

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

In re:

AKORN, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-11177 (KBO)
)
) (Jointly Administered)
)
) **Hearing Date: Oct. 21, 2020 at 10:00 a.m. (ET)**
) **Obj. Deadline: Oct. 5, 2020 at 4:00 p.m. (ET)**
)

**SUMMARY COVER SHEET TO THE FIRST INTERIM
FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM MAY 20, 2020 THROUGH AND INCLUDING JULY 31, 2020**

In accordance with the Local Bankruptcy Rules for the District of Delaware (the “Local Bankruptcy Rules”), Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), submits this summary (this “Summary”) of fees and expenses sought as actual, reasonable, and necessary in the fee application to which this Summary is attached (the “Fee Application”)² for the period from May 20, 2020, through July 31, 2020 (the “Fee Period”).

K&E submits the Fee Application as an interim fee application in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 218] (the “Interim Compensation Order”), which permits K&E to file interim fee applications every 90 days.

¹ 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.

² Capitalized terms used but not otherwise defined in this Summary shall have the meanings ascribed to such terms in the Fee Application.



General Information

Name of Applicant:	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Authorized to Provide Services to:	Akorn, Inc., <i>et al.</i>
Petition Date:	May 20, 2020
Date of Order Authorizing the Debtors to Retain K&E [Docket No. 220]:	June 23, 2020, effective as of May 20, 2020

Summary of Fees and Expenses Sought in the Fee Application

Period for Which Compensation and Reimbursement is Sought in the Fee Application:	May 20, 2020 through July 31, 2020
Voluntary Fee Waiver and Expense Reduction in this Fee Period:	Reduced fees by \$9,880.25. ³
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$2,843,032.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$16,744.13
Total Compensation and Expense Reimbursement Requested for the Fee Period:	\$2,859,776.13

Rate Increases Applicable to the Fee Period

³ K&E voluntarily reduced its fees by the amounts described above and consequently does not seek payment of these fees in this Fee Application.

Total Amount of Compensation Sought for the Fee Period, Calculated Using Rates as of the Date of Retention:	\$2,783,164.00
---	----------------

Summary of Past Requests for Compensation and Prior Payments

Total Amount of Compensation Previously Requested Pursuant to the Interim Compensation Order to Date:	\$2,843,032.00
---	----------------

Total Amount of Expense Reimbursement Previously Requested Pursuant to the Interim Compensation Order to Date:	\$16,744.13
--	-------------

Total Compensation Approved Pursuant to the Interim Compensation Order to Date:	\$0
---	-----

Total Amount of Expense Reimbursement Approved Pursuant to the Interim Compensation Order to Date:	\$0
--	-----

Total Allowed Compensation Paid to Date:	\$0
--	-----

Total Allowed Expenses Paid to Date:	\$0
--------------------------------------	-----

Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$0
--	-----

Expenses Sought In This Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$0
--	-----

[Remainder of Page Intentionally Left Blank]

Wilmington, Delaware
Date: September 14, 2020

/s/ Patrick J. Nash, Jr., P.C.

Patrick J. Nash, Jr., P.C.

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

*Counsel for the Debtors
and Debtors in Possession*

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

In re:

AKORN, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-11177 (KBO)
)
) (Jointly Administered)
)

**FIRST INTERIM FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE
PERIOD FROM MAY 20, 2020 THROUGH AND INCLUDING JULY 31, 2020**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its interim fee application (the “Fee Application”) for allowance of compensation for professional services provided in the amount of \$2,843,032.00 and reimbursement of actual and necessary expenses in the amount of \$16,744.13 that K&E incurred for the period from May 20, 2020 through July 31, 2020 (the “Fee Period”). In support of this Fee Application, K&E submits the declaration of Patrick J. Nash, Jr., a partner at K&E, (the “Nash Declaration”), which is attached hereto as Exhibit A and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

¹ 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. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rule 2016, Local Rules 2016-1 and 2016-2, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 218] (the “Interim Compensation Order”).

Background

4. Akorn, Inc., together with its Debtor and non-Debtor subsidiaries (collectively, the “Company”), is a specialty pharmaceutical company that develops, manufactures, and markets generic and branded prescription pharmaceuticals, branded as well as private-label over-the-counter consumer health products, and animal health pharmaceuticals. The Company is an industry leader in the development, manufacturing, and marketing of specialized generic pharmaceutical products in alternative dosage forms. Headquartered in Lake Forest, Illinois, the Company has approximately 1,916 employees worldwide and maintains a global manufacturing

presence, with pharmaceutical manufacturing facilities located in Illinois, New Jersey, New York, and Switzerland. The Company's operations generated approximately \$682 million in revenue and approximately \$124 million of Adjusted EBITDA in 2019. The Debtors commenced these chapter 11 cases to conduct an orderly sale process that will position the Debtors for sustained future success by right-sizing their balance sheet and addressing their litigation overhang. On September 2, 2020, the Court entered an order approving the sale of substantially all of the Debtors' assets [Docket No. 656] (the "Sale Order"), and on September 4, 2020, the Court entered the *Order Confirming the Modified Joint Chapter 11 Plan of Akorn, Inc. and its Debtor Affiliates* [Docket No. 673] (the "Confirmation Order").

5. On the Petition Date, each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and managing their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 22, 2020, the Court entered an order [Docket No. 57] authorizing the joint administration and procedural consolidation of the chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On June 3, 2020, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Committee") [Docket No. 125]. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

Preliminary Statement

6. During the Fee Period, K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues. With K&E's advice and assistance, the Debtors have, among other things:

- (a) secured approval of substantially all of their substantive "first day" motions on a final basis [Docket Nos. 72, 161, 162, 163, 164, 165, 171, 177, 178, and 181], allowing the Debtors to smoothly transition operations into chapter 11;

