

**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
	)	
Debtors	)	(Jointly Administered)
	)	

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ENTRY OF ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT  
OF HURON CONSULTING SERVICES LLC AS ITS FINANCIAL ADVISORS  
EFFECTIVE AS OF JUNE 9, 2020**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of Akorn, Inc. and each of the other above-captioned debtors and debtors-in-possession (the “Debtors”), submits this application (the “Application”) for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), authorizing the retention and employment of Huron Consulting Services LLC (“Huron”) as financial advisors to the Committee, effective as of June 9, 2020. In support of this Application, the Committee relies upon the declaration of Timothy Martin (the “Martin

<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.



Declaration”), which is attached hereto as **Exhibit A** and incorporated herein by reference, and respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) (2). Venue of the Debtors’ Chapter 11 cases and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016 and 5002 and Local Bankruptcy Rule 2014-1.

### **BACKGROUND**

3. On May 20, 2020 (the “Petition Date”), the Debtors filed with this Court voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession under 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.

4. On June 3, 2020, the Office of the United States Trustee appointed the following creditors as members of the Committee: (1) Douglas Pharmaceuticals America Ltd.; (2) Gabelli Funds, LLC; (3) McKesson Corporation; (4) Rising Pharma Holdings, Inc.; and (5) Walgreens Co. The Committee selected Rising Pharma Holdings, Inc.’s representative, Dipesh Patel, as chair of the Committee.

5. At a duly conducted meeting held on June 9, 2020, the Committee reviewed credentials of several potential financial advisors and after due deliberation, elected to retain Huron as its financial advisors in these Chapter 11 cases.

**RELIEF REQUESTED**

6. By this Application, the Committee requests authorization to retain and employ Huron as its financial advisors in these Chapter 11 cases. Specifically, the Committee respectfully requests entry of an order pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code authorizing Huron to perform those financial advisory services that will be necessary during these Chapter 11 cases as more fully described below, and on the terms and conditions attached hereto as **Exhibit B**.

**SERVICES TO BE RENDERED**

7. Huron will provide such financial advisory services to the Committee and its legal advisor as they deem appropriate and feasible in order to advise the Committee in the course of these chapter 11 cases, including but not limited to the following:

- a) Reviewing and analyzing financial information prepared by the Debtors, their accountants and/or other financial advisors;
- b) Monitoring and analyzing the Debtors' operations and financial condition, cash expenditures, court filings, business plans, operating forecasts, strategy, projected cash requirements and cash management;
- c) Attending meetings of the Committee, Debtors, their respective professionals, bankruptcy court hearings and participating in such other matters and on such occasions as the Committee may, from time-to-time request;
- d) Reviewing and analyzing any restructuring or plan of reorganization proposed by the Debtors or any other party, and assisting the Committee with evaluating and negotiating the terms and conditions of any restructuring or plan of reorganization, including analyzing the value of

securities, if any, that may be distributed to unsecured creditors under any such restructuring or plan;

- e) Reviewing and analyzing proposed transactions for which the Debtors seek Court approval;
- f) Reviewing, analyzing, and making recommendations regarding any proposed disposition of the Debtors' assets and all related documentation, debtor-in-possession financing, proposed operational changes, and any expenditures out of the ordinary course of the Debtors' business;
- g) Reviewing reports concerning the Debtors' business and operations, including assessing the value of non-debtor affiliates;
- h) Analyzing the Debtors' pre-petition property, liabilities and financial condition (including analyzing potentially unencumbered assets), and the transfers with and among Debtors' affiliates;
- i) Supporting any bankruptcy court proceedings necessary or appropriate to maximize recovery by the Committee's constituents, including expert witness or other testimony;
- j) Investigating causes of action and other items as directed by the Committee;
- k) Investigating possibly preferential or fraudulent transfers;
- l) If requested by the Committee, assisting with seeking prospective lenders, due diligence, transaction support, negotiations with prospective lenders and optimizing the terms of a prospective transaction;
- m) Providing such other services as the Committee may, from time-to-time, deem necessary or appropriate in the course of discharging its fiduciary duties.

