insurance Co.  
Great American Insurance Co.  
Hartford Accident & Indemnity Co.  
Hartford Casualty Insurance Co.  
Hartford Fire Insurance Co.  
Illinois National Insurance Co.  
James River Insurance Co.  
Lloyd's of London Ltd.  
Lloyd's Syndicate 1218 (Newline  
Management)  
Mt Hawley Insurance Co.  
Philadelphia Indemnity Insurance Co.  
TDC Specialty Insurance Co.

Travelers Casualty & Surety Co. of America  
Travelers Excess & Surplus Lines Co.  
Trumbull Insurance Co.  
Underwriters at Lloyd's London  
Washington International Insurance Co.  
Wesco Insurance Co.  
Westchester Fire Insurance Co.  
Western Surety Co.  
XL Insurance America Inc.  
XL Specialty Insurance Co.

#### **Landlords**

275 Pierce St. LLC  
AmeriPharma Holdings Inc.  
Arthur J. Rogers & Co.  
Bonanno, Paul  
Cedar Brook Corporate Center LP  
DP West Lake at Conway LLC  
Duke Realty LP  
EGF One Conway LLC  
Lester M. Entin Associates  
Plymouth-Prairie Associates LLC  
Veronica Development Associates

#### **Litigation Parties**

Abbott Laboratories Inc.  
Actavis Mid Atlantic LLC  
Actavis Pharma Inc.  
Allergan Inc.  
Allergan Sales LLC  
AMX Master - Magnetar - Passive Risk  
Arbitrage  
Andrx Laboratories Inc.  
Anip Acquisition Co.  
AQR Capital Management  
Bachrach, Reuben  
Barr Laboratories Inc.  
Barr Pharmaceuticals LLC  
Blackstone Alternative Multi-Strategy Sub  
Fund IV LLC  
Blackstone Diversified Multi-Strategy Fund  
Boca Pharmacal Inc.  
Booth Family Trust  
Bradley Pharmaceutical Inc.  
Breckenridge Pharmaceutical Inc.  
Brenn Distributors Inc.

Cabasares, Horatio V.  
 Camline LLC  
 Capozello, Jason  
 Caraco Pharmaceutical Laboratories Ltd.  
 Centrix Pharmaceuticals Inc.  
 CNH Master Account LP  
 Cohen, Debra  
 Connecticut, State of, Attorney General's  
 Office  
 Contreras, Ana  
 Copley Pharmaceutical Inc.  
 Cornerstone Therapeutics Inc.  
 Cypress Pharmaceuticals  
 Duke University  
 E. Claiborne Robins Co. Inc.  
 ECR Pharmaceuticals Co. Inc.  
 Edwards Pharmaceuticals LLC  
 Endo Pharmaceuticals Inc.  
 Ferndale Laboratories Inc.  
 Fir Tree Value Master Fund  
 Fresenius Kabi AG  
 Gabelli & Co. Investment Advisors Inc.  
 Gabelli Funds LLC  
 Glaubach, Felix  
 Glenmark Generics Ltd.  
 Goldline Laboratories Inc.  
 Harvard Drug Group LLC, The  
 Hawthorn Pharmaceuticals Inc.  
 Houston Healthcare Systems Inc.  
 Ironshore Specialty Insurance Co.  
 Jaymac Pharmaceuticals LLC  
 Joshi Living Trust  
 Kim, Sam  
 Kogut, Merry A.  
 Kreitz, Tyler  
 Kutom, Ali H.  
 KVK-Tech Inc.  
 Larken Laboratories Inc.  
 Laser Pharmaceuticals LLC  
 Louisiana, State of  
 Lumyna - AQR Global Relative Value  
 UCITS Fund  
 Magnetar Constellation Fund V LLC  
 Manikay Master Fund LP  
 Marnel Pharmaceuticals Inc.  
 Meda Pharmaceuticals Inc.