- (b) secured approval of all of their procedural “first day” and typical “second day” motions [Docket Nos. 57, 71, 74, and 215], allowing these chapter 11 cases to be managed efficiently and effectively;
- (c) negotiated the terms of, resolved objections to, and obtained interim and final approval of approximately \$30 million in debtor-in-possession financing (the “DIP Financing”), including the consensual use of cash collateral [Docket No. 179];
- (d) negotiated the terms of, resolved objections to, and obtained interim and final approval of the bidding procedures and sale motion (the “Bidding Procedures Order”), including entry into the stalking horse purchase agreement attached thereto among the Debtors and their prepetition secured lenders (the “Stalking Horse APA”), which provided a baseline bid for the Debtors’ sale of substantially all of their assets [Docket No. 181];
- (e) attended meetings and negotiated with representatives of creditors and other parties in interest, including promptly responding to diligence requests and other communication with such creditors and stakeholders;
- (f) filed and obtained entry of a bar date order [Docket No. 214];
- (g) prepared and filed schedules of assets of liabilities and statements of financial affairs for the Debtor entities [*See, e.g.*, Docket Nos. 272, 273, 274, 276, 278, 281, 284, 286, 300, 301, 302, 303, 304, 305, 306, and 309];²
- (h) undertook an extensive marketing process to identify, develop, and consummate a value-maximizing outcome, which resulted in the stalking horse bidder as the successful bidder;
- (i) worked diligently towards obtaining approval of the asset purchase agreement by and among the Debtors and Akorn Holdings Topco LLC (as amended, restated, supplemented or otherwise modified from time to time, the “Asset Purchase Agreement”) for the sale of substantially all of the Debtors’ assets [Docket No. 656];
- (j) negotiated, prepared, and filed a joint chapter 11 plan [Docket No. 547] and related disclosure statement [Docket No. 267], both of which provide for a sale of substantially all of the Debtors’ assets and the wind-down of the Debtors’ Estates and for which solicitation of votes has now been completed;

² Schedules of assets and liabilities and statements of financial affairs were filed for each Debtor entity on their respective dockets.

(k) drafted and obtained approval of the Debtors' motion seeking entry of an order approving the disclosure statement, solicitation and voting procedures, ballots, and related notices [Docket No. 318]; and

(l) performed all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) advising the Debtors regarding tax matters; (iii) advising the Debtors on corporate and litigation matters; and (iv) appearing before the court to represent the interests of the Debtors' estates.

7. Given these accomplishments and the complexity and speed of the Debtors' restructuring under the current circumstances, including the ongoing COVID-19 pandemic, K&E submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period are reasonable and appropriate, and should be approved.

Case Status Summary

8. The Debtors filed these chapter 11 cases with \$30 million of postpetition financing commitments (the "DIP Facility") and an executed stalking horse purchase agreement (the "Stalking Horse APA") from their prepetition secured lenders to implement a value-maximizing going-concern sale of substantially all of the Debtors' assets. Also on the Petition Date, the Debtors filed voluntary petitions and fifteen procedural and substantive "first day" pleadings seeking orders granting various forms of relief to facilitate the administration of these chapter 11 cases and to minimize any disruption to the Debtors' operations. At the "first day" hearing, the court granted substantially all of the Debtors' first day motions, including the motion seeking approval of the DIP Facility, which was entered on an interim basis.

9. Since the Petition Date, the Debtors made significant progress building consensus with their key stakeholders on the terms of the bidding procedures and sale process and the chapter 11 plan. Through these efforts, the Debtors obtained the approval of the DIP Facility and

the sale milestones related thereto on a final basis and the Debtors' revised bidding procedures and sale order, which allowed the Debtors to commence the marketing and sale process for the sale of substantially all of their assets. The Debtors also negotiated several amendments to the Stalking Horse APA to address the facts and circumstances of these chapter 11 cases and otherwise maximize the value of their estates. Ultimately, the marketing process resulted in Akorn Holdings Topco LLC, the stalking horse bidder, as the successful bidder, which sale was subsequently approved by the Court.

10. Additionally, in connection with approval of the sale and after months of extensive, good faith, and arms' length negotiations, the Debtors, the Debtors' ultimate parent, Akorn, Inc., the prepetition term loan lenders, the buyer, and the Creditors' Committee reached a settlement with respect to the treatment of undisputed general unsecured claims, which will be assumed by the Purchaser as part of the Sale Transaction in an amount up to \$5 million in the aggregate. The Debtors filed an amended chapter 11 plan on August 25, 2020, which plan incorporates and implements the terms of the settlement and is designed to bring an orderly and efficient conclusion to these chapter 11 cases. On July 2, 2020, the Court approved the disclosure statement and solicitation procedures and the Debtors completed solicitation of votes on the plan. On September 4, 2020, the Court entered the Confirmation Order.

The Debtors' Retention of K&E

11. On June 23, 2020, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 20, 2020* [Docket No. 220] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of May 20, 2020 and attached hereto as **Exhibit C** (the "Engagement Letter").

12. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their business and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and
- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

Disinterestedness of K&E

13. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Patrick J. Nash, Jr. in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 20, 2020* [Docket No. 127] (the "Declaration"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) K&E has no

connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Declaration.

14. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the Declaration, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. K&E will update the Declaration, as appropriate, if K&E becomes aware of relevant and material new information.

15. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

16. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

17. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Interim Compensation Order

18. This Fee Application has been prepared in accordance with the Interim Compensation Order. K&E seeks interim compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$2,843,032.00 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$16,744.13. During the Fee Period, K&E attorneys and paraprofessionals expended a total of 2,960.00 hours for which compensation is requested.

19. In accordance with the Interim Compensation Order, as of the date hereof, K&E has not received payment for services provided during the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, K&E seeks payment of \$2,859,776.13, which amount represents the entire amount of unpaid fees and expenses incurred between May 20, 2020 and July 31, 2020.³

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

20. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for this Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

21. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates.

³ This amount also reflects the 20% holdback for the Fee Period.

For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the Debtors' Application for Entry of an *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 20, 2020* (the "Application").

C. Expenses Incurred During Fee Period.

22. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Bankruptcy Rules, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

23. For the convenience of the Court and all parties in interest, attached hereto as

Exhibit G is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

24. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

25. To provide a meaningful summary of K&E's services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a "Matter Category") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:⁴

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
38	Chapter 11 Filing	188 – 235	105.00	\$167,907.99 - \$209,738.81	\$101,400.00
39	Adversary Proceedings/Contested Matters	787 – 984	368.70	\$769,932.09 - \$961,529.85	\$389,810.50
40	Automatic Stay Matters	60 – 75	25.30	\$51,776.02 - \$65,373.13	\$19,884.50
41	U.S. Trustee Issues and Communications	161 – 201	18.90	\$139,321.04 - \$174,328.36	\$19,516.50
42	Business Operations	131 – 163	34.10	\$112,817.64 - \$141,641.79	\$37,222.00
43	Case Administration	112 – 140	47.30	\$96,431.20 - \$119,850.75	\$36,848.00
44	Cash Collateral/Cash Management/DIP	763 – 953	307.60	\$711,270.60 - \$887,985.07	\$290,583.00
45	Claims Analysis and Objections	191 – 238	155.80	\$161,319.10 - \$201,567.16	\$159,287.00
46	Corporate and Securities Issues	458 – 572	171.00	\$403,297.76 - \$503,917.91	\$162,421.50
47	Creditor and Stakeholder Communications	390 – 487	23.30	\$337,303.58 - \$422,201.49	\$23,071.00

⁴ In certain instances, K&E may have billed the same amount of fees, but different amount of hours to different matter categories. This difference is the result of different staffing of each such matter category.