8. The services to be provided by Huron will not be duplicative of those provided by Jenner & Block LLP ("Counsel") and Huron will coordinate any services performed at the Committee's request with the services of any other financial advisors and Counsel involved in these proceedings, as appropriate, to minimize duplication of effort.

9. Subject to this Court's approval of the Application, Huron is willing to serve as the Committee's financial advisors and to perform the services described herein.

### **QUALIFICATIONS OF PROFESSIONALS**

10. The Committee has selected Huron as its financial advisors because of the firm's diverse experience and extensive knowledge in the field of bankruptcy.

11. The Committee needs assistance in collecting and analyzing financial and other information in relation to the Chapter 11 cases. Huron has considerable experience with rendering such services to committees and other parties in numerous Chapter 11 cases. As such, Huron is qualified to perform the work required in these cases.

### **DISINTERESTEDNESS OF PROFESSIONALS**

12. To the best of the Committee's knowledge and based upon the Martin Declaration, Huron is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

13. To the best of the Committee's knowledge and based upon the Martin Declaration, Huron does not hold or represent an interest adverse to the estates with respect to the matter on which Huron will be employed, in accordance with section 1103(b) of the Bankruptcy Code.

14. To the best of the Committee's knowledge and based upon the Martin Declaration, (a) Huron's connections with the Debtors, creditors, any other party in interest, or their respective attorneys are disclosed on Schedule 2 to the Martin Declaration; and (b) the Huron professionals working on this matter are not relatives of the United States Trustee of the District of Delaware or of any known employee in the office thereof, or any United States Bankruptcy Judge of the District of Delaware.

15. Huron has not provided, and will not provide any, professional services to the Debtors, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 cases.

### **PROFESSIONAL COMPENSATION**

16. Huron's requested compensation for professional services rendered to the Committee will be based upon the hours actually expended by each assigned staff member at each staff member's hourly billing rate. The Committee has agreed to compensate Huron for professional services rendered at its normal and customary hourly rates.

17. In the normal course of business, Huron revises its hourly rates on January 1 of each year. Huron requests that the rates listed below be revised to the hourly rates that are in effect at the time services are rendered. The current normal and customary hourly rates for financial advisory services to be rendered by Huron and applicable herein are as follows:

<b>Level</b>	<b>Hourly rates</b>
Managing Director	\$825 - \$1,195
Senior Director	\$750 - \$925
Director	\$460 - \$745
Manager	\$425 - \$580
Associate	\$420 - \$460
Analyst	\$300 - \$300

18. Huron will also seek reimbursement for necessary expenses incurred, which shall include, but not be limited to, travel, photocopying, delivery service, postage, vendor charges and other out-of-pocket expenses incurred in providing professional services.

19. Huron intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy

Rules. Huron has agreed to accept as compensation such sums as may be allowed by the Court. Huron understands that interim and final fee awards are subject to approval by this Court.

20. Pursuant to the Committee's request and due to exigent circumstances, Huron commenced provision of services immediately and with assurances that the Committee would seek approval of its employment as of June 9, 2020.

### **INDEMNIFICATION**

21. In addition to the foregoing, and as a material part of the consideration for the agreement of Huron to furnish services to the Committee pursuant to the terms of this Application, Huron believes that the following indemnification terms are customary and reasonable for financial advisors in chapter 11 cases:

- a. subject to the provisions of subparagraphs (b) and (c) below and approval of the Court, the Debtors are authorized to indemnify, and shall indemnify, Huron for any claims arising from, related to, or in connection with Huron's engagement under this Application, but not for any claim arising from, related to, or in connection with Huron's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and
- b. the Debtors shall have no obligation to indemnify Huron for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from Huron's gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre Company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to Huron's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which Huron is not entitled to receive indemnity under the terms of this Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, Huron believes that it is entitled to

the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, Huron must file an application in this Court, and the Debtors may not pay any such amounts to Huron before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period under which the Court shall have jurisdiction over any request for fees and expenses by Huron for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify Huron.

22. The Committee believes that indemnification is customary and reasonable for financial advisors in chapter 11 proceedings. *See In re Joan & David Halpern, Inc.*, 248 B.R. 43 (Bankr. S.D.N.Y. 2000).