Mississippi, State of  
 MProved Systematic Merger Arbitrage Fund  
 MProved Systematic Multi-Strategy Fund  
 Mylan Inc.  
 Mylan Laboratories Inc.  
 Mylan Pharmaceuticals Inc.  
 Pernix Therapeutics LLC  
 Poly Pharmaceuticals Inc.  
 Pope, Ann  
 Pope, Anthony  
 Prasco LLC  
 Provepharm Inc.  
 Pulchinski, Dannis  
 Pulchinski, Dennis  
 Rice, Earl  
 Rivers Edge Pharmaceuticals LLC  
 Rugby Laboratories Inc.  
 Shenan, James  
 Shionogi Inc.  
 Sun Pharmaceutical Industries Inc.  
 Takla, Amir  
 Teva Pharmaceuticals USA Inc.  
 Teva Women's Health Inc.  
 Trsar, Dale  
 TSAR Trust  
 Twin Master Fund  
 Twin Opportunities Fund LP  
 Twin Securities Inc.  
 United Research Laboratories Inc.  
 US Consults LLC  
 Valeant Pharmaceuticals International, Inc.  
 Valeant Pharmaceuticals North America  
 LLC  
 Vision Pharma LLC  
 Walleye Trading LLC  
 Wangbickler, Michael  
 Warner Chilcott Corp.  
 Watson Laboratories Inc.  
 Wickstrom Auto Group Inc.  
 Wickstrom, Johnny  
 Wraser Pharmaceuticals LLC  
 Zyber Pharmaceuticals

# **Professionals**

Accenture LLP  
 Advanced Discovery Inc.

AlixPartners LLP  
 Arnall Golden Gregory LLP  
 Baker McKenzie LLP  
 Baker, Donelson, Bearman, Caldwell &  
 Berkowitz PC  
 Barrasso Usdin Kupperman Freeman &  
 Sarver LLC  
 Binder Dijker Otte  
 BonelliErede Pappalardo Studio Legale  
 Borden Ladner Gervais LLP  
 Bryan Cave Leighton Paisner LLP  
 Canadian Healthcare Law  
 Chapman Pharmaceutical Consulting Inc.  
 Conrad O'Brien PC  
 Consilio LLC  
 Cornerstone Research Inc.  
 Corporation Service Co. Inc.  
 Cravath, Swaine & Moore LLP  
 Deloitte Consulting LLP  
 Essential Ally LLC  
 Figliulo & Silverman PC  
 Finch McCranie LLP  
 Foley & Lardner LLP  
 FTI Consulting Inc.  
 Gibson, Dunn & Crutcher LLP  
 Grant Thornton LLP  
 Greenhill & Co.  
 Greenwood Group LLC  
 Hyman, Phelps & McNamara PC  
 Jones Day  
 Jones Walker LLP  
 Katten Muchin Rosenman LLP  
 Khaitan & Co.  
 King & Spalding LLP  
 Kopecky Schumacher Rosenberg LLC  
 Kroll Inc.  
 Kurtzman Carson Consultants LLC  
 Latham & Watkins LLP  
 Legility Inc.  
 Lewis Brisbois Bisgaard & Smith LLP  
 Lynn Consulting LLC  
 Mansukhlal Hiralal & Co.  
 Merrill Corp.  
 Michael Best & Friedrich LLP  
 Miller & Martin PLLC  
 Morris Nichols Arsht & Tunnell LLP

Murphy Law Group LLC, The  
 Nardello & Co.  
 Nixon Peabody LLP  
 NSF Health Sciences  
 NSF International  
 Parker Hudson Rainer & Dobbs LLP  
 Pestalozzi Attorneys at Law Ltd.  
 PJT Partners LP  
 Polsinelli PC  
 Pricewaterhousecoopers LLP  
 Quantic Group Ltd., The  
 Quigg Partners  
 Renascence LP  
 Ropes & Gray LLP  
 Schiff Hardin LLP  
 Schnader Harrison Segal & Lewis  
 Segal McCambridge Singer & Mahoney  
 Ltd.  
 Sterne Kessler Goldstein & Fox  
 Sughrue Mion PLLC  
 Taft Stettinius & Hollister LLP  
 Taylor Porter Brooks & Phillips LLP  
 Thomson Reuters Corp.  
 Toscano Consulting Group Inc.  
 Transperfect Legal Solutions  
 Wachtell Lipton Rosen & Katz