48	Creditors' Committee Matters	212 – 266	169.10	\$184,291.09 - \$231,529.85	\$177,035.50
49	Employee and Labor Matters	259 – 323	24.90	\$241,978.66 - \$302,350.75	\$26,430.50
50	Executory Contracts and Unexpired Leases	245 – 306	14.50	\$211,593.47 - \$264,216.42	\$14,055.50
51	Hearings	471 – 589	35.50	\$443,590.11 - \$555,671.64	\$35,693.50
52	Insurance and Surety Matters	84 – 106	12.20	\$73,326.87 - \$92,611.94	\$11,018.00
53	Investigation of Potential Claims	196 – 245	2.30	\$175,666.02 - \$220,634.33	\$1,980.50
54	Plan/Disclosure Statement/Confirmation	1,030 – 1,287	419.30	\$1,008,432.18 - \$1,261,156.72	\$365,307.00
55	Regulatory Matters	49 – 61	49.60	\$43,996.12 - \$54,477.61	\$41,609.50
56	K&E Retention & Fee Matters	215 – 269	86.40	\$183,317.16 - \$228,805.97	\$63,019.50
57	Non-K&E Retention & Fee Matters	60 – 75	82.10	\$51,328.81 - \$65,373.13	\$64,000.50
58	Schedules and Statements	63 – 78	68.30	\$51,328.81 - \$65,373.13	\$57,342.00
59	Tax Matters	272 – 340	58.80	\$265,592.39 - \$332,313.43	\$58,715.00
60	Travel	60 – 75	-	\$28,178.38 - \$35,410.45	-
61	Use, Sale and Lease of Property	1,144 – 1,430	604.70	\$1,099,902.99 - \$1,375,559.70	\$624,134.00
62	Utilities	117 – 146	5.40	\$95,324.93 - \$119,850.75	\$3,925.50
63	Vendor Matters	104 – 129	69.90	\$87,992.24 - \$108,955.22	\$58,721.50
Totals		7,820 - 9,775	680.00	\$7,197,217.23 - \$9,002,425.37	\$686,781.00

26. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

27. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) **Chapter 11 Filing [Matter No. 38]**

Total Fees: \$101,400.00
Total Hours: 105.00

28. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions.

29. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the Debtors to (a) pay certain critical vendors, suppliers, and lien claimants; (b) pay certain prepetition employee wages and benefits; (c) maintain cash management systems; (d) use prepetition bank accounts, checks and other business forms; (e) make tax payments to federal, local, and state taxing authorities; (f) prohibit utility companies from discontinuing services; and (g) maintain prepetition insurance policies and enter into new insurance policies.

(b) **Adversary Proceedings, Contested Matters [Matter No. 39]**

Total Fees: \$389,810.50
Total Hours: 368.70

30. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to litigation, adversary proceedings, or other adversarial matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) negotiating and resolving and/or litigating disputed matters with respect to the bidding procedures and sale motion and confirmation of the Plan;
- (ii) drafting, reviewing, and analyzing replies in response to objections to the foregoing;
- (iii) responding to informal information requests and discovery requests in connection with various matters;
- (iv) preparing various declarants in these chapter 11 cases called to testify in support of contested motions; and
- (v) preparing litigation documents and board presentations relating to the above matters.

(c) **Automatic Stay Issues [Matter No. 40]**

Total Fees: \$19,884.50

Total Hours: 25.30

31. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the imposition of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting automatic stay letters and related materials;
- (ii) corresponding with the Debtors' other advisors regarding potential stay violations; and
- (iii) advising the Debtors with regard to potential violations of the automatic stay.

(d) **U.S. Trustee Issues and Communications [Matter No. 41]**

Total Fees: \$19,516.50

Total Hours: 18.90

32. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- (i) preparing for the section 341 meeting;
- (ii) conducting discussions, phone calls and correspondence with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same; and

- (iii) coordinating efforts among the Debtors and their other professionals to address various concerns and issues raised by the U.S. Trustee and the Committee with respect to the retention of the Debtors' other professionals and ensuring that these professionals were ultimately retained without any objection to assist in the Debtors' chapter 11 cases.

(e) **Business Operations [Matter No. 42]**

Total Fees: \$37,222.00

Total Hours: 34.10

33. K&E attorneys and paraprofessionals spent time developing an all-encompassing and cohesive strategy for maintaining business operations with minimal disruptions during the course of the Debtors' chapter 11 cases. K&E's efforts ensured a smooth transition into chapter 11 and that the Debtors' business operations continued without interruption. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) engaging with certain of the Debtors' customers and vendors on postpetition operations;
- (ii) advising the Debtors' management on post-filing business operations;
- (iii) negotiating, reviewing, and revising vendor trade terms and agreements;
- (iv) assisting the Debtors with their compliance with chapter 11 operating and reporting requirements; and
- (v) analyzing the impact of these chapter 11 cases on the operations of the Debtors.

(f) **Case Administration [Matter No. 43]**

Total Fees: \$36,848.00

Total Hours: 47.30

34. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing and updating case calendars and critical dates charts, docket reports, and works-in-process reports;

- (ii) complying with applicable filing, service, agenda, and notice requirements; and
- (iii) managing case management tasks among K&E personnel and other retained professionals.

35. Time billed to this Matter Category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matters.

(g) Cash Collateral, Cash Management, DIP [Matter No. 44]

Total Fees: \$290,583.00
Total Hours: 307.60

36. This Matter Category includes time spent by K&E attorneys and paraprofessionals addressing issues related to the negotiation, implementation, and approval of the DIP Financing. K&E's efforts were critical in securing the consensual use of cash collateral and negotiating, documenting and closing on a \$30 million DIP Facility on favorable terms that provided the Debtors with the necessary liquidity to fund the Debtors' operations during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing and analyzing the Debtors' prepetition financing arrangements;
- (ii) corresponding with lenders' counsel;
- (iii) negotiating, drafting, reviewing, and executing the Debtors' final DIP order and associated documents; and
- (iv) assisting the Debtors with their compliance with DIP requirements.

(h) Claims Analysis and Objections [Matter No. 45]

Total Fees: \$159,287.00
Total Hours: 155.80

37. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and analyzing claim treatment issues and issues related to the bar date and notice thereof;
- (ii) drafting and revising a bar date motion, proposed order, and notices; and
- (iii) coordinating with the Kurtzman Carson Consultants LLC and other parties regarding, among other issues, publication notice and timing issues.