23. Based upon the foregoing, the Committee submits that cause exists to authorize the retention of Huron as of June 9, 2020.

### **NOTICE**

24. Notice of this Application has been provided to: (a) the U.S. Trustee for Region 3; (b) counsel for the Debtors; (c) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (d) Wilmington Savings Fund Society, FSB, in its capacity as successor administrative agent under the Term Loan Credit Agreement, or any of its predecessors or successors (the "**Term Loan Agent**"); (e) counsel to the Term Loan Agent; (f) counsel to the ad hoc group of the Debtors' Prepetition Lenders (the "**Ad Hoc Group**"); (g) the United States Attorney's Office for the District of Delaware; (h) the Internal Revenue Service; (i) the Food and Drug Administration; (j) the Drug Enforcement Administration; (k) the Securities Exchange Commission; (l) the state attorneys general for all states in which the Debtors conduct business; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002.



25. The Committee submits this Application subject to the understanding that supplemental declarations or revision of the proposed order might be necessary to accommodate any concerns the Court, the United States Trustee, or parties in interest might have.

**NO PRIOR REQUEST**

26. The Committee has not made any previous request for the relief sought in this Application to this or any other Court.

27. WHEREFORE, the Committee respectfully requests that the Court enter an Order, substantially in the form attached hereto, (i) granting this Application, (ii) authorizing the Committee to retain and employ Huron as its financial advisors as of June 9, 2020 to perform the services set forth herein, and (iii) granting such other and further relief as is just and proper.

Dated: July 1, 2020

THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
AKORN INC., et.al.

By: /s/ Dipes h Patel

Dipes h Patel, of Rising Pharma Holdings, Inc.,  
solely in his capacity as Chair of the Committee  
and not in any individual capacity

**EXHIBIT A**

**(Declaration of Timothy J. Martin)**

**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
	)	
Debtors	)	(Jointly Administered)
	)	

**DECLARATION OF TIMOTHY J. MARTIN IN SUPPORT OF THE APPLICATION  
FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF HURON CONSULTING SERVICES LLC AS FINANCIAL  
ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
EFFECTIVE AS OF JUNE 9, 2020**

1. I am a Managing Director of Huron Consulting Services LLC (“Huron”), a professional services firm engaged in the business of providing financial advisory and related professional consulting services. Huron is a wholly-owned subsidiary of Huron Consulting Group Inc., a diversified professional services firm that provides financial and operational improvement services across three operating segments: Healthcare, Business Advisory, and Education. I submit this declaration on behalf of Huron in support of the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of Akorn, Inc., *et. al.*, debtors and debtors-in-possession herein (collectively, the “Debtors”), for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy

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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 herein but not otherwise defined shall have those meanings set forth in the Application.

Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), authorizing the retention and employment of Huron as financial advisors to the Committee effective as of June 9, 2020. I have personal knowledge of the matters set forth herein, and if called as a witness, would testify competently thereto.<sup>3</sup>

### **QUALIFICATIONS OF PROFESSIONALS**

2. Huron is a firm offering financial advisory services to financially distressed and troubled companies.

3. The Committee has selected Huron as its financial advisors because of the firm’s diverse experience and extensive knowledge in the field of bankruptcy.

4. The Committee requires assistance in collecting and analyzing financial and other information in relation to the Chapter 11 cases. The professionals of Huron have considerable experience with rendering such services to committees and other parties in numerous Chapter 11 cases. As such, Huron is qualified to perform the work required in these cases.