#### **Taxing Authorities**

Alabama, State of, Department of Revenue  
 Amityville, Village (NY)  
 Ann Arbor, City of (MI), Treasurer  
 Arizona, State of, Corporate Commission  
 Arizona, State of, Department of Revenue  
 Australian Pesticides & Veterinary Medicine  
 Authority  
 Babylon, Town of (NY)  
 California, State of, Department of Tax &  
 Fee Administration  
 California, State of, Franchise Tax Board  
 California, State of, Secretary of State  
 Colorado, State of, Secretary of State  
 Connecticut, State of, Department of  
 Revenue Services  
 Connecticut, State of, Secretary of State  
 Delaware, State of, Department of State,  
 Division of Corporations

Florida, State of, Department of Revenue  
 Florida, State of, Division of Corporations  
 Georgia, State of, Department of Revenue  
 Georgia, State of, Office of Secretary of State  
 Hawaii, State of, Department of Commerce & Consumer Affairs  
 Health Canada-Sante Canada  
 Idaho, State of, Secretary of State  
 Idaho, State of, Tax Commission  
 Illinois, State of, Department of Revenue  
 Illinois, State of, Secretary of State  
 Indiana, State of, Secretary of State  
 Iowa, State of, Secretary of State  
 Kansas, State of, Secretary of State  
 Kentucky, Commonwealth of, Secretary of State  
 Louisiana, State of, Department of Revenue  
 Louisiana, State of, Secretary of State  
 Macon, County of (MI), Collector  
 Maine, State of, Secretary of State  
 Maryland, State of, Revenue Administration Division  
 Maryland, State of, State Center  
 Massachusetts, Commonwealth of, Department of Revenue  
 Massachusetts, Commonwealth of, Secretary  
 Michigan, State of, Corporations Division  
 Michigan, State of, Department of Treasury  
 Minnesota, State of, Department of Revenue  
 Minnesota, State of, Secretary of State, Business Services  
 Mississippi, State of, Secretary of State  
 Missouri, State of, Department of Revenue  
 Missouri, State of, Secretary of State, Corporations Unit  
 Montana, State of, Department of Revenue  
 Montana, State of, Secretary of State  
 Nebraska, State of, Department of Revenue  
 Nebraska, State of, Secretary of State, Business Services Division  
 New Hampshire, State of, Department of State  
 New Jersey, State of  
 New Jersey, State of, Department of State

New Jersey, State of, Division of Taxation  
 New Mexico, State of, Secretary of State  
 New Mexico, State of, Taxation & Revenue Department  
 New York, State of, Department of State  
 New York, State of, Department of State's Division of Corporations  
 New York, State of, Department of Taxation & Finance  
 North Carolina, State of, Department of Revenue  
 North Carolina, State of, Secretary of State  
 North Dakota, State of, Secretary of State  
 Ohio, State of, Department of Taxation  
 Oklahoma, State of, Secretary of State  
 Oregon, State of, Department of Revenue  
 Oregon, State of, Secretary of State  
 Pennsylvania, Commonwealth of, Department of Revenue  
 Rhode Island, State of, Department of Revenue  
 South Carolina, State of, Department of Revenue  
 South Dakota, State of, Secretary of State  
 Tennessee, State of, Department of Revenue  
 Tennessee, State of, Secretary of State  
 Texas, State of, Comptroller of Public Accounts  
 United States, Government of the, Department of Health & Human Services, Food & Drug Administration  
 United States, Government of the, Department of Homeland Security  
 United States, Government of the, Department of Justice  
 Utah State of, Tax Commission  
 Utah, State of, Secretary of State  
 Vermont, State of, Department of Taxes  
 Vermont, State of, Secretary of State  
 Virginia, Commonwealth of, Corporation Commission  
 Washington, D.C., Office of Tax & Revenue  
 Washington, State of, Department of Revenue  
 Washington, State of, Secretary of State  
 West Virginia, State of, Secretary of State