(i) **Corporate and Securities Matters [Matter No. 46]**

Total Fees: \$162,421.50

Total Hours: 171.00

38. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on various matters of securities law. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing, analyzing, and advising the Debtors with respect to various corporate issues, including, among other things, financial, corporate governance and compliance issues as well as other corporate matters related to the Debtors' chapter 11 cases;
- (ii) preparing for and participating in meetings and case update conferences with the Debtors' board of directors; and
- (iii) addressing corporate or other matters with respect to the Debtors and their estates.

(j) **Creditor and Stakeholder Communications [Matter No. 47]**

Total Fees: \$23,071.00

Total Hours: 23.30

39. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on various matters of securities law. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) responding to information requests from the Debtors' creditors regarding case status and various motions; and
- (ii) assisting the Debtors with their compliance with chapter 11 operating and reporting requirements.

(k) Creditors Committee Matters [Matter No. 48]

Total Fees: \$177,035.50
Total Hours: 169.10

40. This Matter Category includes time spent by K&E attorneys meeting and corresponding with the Committee's advisors to provide updates as to developments in the cases, providing relevant information and access to the Debtors and their records as requested, and responding to miscellaneous creditor inquiries. K&E attorneys and paraprofessionals also spent time responding to information requests from the Committee.

(l) Employee and Labor Matters [Matter No. 49]

Total Fees: \$26,430.50
Total Hours: 24.90

41. The Debtors and K&E believe that a successful reorganization depends on retaining the workforce, thereby ensuring continuity of the Debtors' business. As a result, this Matter Category includes time spent by K&E attorneys and paraprofessionals reviewing and analyzing certain employee claims and related contractual matters.

(m) Executory Contracts and Unexpired Leases [Matter No. 50]

Total Fees: \$14,055.50
Total Hours: 14.50

42. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts. Specifically, K&E attorneys spent time:

- (i) advising the Debtors with respect to their rights and obligations under their executory contracts and unexpired leases under relevant bankruptcy and non-bankruptcy law;

- (ii) advising the Debtors with respect to the process for the assumption or rejection of certain executory contracts and unexpired leases of nonresidential real property; and
- (iii) researching and analyzing issues related thereto.

(n) **Hearings [Matter No. 51]**

Total Fees: \$35,693.50
Total Hours: 35.50

43. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending several hearings during the Fee Period (each a “Hearing” and, collectively, the “Hearings”), including preparing agendas, orders, and binders related to Hearings, settling orders before and after Hearings, and corresponding with various parties in preparation for, and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending the “first day” hearing on May 22, 2020, as well as the hearing on approval of the Disclosure Statement on July 1, 2020.

(o) **Insurance and Surety Matters [Matter No. 52]**

Total Fees: \$11,018.00
Total Hours: 12.20

44. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors’ insurance policies were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time analyzing and reviewing the Debtors’ insurance policies, including D&O insurance policies, and secured the Court’s approval to maintain prepetition insurance policies and enter into new insurance policies.

(p) **Investigation of Potential Claims [Matter No. 53]**

Total Fees: \$1,980.50
Total Hours: 2.30

45. This Matter Category includes time spent by K&E attorneys and paraprofessionals relating to the investigation and administration of claims held by and against the Debtors' estates.

(q) Disclosure Statement/Plan/Confirmation [Matter No. 54]

Total Fees: \$365,307.00

Total Hours: 419.30

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing the Plan and related disclosure statement, as well as to obtaining confirmation of the Plan. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, reviewing, and evaluating precedent regarding plan strategies and components, including issues related to confirmation of a chapter 11 plan;
- (ii) drafting, revising, compiling, and filing the Debtors' initial and amended chapter 11 plan and disclosure statement;
- (iii) researching and preparing documents for solicitation and other voting and balloting materials in connection with solicitation of votes on the plan;
- (iv) resolving objections to the Debtors' disclosure statement and obtaining approval of the Debtors' disclosure statement; and
- (v) participating in numerous telephone and office conferences, corresponding with, and drafting correspondence to, the Debtors, their advisors, and other parties in interest with respect to the foregoing.

(r) Regulatory Matters [Matter No. 55]

Total Fees: \$41,609.50

Total Hours: 49.60

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services in connection with various reporting and regulatory compliance issues.

(s) K&E Retention and Fee Applications [Matter No. 56]

Total Fees: \$63,019.50

Total Hours: 86.40

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals

providing services related to the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;
- (ii) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (iii) preparing updated professional disclosures for filing with the Court;
- (iv) preparing and distributing K&E's monthly fee statements in accordance with the Interim Compensation Order; and
- (v) reviewing all time entries to ensure compliance with the Interim Compensation Order and applicable provisions of the Bankruptcy Code, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors.

(t) Non-K&E Retention and Fee Applications [Matter No. 57]

Total Fees: \$64,000.50

Total Hours: 82.10

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) relating to the retentions of AlixPartners, LLP [Docket No. 129], Kurtzman Carson Consultants LLC [Docket No. 130], PJT Partners LP [Docket No. 131], and Grant Thornton LLP [Docket No. 132];
- (ii) coordinating with the Debtors and their other advisors with respect to ordinary course professional retentions and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code; and
- (iii) reviewing retention applications filed by the Committee's professionals and coordinating with the Committee to address the Debtors' concerns regarding these retentions and reviewing related fee statements.

(u) Schedules and Statements [Matter No. 58]

Total Fees: \$57,342.00

Total Hours: 68.30

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to advising the Debtors, Kurtzman Carson Consultants LLC, and other advisors in connection with the preparation, review, revision, and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs (the "Schedules and Statements"). Specifically, K&E attorneys and paraprofessionals providing services relating to the following matters:

- (i) advising the Debtors and the Debtors' other advisors regarding drafting the Schedules and Statements, including significant time reviewing information for each of the Debtor entities as part of these chapter 11 cases, and attended regular conferences with the Debtors' management and other advisors regarding the same; and
- (ii) advising the Debtors and the Debtors' other advisors regarding the preparation of the Schedules and Statements in conformity with the Bankruptcy Code and other applicable laws.

(v) **Tax Matters [Matter No. 59]**

Total Fees: \$58,715.00

Total Hours: 58.80

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues relating to or arising during these chapter 11 cases, including with respect to the first day pleadings, the chapter 11 plan, and the sale process.

(w) **Asset Sales and Disposition [Matter No. 61]**

Total Fees: \$624,134.00

Total Hours: 604.70

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the disposition of the Debtors' assets. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and analyzing issues related to and conducting extensive due diligence in connection with the sale of the Debtors' assets, including filing the bidding procedures together with a Stalking Horse APA on the Petition Date;
- (ii) running an extensive marketing process to identify, develop, and consummate a value-maximizing, going concern sale transaction;
- (iii) reviewing and analyzing various issues relating to the sale process, including formal and informal objections made by key stakeholders and parties in interest;
- (iv) negotiating sale terms and other deal documents with interested parties; and
- (v) reviewing and revising the Stalking Horse APA, bidding procedures and bidding procedures order.