### **SERVICES TO BE RENDERED**

5. I anticipate that Huron may render the following services in these cases:

- a) Reviewing and analyzing financial information prepared by the Debtors, their accountants and/or other financial advisors;
- b) Monitoring and analyzing the Debtors’ operations and financial condition, cash expenditures, court filings, business plans, operating forecasts, strategy, projected cash requirements and cash management;
- c) Attending meetings of the Committee, Debtors, their respective professionals, bankruptcy court hearings and participating in such other

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<sup>3</sup> Certain of the disclosures herein relate to matters within the knowledge of other professionals at Huron.

matters and on such occasions as the Committee may, from time-to-time request;

- d) Reviewing and analyzing any restructuring or plan of reorganization proposed by the Debtors or any other party, and assisting the Committee with evaluating and negotiating the terms and conditions of any restructuring or plan of reorganization, including analyzing the value of securities, if any, that may be distributed to unsecured creditors under any such restructuring or plan;
- e) Reviewing and analyzing proposed transactions for which the Debtors seek Court approval;
- f) Reviewing, analyzing, and making recommendations regarding any proposed disposition of the Debtors' assets and all related documentation, debtor-in-possession financing, proposed operational changes, and any expenditures out of the ordinary course of the Debtors' business;
- g) Reviewing reports concerning the Debtors' business and operations, including assessing the value of non-debtor affiliates;
- h) Analyzing the Debtors' pre-petition property, liabilities and financial condition (including analyzing potentially unencumbered assets), and the transfers with and among Debtors' affiliates;
- i) Supporting any bankruptcy court proceedings necessary or appropriate to maximize recovery by the Committee's constituents, including expert witness or other testimony;
- j) Investigating causes of action and other items as directed by the Committee;
- k) Investigating possibly preferential or fraudulent transfers;
- l) If requested by the Committee, assisting with seeking prospective lenders, due diligence, transaction support, negotiations with prospective lenders and optimizing the terms of a prospective transaction;
- m) Providing such other services as the Committee may, from time-to-time, deem necessary or appropriate in the course of discharging its fiduciary duties.

6. The services to be provided by Huron will not be duplicative of those provided by Jenner & Block LLP (“Counsel”) and Huron will coordinate any services performed at the Committee’s request with the services of any other financial advisors and Counsel involved in these proceedings, as appropriate, to minimize duplication of effort.

7. Subject to this Court’s approval of the Application, Huron is willing to serve as the Committee’s financial advisors and to perform the services described herein.

**DISINTERESTEDNESS OF PROFESSIONALS**

8. Based upon information supplied by the Committee’s Counsel, Huron searched its records and certain records of Huron Consulting Group Inc.<sup>4</sup> to identify any connection or relationship with the following entities:

- a. The Debtors and their affiliates;
- b. The equity shareholders known to own more than five percent (5%) of outstanding stock of the Debtors;
- c. Banks, lenders, UCC lien parties and administrative agent;
- d. Contract counterparties;
- e. Current and former officers and directors;
- f. Customers;
- g. Governmental and regulatory agencies;
- h. Insurance, PFA, and Surety Providers;
- i. Landlords;
- j. Litigation Parties;
- k. Professionals;

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<sup>4</sup> Huron does not intend to suggest that Bankruptcy Rule 2014 requires that a professional seeking retention under the Bankruptcy Code must disclose any connections that an *affiliate* of the professional may have to the creditors or other parties-in-interest in the bankruptcy case. Rather, out of an abundance of caution, Huron has searched certain portions of Huron Consulting Group Inc.’s database and made appropriate disclosures of relationships.

- l. Taxing Authorities;
- m. U.S. Trustee, Judges, and Court Contacts for the District of Delaware (and Key Staff Members);
- n. Unsecured Creditors;
- o. Utilities; and
- p. Vendors.

The names provided to Huron by Counsel are set forth in Schedule 1 attached hereto and incorporated herein by reference.

9. Based upon the database search described above, Huron does not represent any other entity having an adverse interest in connection with these cases, and does not hold or represent an interest adverse to the interests of the estates with respect to the matter on which Huron will be employed, in accordance with section 328(c) and 1103(b) of the Bankruptcy Code.

10. Huron is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, given that, to the best of my information and belief, Huron:

- a. is not a creditor, an equity security holder, or an insider of the Debtors;
- b. is not and was not, within two years before the commencement of these Chapter 11 cases, a director, officer or employee of the Debtors; and
- c. does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason.