Wisconsin, State of, Department of Revenue  
Wyoming, State of, Secretary of State

**U.S. Trustee, Judges and Court Contacts  
for the District of Delaware (and key staff  
members)**

Agarwal, Robert  
Attix, Lauren  
Batts, Cacia  
Bello, Rachel  
Brady, Claire  
Buchbinder, David  
Capp, Laurie  
Casey, Linda  
Cavello, Robert  
Chan, Ashley M.  
Dice, Holly  
Dorsey, John T.  
Dortch, Shakima L.  
Farrell, Catherine  
Fox, Timothy J., Jr.  
Gadson, Danielle  
Giordano, Diane  
Green, Christine  
Gross, Kevin  
Hackman, Benjamin  
Haney, Laura  
Heck, Jeffrey  
Johnson, Lora  
Leamy, Jane  
Lopez, Marquietta  
McCollum, Hannah M.  
O'Malley, James R.  
Owens, Karen B.  
Panacio, Michael  
Richenderfer, Linda  
Sarkessian, Juliet  
Scaruzzi, Sherry  
Schepacarter, Richard  
Serrano, Edith A.  
Shannon, Brendan L.  
Silverstein, Laurie Selber  
Sontchi, Christopher S.  
Starr, Karen  
Strupczewski, Karen  
Szymanski, Cheryl

Tinker, T. Patrick  
Vara, Andy  
Villagrana, David  
Vinson, Ramona  
Walker, Jill  
Walrath, Mary  
Werkheiser, Rachel  
Wynn, Dion

**Unsecured Creditors**

ACV Enviro CC  
Albea Thomaston Inc.  
Alcami Corp.  
ALKU LLC  
Amber International  
American Express Co.  
AmerisourceBergen Global Services  
Andler South Corp.  
Andon Brush Co. Inc.  
Aptar Pharma  
Aramark Cleanroom Services  
Bam Connection LLC, The  
Berlin Packaging LLC  
Bosch Packaging Services Inc.  
Call One Inc.  
Cardinal Health Inc.  
CaremarkPCS Health LLC  
Catalent Pharma Solutions  
Cedar Brook 5 Corporate Center LP  
Centerpoint Venture II LLC  
Cenveo Inc.  
Concur Technologies Inc.  
Corden Pharma Latina SPA  
Covance Labs  
C-Squared Pharma  
CVS Caremark  
CVS Pharmacy Inc.  
Denovo Ventures LLC  
Disc Graphics Inc.  
Douglas Pharmaceuticals America  
Eagle Pharmacy LLC  
EMD Millipore Corp.  
Empire Freight Logistics LLC  
Ethypharm SA  
Everlight Chemical Industrial Corp.  
Fisher Scientific International Inc.