(x) **Utilities [Matter No. 62]**

Total Fees: \$3,925.50

Total Hours: 5.40

53. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to utility issues arising in connection with filing these chapter 11 cases.

(y) **Vendor Matters [Matter No. 63]**

Total Fees: \$58,721.50

Total Hours: 69.90

54. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on vendor and supplier issues, including with respect to first day relief and postpetition business activities.

Actual and Necessary Expenses Incurred by K&E

55. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$16,744.13 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types

set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

56. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

57. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with over 200 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

58. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate and tax groups were heavily involved with K&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

59. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely

basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

60. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

61. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$9,880.25. Consequently, K&E does not seek payment of such fees in the Fee Application.

K&E's Requested Compensation and Reimbursement Should be Allowed

62. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

63. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents.

K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

64. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$610.00 to \$1,635.00. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

65. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

66. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

67. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

68. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Debtors have provided notice of this Fee Application to: (a) the United States Trustee for the District of Delaware; (b) counsel to the Committee; (c) 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”); (d) counsel to the Term Loan Agent; (e) counsel to the ad hoc group of the Debtors’ Prepetition Lenders (the “Ad Hoc Group”); (f) the United States Attorney’s Office for the District of Delaware; (g) the Internal Revenue Service; (h) the Food and Drug Administration; (i) the Drug Enforcement Agency; (j) the Securities Exchange Commission; (k) the state attorneys general for all states in which the Debtors conduct business; (l) the Purchaser; and (m) any party that requests service pursuant to Bankruptcy Rule 2002, (m) counsel to the Committee (collectively, the “Notice Parties”). Pursuant to the Interim Compensation Order, any party that wishes to object to the Fee Application must file its objection with the Court and serve it on the affected professional and the Application Recipients so that it is actually received on or before October 5, 2020).

No Prior Request

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

[Remainder of Page Intentionally Left Blank]

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$2,843,032.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$16,74413; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Wilmington, Delaware
Date: September 14, 2020

/s/ Patrick J. Nash, Jr., P.C.

Patrick J. Nash, Jr., P.C.

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL
LLP

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

*Counsel for the Debtors
and Debtors in Possession*

Exhibit A

Nash Declaration

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

In re:

AKORN, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-11177 (KBO)
)
) (Jointly Administered)
)

**DECLARATION OF PATRICK J. NASH, JR. IN SUPPORT OF
THE INTERIM FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
OF MAY 20, 2020 THROUGH AND INCLUDING JULY 31, 2020**

I, Patrick J. Nash, Jr., being duly sworn, state the following under penalty of perjury:

1. I am the president of Patrick J. Nash, Jr., P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 300 North LaSalle, Chicago Illinois 60654, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis, LLP, collectively, "Kirkland").² I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of Illinois, and I have been admitted to practice in Illinois. There are no disciplinary proceedings pending against me.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the "Fee Application"). To the best of my knowledge, information and belief,

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Application.

the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rule 2016-1 and 2016-2.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c) K&E is seeking compensation with respect to the approximately 32.50 hours and \$27,858.50 in fees spent reviewing or revising time records, preparing, reviewing, and revising invoices, and contemporaneously reviewing time records to redact privileged or confidential information;³
- d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
- f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

³ This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

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.

Dated: September 14, 2020

Respectfully submitted,

/s/ Patrick J. Nash, Jr.

Patrick J. Nash, Jr.
as President of Patrick J. Nash, Jr., P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AKORN, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-11177 (KBO)
)
) (Jointly Administered)
)
) Re: Docket No. 127

ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF MAY 20, 2020

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (the “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1(a), 2016-1, and 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Patrick J. Nash, Jr., the president of Patrick J. Nash,

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Jr., P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Nash Declaration”), and the declaration of Joseph Bonaccorsi, the Executive Vice President and General Counsel of Akorn, Inc. (the “Bonaccorsi Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Nash Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.

2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.

3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and

- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in 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* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition advance payment retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the

reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

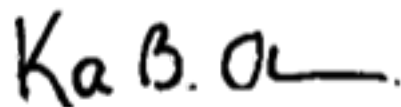
10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

11. To the extent the Application, the Nash Declaration, the Bonaccorsi Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

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

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: June 23rd, 2020
Wilmington, Delaware

Handwritten signature of Karen B. Owens in black ink.

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Nicole L. Greenblatt, P.C.
To Call Writer Directly:
+1 212 446 4664
nicole.greenblatt@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

Facsimile:
+1 212 446 4900

April 10, 2019

Akorn, Inc.
1925 West Field Court, Suite 300
Lake Forest, IL 60045
Attn: Joseph Bonaccorsi, General Counsel

Re: Retention to Provide Legal Services

Dear Joseph:

We are very pleased that you have asked us to represent Akorn, Inc. and only those subsidiaries and affiliates listed in the addendum hereto, as the same may be supplemented from time to time (collectively, "Client") in connection with a potential restructuring. Please note, the Firm's representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this "Agreement") sets forth the terms of Client's retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the "Firm")) to provide legal services and constitutes an agreement between the Firm and Client (the "Parties"). This Agreement sets forth the Parties' entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the "Engagement"), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges,

Akorn, Inc.
April 10, 2019
Page 2

Privileged & Confidential

deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client and the Firm may agree that Client will provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't*

Akorn, Inc.
April 10, 2019
Page 3

Privileged & Confidential

Operating Co., Inc., No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must

Akorn, Inc.
April 10, 2019
Page 4

Privileged & Confidential

inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Akorn, Inc.
April 10, 2019
Page 5

Privileged & Confidential

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm may be retained or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

Akorn, Inc.
April 10, 2019
Page 6

Privileged & Confidential

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

Akorn, Inc.
April 10, 2019
Page 7

Privileged & Confidential

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Akorn, Inc.
April 10, 2019
Page 8

Privileged & Confidential

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Akorn, Inc.
April 10, 2019
Page 9

Privileged & Confidential

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: 

Printed Name: Nicole L. Greenblatt, P.C.

Title: Partner

Agreed and accepted this day of month, 2019

Akorn, Inc.

By: 

Name: J. Bonaccorsi

Title: GC

Akorn, Inc.
April 10, 2019
Page 10

Privileged & Confidential

ADDENDUM: List of Client Subsidiaries

Advanced Vision Research, Inc.

Akorn (New Jersey), Inc.

Akorn Animal Health, Inc.

Akorn Ophthalmics, Inc.