11. To the best of my knowledge, except as set forth herein and in Schedule 2 attached hereto and incorporated herein by reference and subject to the limitations discussed herein, (a) Huron has no connections with the Debtors, creditors, and any other party-in-interest, or their respective attorneys and accountants; and (b) the Huron professionals working on this matter are not relatives of the United States Trustee of the District of Delaware or of any known

employee in the office thereof, or any United States Bankruptcy Judge of the District of Delaware.

12. Huron has in the past been retained by, and presently and likely in the future will provide services for, certain creditors of the Debtors, other parties-in-interest, and their respective attorneys and accountants in matters unrelated to such parties' claims against the Debtors or interests in these Chapter 11 cases. Huron currently performs or has previously performed such services for the entities listed in Schedule 2.

13. As part of its practice, Huron appears in many cases, proceedings, and transactions involving many different law firms, financial consultants, and investment bankers in matters unrelated to this bankruptcy. Huron has not identified any material relationships or connections with any law firm, financial consultant or investment banker involved in these Chapter 11 cases that would cause it to be adverse to the Debtors, the Debtors' estates, any creditor or any other party-in-interest, or that would otherwise affect Huron's judgment or ability to perform services for the Committee.<sup>5</sup>

14. Huron has not provided, and will not provide, any professional services to the Debtors, any of the individual creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 cases.

15. Prior to the Petition Date, Huron did not receive any payments from the Debtors and is not a prepetition creditor of the Debtors.

### **PROFESSIONAL COMPENSATION**

16. Huron's requested compensation for professional services rendered to the Committee will be based upon the hours actually expended by each assigned staff member at

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<sup>5</sup> From time to time, Huron and Huron Consulting Group Inc. retain a number of law firms in the ordinary course of their business. No law firm has been retained by Huron or Huron Consulting Group Inc. for the purposes of representation with regard to this matter.



each staff member's hourly billing rate. The Committee has agreed to compensate Huron for professional services rendered at its normal and customary hourly rates.

17. The rates included in this declaration are Huron's normal and customary rates for matters of this sort. In the normal course of business, Huron revises its hourly rates on January 1 of each year. Huron requests that the rates listed below be revised to the hourly rates that are in effect at the time the services are rendered. The current normal and customary hourly rates for the services to be rendered by Huron are as follows:

<b>Level</b>	<b>Hourly rates</b>
Managing Director	\$825 - \$1,195
Senior Director	\$750 - \$925
Director	\$460 - \$745
Manager	\$425 - \$580
Associate	\$420 - \$460
Analyst	\$300 - \$300

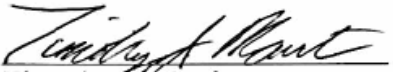
18. Huron will also seek reimbursement for necessary expenses incurred, which shall include, but not be limited to, travel, photocopying, delivery service, postage, vendor charges and other out-of-pocket expenses incurred in providing professional services.

19. Huron intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules. Huron has agreed to accept as compensation such sums as may be allowed by the Court. Huron understands that interim and final fee awards are subject to approval by this Court.

20. In accordance with section 504 of the Bankruptcy Code, I hereby state that there is no agreement or understanding between Huron and any other entity for the sharing of compensation received or to be received for services rendered in connection with these cases.

21. This declaration is provided in accordance with 28 U.S.C. § 1746.

22. I have read the Application, and, to the best of my knowledge, information and belief, the contents of said Application are true and correct.



Timothy J. Martin  
Managing Director  
100 High Street, Suite 2301  
Boston, MA 02110

## **Schedule 1**

This information is being provided in connection with the Declaration of Timothy J. Martin in support of the Application for Order Authorizing the Retention and Employment of Huron Consulting Services LLC as Financial Advisors to the Official Committee of Unsecured Creditors. The following names were compared to Huron Consulting Group Inc.'s client database to identify any connection or relationship:

### **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  
CIFIC 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.  
Liquent 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  
Fabbrica 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.

## Schedule 2

This information is being provided in connection with the Declaration of Timothy J. Martin in support of the Application for Order Authorizing the Retention and Employment of Huron Consulting Services LLC as Financial Advisors to the Official Committee of Unsecured Creditors.

Akorn Inc. is an unsecured creditor of one or more companies with which Huron has or had business relationships in matters unrelated to these Debtors.