Gerresheimer Glass Inc.  
 Golden State Medical Supply Inc.  
 Greenwood Group LLC  
 Halocarbon Products Corp.  
 HealthCheck 360  
 International Vitamin Corp.  
 J. Knipper & Co. Inc.  
 Jarden Plastic Solutions  
 Kelly Services Inc.  
 Laboratoire Unither Amiens  
 Lakeview Medical Center Inc. of Rice Lake  
 Lasalle Network  
 Leadiant Biosciences Inc.  
 Liqueur Inc.  
 Marcor Development  
 McKesson Financial Center  
 Medical Packaging Inc.  
 Micro Filtration Inc.  
 Mikart Inc.  
 Mini Graphics Inc.  
 MJS Packaging  
 Morris & Dickson Co. Ltd.  
 Novation LLC  
 Optel Canada  
 OptumRx Inc.  
 Pall Corp.  
 Parexel International LLC  
 Particle Dynamics  
 Patheon NV  
 Peyton's Southeastern Inc.  
 Platinum Press Inc.  
 PPD Development LP  
 ProPharma Group  
 Protocol Link Inc.  
 Qualanex LLC  
 RHO Inc.  
 Roadtex Transportation Inc.  
 RxCrossroads  
 Sanofi SA  
 Septodont Inc.  
 Skan AG  
 Sofgen Pharmaceuticals LLC  
 SSCI  
 Steris Corp.  
 Teva Api Inc.  
 Toscano Consulting Group Inc.

United States Pharmacopeial Convention,  
 The  
 United States, Government of the,  
 Department of Treasury  
 Viking Healthcare Solutions Inc.  
 VWR International LLC  
 Walgreens Co.  
 Walmart Inc.  
 Waters Corp.  
 WestRock Co.  
 Workiva Inc.  
 Xellia Pharmaceuticals ApS

### **Utilities**

1390 Fairview  
 275 Pierce St. LLC  
 Ameren 1390 Fairview  
 Ameren Distribution  
 Ameren Illinois  
 Ameren Light  
 AT&T Inc.  
 BCN Telecom Inc.  
 Cablevision Systems Corp.  
 Call One Inc.  
 Comcast Corp.  
 ComEdison  
 Decatur, City of (IL)  
 Direct Energy Wyckles  
 Franklin, Township of (NJ)  
 Franklin, Township of (NJ), Sewage  
 Freepoint Energy Solutions  
 Homefield Energy  
 National Grid plc  
 New York Power Authority  
 North Shore Gas  
 PSE&G Co.  
 PSEG  
 Sensible Solar Solutions LLC  
 Sprague Operating Resources LLC  
 Suffolk County Water Authority Inc.  
 Verizon Wireless  
 Vonage Business Solutions Inc.  
 Windstream Holdings Inc.

### **Vendors**

Advanced Instruments Inc.

Agilent Technologies Inc.  
 AirGas Inc.  
 Albany Molecular Research Inc.  
 Alcami Corp.  
 Amsterdam Pharmacy  
 Ashland Specialty Ingredients GP  
 Atrium Staffing LLC  
 B&B Instruments Inc.  
 Badger Biomedical LLC  
 BASF SE  
 Becton Dickinson & Co.  
 Bell Flavors & Fragrances Inc.  
 BioCold Environmental LLC  
 Biocon Ltd.  
 BioScience Laboratories Inc.  
 BioStudy Solutions LLC  
 Brenntag AG  
 Brookfield Asset Management Inc.  
 Capua Bioservices SpA  
 Caron Treatment Centers  
 Castle Hill Pharmaceutical Distributors  
 Catalent Micron Technologies  
 Catalent Pharma Solutions  
 CEM Corp.  
 Charles Ross & Son Co.  
 ChemWorth Corp.  
 Chongqing Carelife Pharmaceutical Ltd.  
 Cole-Parmer Instrument Co. LLC  
 Croda International plc  
 Crystal Pharma SAU  
 Delta Industries Inc.  
 Dishman Carbogen Amcis Ltd.  
 Dow Chemical Co., The  
 DuPont Nutrition USA Inc.  
 East Norriton Pharmacy  
 Espee Biopharma Inc.  
 Eurofins EAG Materials Science  
 Euticals SpA  
 Evonik Degussa Corp.  
 Excelvision AG  
 Fabbbrica Italiana Sintetici  
 Farmabios SpA  
 Farmabios SpA, Italy  
 Flavine North America Inc.  
 Gateway Analytical LLC  
 Gerresheimer Glass Inc.