Akorn Sales, Inc.

Inspire Pharmaceuticals, Inc.

Oak Pharmaceuticals, Inc.

Hi-Tech Pharmacal Co., Inc.

10 Edison Street LLC

13 Edison Street LLC

[VPI Holdings Corp.]

[VPI Holdings Sub, LLC.]

[VersaPharm Incorporated]

[Covenant Pharma, Inc.]

[Olta Pharmaceuticals Corp.]

[Clover Pharmaceuticals Corp.]

[WorldAkorn Pharma Mauritius]

[Akorn India Private Limited]

[Akorn Canada, Inc.]

[Akorn International S.à r.l.]

[Akorn AG (formerly Excelvison AG)]

Attn: Joseph Bonaccorsi, General Counsel

April 10, 2019

Page No. 1

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2018

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

Attn: Joseph Bonaccorsi, General Counsel

April 10, 2019

Page No. 2

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP

Attn: Joseph Bonaccorsi, General Counsel
April 10, 2019
Page No. 3

libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$4.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$4.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Nicole L. Greenblatt, P.C.
To Call Writer Directly:
+1 212 446 4664
nicole.greenblatt@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

Facsimile:
+1 212 446 4900

April 10, 2019

Akorn, Inc.
1925 West Field Court, Suite 300
Lake Forest, IL 60045
Attn: Joseph Bonaccorsi, General Counsel

Re: Retention to Provide Legal Services

Dear Joseph:

We are very pleased that you have asked us to represent Akorn, Inc. and only those subsidiaries and affiliates listed in the addendum hereto, as the same may be supplemented from time to time (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges,

Akorn, Inc.
April 10, 2019
Page 2

Privileged & Confidential

deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client and the Firm may agree that Client will provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't*

Akorn, Inc.
April 10, 2019
Page 3

Privileged & Confidential

Operating Co., Inc., No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must

Akorn, Inc.
April 10, 2019
Page 4

Privileged & Confidential

inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Akorn, Inc.
April 10, 2019
Page 5

Privileged & Confidential

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm may be retained or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

Akorn, Inc.
April 10, 2019
Page 6

Privileged & Confidential

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

Akorn, Inc.
April 10, 2019
Page 7

Privileged & Confidential

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Akorn, Inc.
April 10, 2019
Page 8

Privileged & Confidential

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Akorn, Inc.
April 10, 2019
Page 9

Privileged & Confidential

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: _____



Printed Name: Nicole L. Greenblatt, P.C.

Title: Partner

Agreed and accepted this day of month, 2019

Akorn, Inc.

By: _____



Name: _____



Title: _____



Akorn, Inc.
April 10, 2019
Page 10

Privileged & Confidential

ADDENDUM: List of Client Subsidiaries

Advanced Vision Research, Inc.

Akorn (New Jersey), Inc.

Akorn Animal Health, Inc.

Akorn Ophthalmics, Inc.

Akorn Sales, Inc.

Inspire Pharmaceuticals, Inc.

Oak Pharmaceuticals, Inc.

Hi-Tech Pharmacal Co., Inc.

10 Edison Street LLC

13 Edison Street LLC

[VPI Holdings Corp.]

[VPI Holdings Sub, LLC.]

[VersaPharm Incorporated]

[Covenant Pharma, Inc.]

[Olta Pharmaceuticals Corp.]

[Clover Pharmaceuticals Corp.]

[WorldAkorn Pharma Mauritius]

[Akorn India Private Limited]

[Akorn Canada, Inc.]

[Akorn International S.à r.l.]

[Akorn AG (formerly Excelvison AG)]

Attn: Joseph Bonaccorsi, General Counsel
April 10, 2019
Page No. 1

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2018

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

Attn: Joseph Bonaccorsi, General Counsel

April 10, 2019

Page No. 2

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP

Attn: Joseph Bonaccorsi, General Counsel

April 10, 2019

Page No. 3

libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$4.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$4.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan

**(For Matter Categories for the Period Beginning
on May 20, 2020 and Ending on July 31, 2020)**

Matter Number	Matter Category Description	Hours Budgeted	Total Compensation Budgeted
38	Chapter 11 Filing	188 - 235	\$167,907.99 - \$209,738.81
39	Adversary Proceedings/Contested Matters	787 - 984	\$769,932.09 - \$961,529.85
40	Automatic Stay Matters	60 - 75	\$51,776.02 - \$65,373.13
41	U.S. Trustee Issues and Communications	161 - 201	\$139,321.04 - \$174,328.36
42	Business Operations	131 - 163	\$112,817.64 - \$141,641.79
43	Case Administration	112 - 140	\$96,431.20 - \$119,850.75
44	Cash Collateral/Cash Manag./DIP	763 - 953	\$711,270.60 - \$887,985.07
45	Claims Analysis and Objections	191 - 238	\$161,319.10 - \$201,567.16
46	Corporate and Securities Matters	458 - 572	\$403,297.76 - \$503,917.91
47	Creditor and Stakeholder Communications	390 - 487	\$337,303.58 - \$422,201.49
48	Creditors' Committee Matters	212 - 266	\$184,291.09 - \$231,529.85
49	Employee and Labor Matters	259 - 323	\$241,978.66 - \$302,350.75
50	Executory Contracts and Unexpired Leases	245 - 306	\$211,593.47 - \$264,216.42
51	Hearings	471 - 589	\$443,590.11 - \$555,671.64
52	Insurance and Surety Matters	84 - 106	\$73,326.87 - \$92,611.94
53	Investigation of Potential Claims	196 - 245	\$175,666.02 - \$220,634.33
54	Plan/Disclosure Statement/Confirmation	1,030 - 1,287	\$1,008,432.18 - \$1,261,156.72
55	Regulatory Matters	49 - 61	\$43,996.12 - \$54,477.61
56	K&E Retention and Fee Matters	215 - 269	\$183,317.16 - \$228,805.97
57	Non-K&E Retention and Fee Matters	60 - 75	\$51,328.81 - \$65,373.13
58	Schedules and Statements	63 - 78	\$51,328.81 - \$65,373.13
59	Tax Matters	272 - 340	\$265,592.39 - \$332,313.43
60	Travel	60 - 75	\$28,178.38 - \$35,410.45
61	Use, Sale and Lease of Property	1,144 - 1,430	\$1,099,902.99 - \$1,375,559.70
62	Utilities	117 - 146	\$95,324.93 - \$119,850.75
63	Vendor Matters	104 - 129	\$87,992.24 - \$108,955.22
64	Expenses	N/A	N/A
Total		7,820 - 9,775	\$7,197,217.23 - \$9,002,425.37