Since January 1, 2019 Huron or Huron Consulting Group Inc. have or had business relationships with, currently render or have previously rendered services in matters unrelated to these Chapter 11 cases for the following entities:

- Huron provided or continues to provide various consulting services to the following entities in matters unrelated to the Akorn, Inc., *et.al.* bankruptcy proceeding –
  - Accenture LLP
  - Amerisourcebergen Corp.
  - Aramark Uniform Services
  - Barclays PLC
  - Celgene Corp.
  - Cornerstone Therapeutics Inc.
  - Duke University
  - Endo Pharmaceuticals Inc.
  - Great American Insurance Company
  - Humana, Inc.
  - Kaiser Permanente
  - Medline Industries Inc.
  - Michigan State University
  - Novo Nordisk Pharmatech A/S
  - Oracle America Inc.
  - Pfizer Inc.
  - Polsinelli PC
  - PSEG
  - Rochester Drug Cooperative Inc.
  - Ropes & Gray LLP
  - UCB, Inc.
- Huron provided or continues to provide financial advisory services in a number of unrelated bankruptcy matters in which the following parties-in-interest are creditors, equity holders, contract counterparties, vendors, customers or engaged professionals –

- Aerotek Commercial Staffing
- AQR Capital Management
- Bank of Montreal
- Breckenridge Pharmaceutical Inc.
- Brenntag AG
- Caraco Pharmaceutical Laboratories Ltd.
- Carlyle Group, The
- Celgene Corp.
- Centrix Pharmaceuticals Inc.
- Cintas Corp.
- Cole-Palmer Instrument Co. LLC
- Comcast Corp.
- Massachusetts, Commonwealth of, Secretary
- Concur Technologies Inc.
- Costco Wholesale Corp.
- Credit Suisse Group AG
- Cypress Pharmaceuticals
- Delaware, State of
- Endo Pharmaceuticals Inc.
- Evonik Degussa Corp.
- FedEx Corp.
- First Trust Advisors LP
- Foley & Lardner LLP
- Fresenius Kabi AG
- FTI Consulting Inc.
- Goldman Sachs Bank USA
- United States, Government of the, Department of Justice
- United States, Government of the, Environmental Protection Agency
- GSO Capital Partners LP
- Hawthorn Pharmaceuticals Inc.
- Jones Day

**EXHIBIT B**

**(General Business Terms)**

**(General Business Terms)**

This information is being provided in connection with the Application for Order Authorizing the Retention and Employment of Huron Consulting Services LLC as Financial Advisors to the Official Committee of Unsecured Creditors. The following General Business Terms form the terms of the Committee's proposed engagement of Huron, including the parties' mutual understanding and agreement regarding the services to be provided and the manner in which Huron will bill and be paid for its services.



## **GENERAL BUSINESS TERMS**

These General Business Terms, constitute the entire understanding and agreement (the “Agreement”) between Huron and the Committee with respect to the services and deliverables described in the Application. If there is a conflict between these General Business Terms and the terms of the Application, these General Business Terms will govern, except to the extent the Order Authorizing the Application explicitly refers to the conflicting term herein.

550 W. Van Buren Street  
Chicago, IL 60607  
P 312-583-8700 F 312-583-8701

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37162378.1 07/01/2020





**1. Our Services and Deliverables** We will provide the services and furnish the deliverables as described in the Application (the “Services”) and any attachments thereto, as may be modified from time to time by mutual consent and Court authorization.

**2. Independent Contractor** We are an independent contractor and not your employee, agent, joint venturer or partner, and will determine the method, details and means of performing our Services. We assume full and sole responsibility for the payment of all compensation and expenses of our employees and for all of their state and federal income tax, unemployment insurance, Social Security, payroll and other applicable employee withholdings.

**3. Fees and Expenses** (a) Our fees and payment terms are set out in the Application. Those fees do not include taxes and other governmental charges (which will be separately identified in our invoices.) In the event you request that we perform some or all of the Services outside of the United States, we may issue the resulting invoice from a Huron affiliate located in the country where such Services are performed.