Gibraltar Laboratories Inc.  
 Givaudan SA  
 Glenmark Pharmaceuticals Ltd.  
 Greenhill & Co.  
 Harry's Pharmacy  
 Honeywell Fluka  
 HunterLab  
 Ingredion Inc.  
 Inorganic Ventures Inc.  
 International Group Inc., The  
 Intertek Group plc  
 Iron Mountain Inc.  
 KBS Pharma  
 Kelly Services Inc.  
 Kruss GmbH  
 LGC Group Ltd.  
 Lipoid LLC  
 Lubrizol Corp., The  
 Macron Fine Chemicals  
 Main Pharmacy  
 McCrone Associates  
 McCrone Group, The  
 McKesson Financial Holdings Ltd.  
 Medichem SA  
 Micro Labs Ltd.  
 Micro Measurement Laboratories Inc. LLC  
 Netzsch Group  
 Novo Nordisk Pharmatech A/S  
 Pacific BioLabs Inc.  
 Pall Corp.  
 Particle Technology Labs  
 PBI International  
 PBI Pharmacy  
 Peak Scientific Inc.  
 Penta International Corp.  
 Pfizer Inc.  
 Phenomenex Inc.  
 Quimica Sintetica SA  
 Rios Pharmacy Inc.  
 Rochem International Inc.  
 SAFC Inc.  
 Sannova Analytical Inc.  
 Sanofi SA  
 Sartorium  
 Sartorius AG  
 Scisafe Inc.

SGD SA  
SGS Laboratories  
Sigma-Aldrich Corp.  
Solvias AG  
Sotax AG  
SP Scientific Inc.  
Specturm Chemical Manufacturing Corp.  
SST Corp.  
Sterigenics US LLC  
TA Instruments Inc.  
Tergus Pharma LLC  
Teva Pharmaceutical Industries Ltd.

Thermo Electron North America LLC  
Thermo Fisher Scientific Inc.  
TLC Pharmaceuticals Standards Ltd.  
Tomita Pharmaceuticals Co. Ltd.  
TRC Chemicals Canada  
Tuttnauer USA  
Waters Corp.  
West Pharmaceutical Services Inc.  
Whitehouse Labs  
Willing, Jingsu  
Xellia Pharmaceuticals ApS  
Zhejiang Haisen Pharmaceutical Co. Ltd



## EXHIBIT 2

### Disclosure of Saul Ewing

Saul Ewing Arnstein & Lehr LLP (“Saul Ewing”) employs approximately 420 attorneys and has a large and diversified legal practice, which encompasses the representation of many businesses, financial institutions, individuals, and other creditors. As part of its diverse practice, Saul Ewing appears in numerous cases, proceedings, and transactions involving many different professionals, including other attorneys, accountants, financial consultants, and investment bankers. Based on Saul Ewing’s current knowledge of the professionals, lenders, creditors, equity holders, and other significant parties-in-interest involved in these cases, Saul Ewing makes the following disclosures:

A. Current Representations Wholly Unrelated to the Debtors: Saul Ewing currently represents the following parties in matters wholly unrelated to the Debtors: ACE Group, Transamerica (AEGON), Agilent Technologies, Aerotek, Abbott Labs (Humana), Amazon.com, AmersourceBergen (ASD Specialty Healthcare, MWI Veterinary Services), Amol Luhadia (Ameripharma Lab), AMEX Assurance (American Express), Aramark, AT&T and its affiliates, Berkshire Hathaway Group of Insurance, CVS Health and its affiliates, Celgene (Mikart), Cigna Group (Express Scripts), Comcast, State of Delaware, Duke Realty, Duke University, FEDEX Ground, Goldman Sachs & Co., Giant Eagle, Great American Insurance, Hiscox, John Hopkins Health, Ironshore Specialty, DrugDev (Inovia), Kaiser Permanente, The Lubrizol Corporation, Maryland Department of General Services, New Jersey State Treasurer, City of New York, Philadelphia Indemnity, Publix, Quantic Group, Travelers Companies and its affiliates, UCB SA and its affiliates, Verizon of New York, Bausch Health, Valeant Pharmaceuticals,