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period	Average Hourly Rate¹
Partner	21	\$1,296
Counsel	1	\$1,430
Associate	25	\$775
Legal Assistant	2	\$363
Total	49	\$933

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of these chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period ending on July 31, 2020 (the “Comparable Period”) was, in the aggregate, approximately \$959.56 per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately \$960.48 per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partner	1,234.23	1,314.37
Of Counsel	1,430.00	1,042.57
Associate	826.37	813.42
Visiting Attorney	-	597.89
Law Clerk	-	343.61
Paralegal	440.06	378.68
Junior Paralegal	275.00	249.46
Support Staff	315.74	318.87
Total	\$960.48	\$959.56

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Tim Cruickshank, P.C.	Partner	Corporate - Capital Markets	2011	8,676.50	6.70	N/A	1,295.00	1,295.00	8,676.50
Stephen C. Hackney, P.C.	Partner	Litigation - General	1997	6,100.00	4.00	N/A	1,525.00	1,525.00	6,100.00
Neil S. Hirshman, P.C.	Partner	Technology & IP Transactions	1990	1,196.00	0.80	N/A	1,495.00	1,495.00	1,196.00
Patrick J. Nash Jr., P.C.	Partner	Restructuring	1996	150,256.50	91.90	N/A	1,635.00	1,635.00	150,256.50
Paul D. Tanaka, P.C.	Partner	Environment - Transactional	2003	544.00	0.40	N/A	1,360.00	1,360.00	544.00
Bill Arnault	Partner	Litigation - General	2009	135,373.00	116.20	N/A	1,165.00	1,165.00	135,373.00
Marin Boney	Partner	Litigation - Antitrust/Competition	2008	4,543.50	3.90	N/A	1,165.00	1,165.00	4,543.50
Thomas James Dobleman Jr.	Partner	Corporate - Debt Finance	2011	61,781.50	51.70	N/A	1,195.00	1,195.00	61,781.50
Susan D. Golden	Partner	Restructuring	1988	5,052.50	4.30	N/A	1,175.00	1,175.00	5,052.50
Christopher Hayes	Partner	Restructuring	2013	369,896.50	325.90	N/A	1,135.00	1,135.00	369,896.50
Erik Hepler	Partner	Corporate - Debt Finance	1990	574.00	0.40	N/A	1,435.00	1,435.00	574.00
Carla A.R. Hine	Partner	Litigation - Antitrust/Competition	2005	8,621.00	7.40	N/A	1,165.00	1,165.00	8,621.00
R.D. Kohut	Partner	Labor & Employment	2004	1,410.00	1.20	N/A	1,175.00	1,175.00	1,410.00
Dilen Kumar	Partner	Corporate - M&A/Private Equity	2009	207,315.00	162.60	N/A	1,275.00	1,275.00	207,315.00
Peter J. Mee	Partner	Labor & Employment	2009	4,543.50	3.90	N/A	1,165.00	1,165.00	4,543.50
Roberto S. Miceli	Partner	Real Estate	2000	1,246.50	0.90	N/A	1,385.00	1,385.00	1,246.50
Alexandra Mihalas	Partner	Employee Benefits	1991	2,212.50	1.50	N/A	1,475.00	1,475.00	2,212.50
Rohit Nafday	Partner	Executive Compensation	2011	2,987.50	2.50	N/A	1,195.00	1,195.00	2,987.50

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Gregory F. Pesce	Partner	Restructuring	2011	39,832.50	33.90	N/A	1,175.00	1,175.00	39,832.50
William T. Pruitt	Partner	Litigation - General	2004	2,562.00	2.10	N/A	1,220.00	1,220.00	2,562.00
Carleigh Trappe Rodriguez	Partner	Environment - Transactional	2013	46,081.00	40.60	N/A	1,135.00	1,135.00	46,081.00
Sarah Schaedler	Partner	Technology & IP Transactions	2013	6,932.50	5.90	N/A	1,175.00	1,175.00	6,932.50
Anthony Vincenzo Sexton	Partner	Taxation	2011	24,035.00	19.00	N/A	1,265.00	1,265.00	24,035.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	82,103.00	63.40	N/A	1,295.00	1,295.00	82,103.00
Justin A. Barker	Of Counsel	Litigation - General	2001	191,334.00	133.80	N/A	1,430.00	1,430.00	191,334.00
Tyler Burgess	Associate	Environment - Transactional	2014	422.50	0.50	N/A	845.00	845.00	422.50
Adria M. Crowe	Associate	Employee Benefits	2012	434.00	0.40	1	1,085.00	1,085.00	434.00
				227.00	0.20		1,135.00	1,085.00	217.00
Han Cui	Associate	Litigation - General	2016	185.00	0.20	1	925.00	925.00	185.00
				679.00	0.70		970.00	925.00	647.50
Matt Darch	Associate	Technology & IP Transactions	2013	1,449.00	1.40	1	1,035.00	1,035.00	1,449.00
				1,302.00	1.20		1,085.00	1,035.00	1,242.00
Faith Dibble	Associate	International Trade	Pending	122.00	0.20	N/A	610.00	610.00	122.00
James B. Dickson	Associate	Corporate - Debt Finance	2013	48,645.00	47.00	1	1,035.00	1,035.00	48,645.00
				28,427.00	26.20		1,085.00	1,035.00	27,117.00
Katie Drummonds	Associate	Litigation - Antitrust/Competition	2016	185.00	0.20	1	925.00	925.00	185.00
				2,813.00	2.90		970.00	925.00	2,682.50
Alexander Flynn-Tabloff	Associate	Labor & Employment	2015	1,387.50	1.50	1	925.00	925.00	1,387.50
				1,164.00	1.20		970.00	925.00	1,110.00
Haroula Gkotsi	Associate	Restructuring	Pending	63,318.00	103.80	1	610.00	610.00	63,318.00
				33,078.00	44.70		740.00	610.00	27,267.00