All amounts invoiced are based on services rendered and expenses incurred to date and are not contingent upon future services (as defined below), or the outcome of any case or matter.

**4. Taxes** Our fees are exclusive of taxes or similar charges, which shall be the responsibility of the debtors (other than taxes imposed on our income generally). If our fees are subject to any taxes, such as State sales tax, Goods and Services Tax/Harmonized Sales Tax or Value Added Tax, then we will include such taxes on its invoices as separate line items.

**5. Confidentiality and Privacy** (a) With respect to any information supplied in connection with our Services and designated by either of us as confidential, or which the other should reasonably believe is confidential based on its subject matter or the circumstances of its disclosure (“Confidential Information”), the other agrees to protect the confidential information in a reasonable and appropriate manner, and use confidential information only to perform its obligations under this Application and for no other purpose. This will not apply to information which is: (i) publicly known, (ii) already known to the recipient, (iii) lawfully disclosed by a third party, (iv) independently developed, (v) disclosed pursuant to legal requirement or order, or (vi) disclosed to taxing authorities or to representatives and advisors in connection with tax filings, reports, claims, audits and litigation.

(b) Confidential Information made available hereunder, including copies thereof, shall be returned or destroyed upon request by the disclosing party; provided that the receiving party may retain other archival copies for recordkeeping or quality assurance purposes and receiving party shall make no unauthorized use of such copies.

(c) We agree to use any personally identifiable information and data provided to us only for the purposes of our Services and as the Committee directs, and we will not be liable for any third-party claims related to such use. The Committee agrees to take necessary actions to ensure that it complies with applicable laws relating to privacy and/or data protection, and acknowledge that we are not providing legal advice on compliance with the privacy and/or data protection laws of any country or jurisdiction.

(d) At the conclusion of the engagement, we have the right to use your name, logo and a general description of the engagement in our marketing materials and traditional tombstone advertising.

**6. Our Deliverables and Your License** Upon full and final payment of all amounts due us in connection with this engagement, all right, title and interest in the deliverables set out in the Application will become the Committee’s sole and exclusive property, except as set forth below. We will retain sole and exclusive ownership of all right, title and interest in our work papers, proprietary information, processes, methodologies, know-how and software (“Huron Property”), including such information as existed prior to the delivery of our Services and, to the extent such information is of general application, anything which we may discover, create or develop during our provision of Services for you. To the extent our deliverables to the Committee contain Huron Property, upon full and final payment of all amounts due us in connection with this engagement, we grant the Committee a non-exclusive, non-assignable, royalty-free, perpetual license to use it in connection with the deliverables and the subject of the Application and for no other or further use without our express, prior written consent. If our deliverables are subject



to any third party rights in software or intellectual property, we will notify the Committee of such rights. Our deliverables are to be used solely for the purposes intended by this Application and may not be disclosed, published or used in whole or in part for any other purpose.

**Committee Responsibilities.** The Committee will undertake responsibilities as set forth below:

1. Use all reasonable efforts to cause the debtors to provide Huron with (i) reliable and accurate detailed information, materials, and documentation concerning the debtors; and (ii) access to management and other representatives of the debtors as reasonably requested by Huron.

2. Make decisions and take future actions, as the Committee determines in its sole discretion, on any recommendations made by Huron in connection with this Agreement.

Our delivery of the services and the fees charged are dependent on (i) the Committee's timely and effective completion of its responsibilities; and (ii) timely decisions and approvals made by the Committee's management.

**7.Liability and Indemnification** (a) The Committee agrees to use its best efforts, through the application for retention of Huron, to have the Debtors provide an indemnification to Huron our personnel, agents and contractors harmless against all costs, fees, expenses, damages, and liabilities (including reasonable defense costs and legal fees), associated with any legal proceeding or other claim brought against us by a third party, including a subpoena or court order, arising from or relating to any Services that you use or disclose, or this engagement generally. This indemnity shall not apply to the extent a claim arises out of our gross negligence or willful misconduct, as finally adjudicated by a finder of fact.

(c) Neither Huron nor the Committee will be liable for any delays or failures in performance due to circumstances beyond our reasonable control.