Commonwealth Of Virginia, Laurenti Holding (Wakefern), Wal-Mart, Winn Dixie, and AXA XL

B. Past Representations Wholly Unrelated to the Debtors: Saul Ewing previously represented the following parties, who are or may be creditors of the Debtors or parties-in-interest in the Debtors' chapter 11 cases: Advanced Vision, Accenture, Airgas, Aegon USA, Albertson's, Alcam, AMX, Apollo Global, Axis Insurance, Barclays Bank, Berlin Packaging, Biocon, Blackrock Realty Advisors, BASF Corporation, Brookfield Asset Management, Booth Family Enterprises, Borden Ladner Gervais, Carlyle Development Group, Cintas, CNH Global, Cornerstone Therapeutics, Denova Group, Dexcel (Inventiv), Edison Learning, Endo Pharmaceuticals, Federal Insurance Company, Garrison Investment, Gibson Dunn & Crutcher, Grant Thornton, The Hartford, Henry Schein, Illinois National Insurance, IQVIA Holdings, Intertek, King Pharmaceuticals (Sanofi), Kroll, Inc., Loomis Sayles, Madison Capital, Michigan State University, MW Consortium (State of Virginia), National Grid, Noramco of Delaware, North Shore Gas, Patheon, Pricewaterhousecoopers Receiver Allianz, Retina Associates, Rising Pharma Holdings, Inc., Rochen AG, Rochester Drug Co-op, Rite Aid, Supervalu, Taft Stettinius & Hollister, Target Corporation, Thermo Fisher, UPS-Supply Chain, Veolia Es Technical, Versapharm, Wesco Distribution, and Western Asset.

# **EXHIBIT C**

## **DECLARATION OF DIPESH PATEL**

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

In re:

AKORN, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-11177 (KBO)

(Jointly Administered)

**DECLARATION OF COMMITTEE CHAIRPERSON DIPESH PATEL IN  
SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING  
THE EMPLOYMENT OF SAUL EWING ARNSTEIN & LEHR, LLP  
AS CO-COUNSEL, EFFECTIVE AS OF JUNE 10, 2020**

I, Dipesh Patel, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am the General Counsel and Secretary of Rising Pharma Holdings, Inc., and am serving as chairperson of the Official Committee of Unsecured Creditors (the “Committee”) of the debtors (the “Debtors”) in the above-captioned cases.

2. I have read and am familiar with the contents of the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of Saul Ewing Arnstein & Lehr LLP as Co-Counsel to the Official Committee of Unsecured Creditors, Effective as of June 10, 2020* (the “Application”), filed contemporaneously herewith.

3. This Declaration is provided pursuant to the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Akorn, Inc. (7400); 10 Edison Street LLC (7890); 13 Edison Street LLC; Advanced Vision Research, Inc. (9046); Akorn (New Jersey), Inc. (1474); Akorn Animal Health, Inc. (6645); Akorn Ophthalmics, Inc. (6266); Akorn Sales, Inc. (7866); Clover Pharmaceuticals Corp. (3735); Covenant Pharma, Inc. (0115); Hi-Tech Pharmacal Co., Inc. (8720); Inspire Pharmaceuticals, Inc. (9022); Oak Pharmaceuticals, Inc. (6647); Olta Pharmaceuticals Corp. (3621); VersaPharm Incorporated (6739); VPI Holdings Corp. (6716); and VPI Holdings Sub, LLC. The location of the Debtors’ service address is: 1925 W. Field Court, Suite 300, Lake Forest, Illinois 60045.

Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “Appendix B Guidelines”). I am informed by Jenner & Block, LLP (“Jenner & Block”), the Committee’s lead counsel, that Paragraph D.2 of the Appendix B Guidelines requires that any application for employment of an attorney under sections 327 and 1103 of the Bankruptcy Code be accompanied by a verified statement from the proposed client that addresses the following:

- a. The identity and position of the person making the verification. The person ordinarily should be the general counsel of the debtor or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- b. The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- c. The number of firms the client interviewed.
- d. If the billing rates are not comparable to the applicant’s billing rates for other nonbankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- e. The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in nonbankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

#### **THE COMMITTEE’S SELECTION OF COUNSEL**

4. On June 3, 2020, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed certain creditors to serve on the Committee in connection with these chapter 11 cases. The members of the Committee are: (i) McKesson Corporation; (ii) Douglas Pharmaceuticals America Ltd.; (iii) Walgreens Co.; (iv) Gabelli Funds, LLC; and (v) Rising Pharma Holdings, Inc. As a member and chairperson of the

Committee, I was directly involved with the Committee's selection process for counsel in these chapter 11 cases.

5. After the Committee was formed, the Committee received solicitations from numerous firms interested in serving as the Committee's counsel. On June 8, 2020, the Committee conducted a series of interviews during which several firms, including Jenner & Block, presented their qualifications as potential counsel to the Committee. At the conclusion of the interviews, the Committee selected Jenner & Block to serve as its lead counsel.

6. Subsequent to selecting Jenner & Block as its lead counsel, the Committee considered a number of firms to serve as its local, Delaware counsel. Ultimately, on June 10, 2020, the Committee selected Saul Ewing Arnstein & Lehr, LLP ("Saul Ewing") to serve as its local, Delaware counsel. I am familiar with Saul Ewing, as I was an Associate at that firm prior to joining Rising Pharma Holdings, Inc.

7. The Committee selected Saul Ewing as its local, Delaware counsel because of the firm's extensive experience and knowledge in the field of creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its knowledge of the Debtors' industry and its expertise and experience representing official committees before this Court.

8. At the request of the Committee, Saul Ewing began providing legal services immediately.

#### **BILLING RATE STRUCTURE**

9. Saul Ewing has informed the Committee that its rates for bankruptcy representations are the same as its rates for non-bankruptcy representations. The hourly rates charged by Saul Ewing attorneys vary with the experience and seniority of the individuals

assigned and not as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement.

10. Saul Ewing also has informed the Committee that it endeavors to set hourly rates for its attorneys and paralegals at levels competitive to those charged by comparably skilled professionals in other law firms. Based on my experience retaining various law firms in other matters, and my participation in the interviews of the other firms considered for this engagement, Saul Ewing's hourly rates are consistent with the hourly rates charged by other law firms for bankruptcy-related services.

### **COST SUPERVISION**

11. Throughout these chapter 11 cases, the Committee will supervise Saul Ewing's fees and expenses to manage costs. In particular, the Committee will review Saul Ewing's invoices and monthly applications for payment of fees and reimbursement of expenses. The Committee understands that the hourly rates of Saul Ewing attorneys and paraprofessionals are subject to annual increases, in the normal course of the firm's business. The Committee has consented to such ordinary course rate increases.

12. In terms of staffing, I understand that partners Mark Minuti and Lucian "Luke" Murley will be the primary Saul Ewing attorneys representing the Committee in these chapter 11 cases. The Committee and its counsel are currently in the process of formulating a budget that is consistent with the form of budget attached as Exhibit C-1 to the Appendix B Guidelines, recognizing that in the course of a large case like these chapter 11 cases, it is highly likely that there may be a number of unforeseen circumstances that will need to be addressed by the Committee and its counsel giving rise to additional fees and expenses. The Committee will review the invoices that Saul Ewing regularly submits and, together with Saul Ewing, amend the

budget and staffing plans periodically, as necessary throughout the course of these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed this 1st day of July, 2020.

/s/ Dipesh Patel  
Dipesh Patel, not individually  
but solely as Chairperson of the Committee