**8.General** (a) This Agreement supersedes all prior oral and written communications between us, and may be amended, modified or changed only in a writing when signed by both parties. (b) No term of this Agreement will be deemed waived, and no breach of this agreement excused, unless the waiver or consent is in writing signed by the party granting such waiver or consent.

(c) We each acknowledge that we may correspond or convey documentation via Internet e-mail and that neither party has control over the performance, reliability, availability, or security of Internet e-mail. Therefore, neither party will be liable for any loss, damage, expense, harm or inconvenience resulting from the loss, delay, interception, corruption, or alteration of any Internet e-mail due to any reason beyond our reasonable control.

(d) This Agreement shall be governed by and construed in accordance with the laws of the State of Illinois without giving effect to conflict of law rules. The parties hereto agree that any and all disputes or claims arising hereunder shall be settled by binding arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association. Any arbitration will be conducted in Wilmington, Delaware. Any arbitration award may be entered in and enforced by any court having jurisdiction thereof, and the parties' consent and commit themselves to the jurisdiction of the courts of the State of Illinois for purposes of any enforcement of any arbitration award. Except as may be required by law, neither a party nor an arbitrator may disclose the existence, content, or results of any arbitration hereunder without the prior written consent of both parties.

(e) If any portion of this Agreement is found invalid, such finding shall not affect the enforceability of the remainder hereof, and such portion shall be revised to reflect our mutual intention.

(f) This Agreement shall not provide third parties with any remedy, cause, liability, reimbursement, claim of action or other right in law or in equity for any matter governed by or subject to the provisions of this Agreement.

**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
	)	
Debtors	)	(Jointly Administered)
	)	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF HURON CONSULTING SERVICES LLC AS FINANCIAL ADVISORS TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
EFFECTIVE AS OF JUNE 9, 2020**

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Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of the above-captioned debtors and debtors-in-possession herein (the “Debtors”), for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the District of Delaware (the “Local Bankruptcy Rules”), authorizing the retention and employment of Huron Consulting Services LLC as financial advisors to the Committee as of June 9, 2020, and upon the Declaration of Timothy J. Martin (the “Martin Declaration”); and the Court being satisfied, based upon the representations made in the Application and the Martin Declaration, that such financial

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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.

advisors represent no interest adverse to the Debtors' estates or their creditors with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, and that their employment is necessary and in the best interests of the Debtors' estates and their creditors; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefore, it is hereby ORDERED:

1. Application is granted and approved as set forth herein.
2. Pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rule 2014-1, the Committee is authorized to employ Huron Consulting Services LLC as its financial advisors, effective as of June 9, 2020, to perform the services set forth in the Application on the terms and conditions set forth in the Application.
3. Huron Consulting Services LLC shall be compensated in accordance with the procedures set forth in sections 328, 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.
4. The following indemnification provisions are approved:
  - a. subject to the provisions of subparagraphs (b) and (c) below and approval of the Court, the Debtors are authorized to indemnify, and shall indemnify, Huron for any claims arising from, related to, or in connection with Huron's engagement under this Application, but not for any claim arising from, related to, or in connection with Huron's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and

- b. the Debtors shall have no obligation to indemnify Huron for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from Huron's gross negligence, willful misconduct or fraud unless the Court determines that indemnification would be permissible pursuant to *In re United Artists Theatre Company, et al.*, 315 F.3d 217 (3d Cir. 2003), or (ii) settled prior to a judicial determination as to Huron's gross negligence, willful misconduct or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which Huron is not entitled to receive indemnity under the terms of this Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, Huron believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, Huron must file an application in this Court, and the Debtors may not pay any such amounts to Huron before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period under which the Court shall have jurisdiction over any request for fees and expenses by Huron for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify Huron.

5. Huron Consulting Services LLC shall file a notice of any increase of the hourly rates listed in the Application at least ten business days prior to such increase taking effect, and serve the same on the Debtors and the U.S. Trustee.

6. To the extent that there may be any inconsistency between the terms of the Application, the Martin Declaration, and this Order, the terms of this Order shall govern;

7. The Committee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation this Order.