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Shannon L. Gonyou	Associate	Litigation - General	2018	27,722.00	33.20	N/A	835.00	835.00	27,722.00
Robert Graham	Associate	Corporate - M&A/Private Equity	2016	35,994.50	37.30	1	965.00	965.00	35,994.50
				58,477.50	56.50		1,035.00	965.00	54,522.50
Key Hemyari	Associate	Corporate - M&A/Private Equity	2017	3,380.00	4.00	1	845.00	845.00	3,380.00
				482.50	0.50		965.00	845.00	422.50
Alex Hevia	Associate	Restructuring	2017	76,590.00	103.50	1	740.00	740.00	76,590.00
				45,038.50	53.30		845.00	740.00	39,442.00
Elizabeth Helen Jones	Associate	Restructuring	2018	45,628.00	74.80	1	610.00	610.00	45,628.00
				7,030.00	9.50		740.00	610.00	5,795.00
Jennifer Karinen	Associate	Corporate - Capital Markets	2017	53,075.00	55.00	1	965.00	965.00	53,075.00
				24,943.50	24.10		1,035.00	965.00	23,256.50
Jane A. Komsky	Associate	Restructuring	2019	29,378.00	39.70	1	740.00	740.00	29,378.00
				4,309.50	5.10		845.00	740.00	3,774.00
Dan Latona	Associate	Restructuring	2016	104,316.50	108.10	1	965.00	965.00	104,316.50
				56,200.50	54.30		1,035.00	965.00	52,399.50
Mark Steven Lipschultz	Associate	Real Estate	2017	591.50	0.70	1	845.00	845.00	591.50
				2,605.50	2.70		965.00	845.00	2,281.50
Alex McCammon	Associate	Restructuring	2018	86,021.00	101.80	1	845.00	845.00	86,021.00
				32,424.00	33.60		965.00	845.00	28,392.00
Conor P. McNamara	Associate	Restructuring	2018	28,120.00	38.00	1	740.00	740.00	28,120.00
				25,096.50	29.70		845.00	740.00	21,978.00
Jim Santiago Montelongo	Associate	Corporate - General	2019	5,063.00	8.30	1	610.00	610.00	5,063.00
				3,478.00	4.70		740.00	610.00	2,867.00
Ruth Mulvihill	Associate	Restructuring	2019	30,561.00	50.10	1	610.00	610.00	30,561.00
				40,774.00	55.10		740.00	610.00	33,611.00
Donna H. Ni	Associate	Environment - Transactional	2020	11,712.00	19.20	1	610.00	610.00	11,712.00
				7,844.00	10.60		740.00	610.00	6,466.00
Curt Ostosh	Associate	Corporate - General	2018	36,504.00	43.20	1	845.00	845.00	36,504.00
				7,623.50	7.90		965.00	845.00	6,675.50
Kimberly Pageau	Associate	Restructuring	2017	13,024.00	17.60	1	740.00	740.00	13,024.00
				2,112.50	2.50		845.00	740.00	1,850.00
Joe Patterson	Associate	Corporate - Debt Finance	2017	49,094.50	58.10	1	845.00	845.00	49,094.50

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
				10,036.00	10.40		965.00	845.00	8,788.00
Enid Qin	Associate	Corporate - Capital Markets	2020	15,616.00	25.60	1	610.00	610.00	15,616.00
				21,164.00	28.60		740.00	610.00	17,446.00
Sam G. Rose	Associate	Litigation - General	2018	28,927.50	39.90	1	725.00	725.00	28,927.50
				52,855.50	63.30		835.00	725.00	45,892.50
Aime E. Salazar	Associate	Taxation	2019	7,693.00	9.80	1	785.00	785.00	7,693.00
				24,791.50	27.70		895.00	785.00	21,744.50
Sheila J. Salehpour	Associate	Technology & IP Transactions	2019	8,732.00	11.80	1	740.00	740.00	8,732.00
				169.00	0.20		845.00	740.00	148.00
Jenna Marie Stupar	Associate	Litigation - General	2015	30,361.00	31.30	1	970.00	970.00	30,361.00
				45,715.00	44.60		1,025.00	970.00	43,262.00
Frances Thompson	Associate	Executive Compensation	2015	724.50	0.70	1	1,035.00	1,035.00	724.50
				1,519.00	1.40		1,085.00	1,035.00	1,449.00
Nick Ustaski	Associate	Corporate - General	2020	19,520.00	32.00	1	610.00	610.00	19,520.00
				1,332.00	1.80		740.00	610.00	1,098.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Cathy Aebischer	Paralegal	Corporate - Debt Finance	N/A	5,117.50	11.50	N/A	445.00	445.00	5,117.50
Ryan Besaw	Paralegal	Restructuring	N/A	510.00	1.50	N/A	340.00	340.00	510.00
Hannah Kupsky	Paralegal	Restructuring	N/A	68.00	0.20	N/A	340.00	340.00	68.00
Emily N. Malloy	Paralegal	Litigation - General	N/A	18,748.50	43.10	N/A	435.00	435.00	18,748.50
Lauren A. Mitchell-Dawson	Paralegal	Environment - Transactional	N/A	696.00	1.60	N/A	435.00	435.00	696.00
Carrie Therese Oppenheim	Paralegal	Restructuring	N/A	133.50	0.30	N/A	445.00	445.00	133.50
Robert Orren	Paralegal	Restructuring	N/A	22,027.50	49.50	N/A	445.00	445.00	22,027.50
Sandy Ruiz	Paralegal	Corporate - M&A/Private Equity	N/A	1,379.50	3.10	N/A	445.00	445.00	1,379.50
Rob Soneson	Paralegal	Technology & IP Transactions	N/A	7,075.50	15.90	N/A	445.00	445.00	7,075.50
Michele Manzo	Junior Paralegal	Restructuring	N/A	137.50	0.50	N/A	275.00	275.00	137.50
Annie McGrath	Junior Paralegal	Environment - Transactional	N/A	550.00	2.00	N/A	275.00	275.00	550.00
Leo Rosenberg	Junior Paralegal	Restructuring	N/A	192.50	0.70	N/A	275.00	275.00	192.50
Barbara M. Siepka	Support Staff	Corporate - General	N/A	702.00	2.70	N/A	260.00	260.00	702.00
Library Business Research	Support Staff	Administrative Mgt - Office	N/A	300.00	0.80	N/A	375.00	375.00	300.00
Library Factual Research	Support Staff	Administrative Mgt - Office	N/A	750.00	2.00	N/A	375.00	375.00	750.00

John Ackerman	Support Staff	Conflicts Analysis	N/A	2,888.50	10.90	N/A	265.00	265.00	2,888.50
Shilpa J. Bhalerao	Support Staff	Risk Management	N/A	68.00	0.20	N/A	340.00	340.00	68.00
Michael Y. Chan	Support Staff	Conflicts Analysis	N/A	1,457.50	5.50	N/A	265.00	265.00	1,457.50
Liz Miller	Support Staff	Risk Management	N/A	884.00	2.60	N/A	340.00	340.00	884.00
Eric Nyberg	Support Staff	Conflicts Analysis	N/A	265.00	1.00	N/A	265.00	265.00	265.00
Elaine Santucci	Support Staff	Conflicts Analysis	N/A	869.00	2.20	N/A	395.00	395.00	869.00
Amy Zayed	Support Staff	Conflicts Analysis	N/A	715.50	2.70	N/A	265.00	265.00	715.50
Adrianna Ryba	Support Staff	M&A Clearance	N/A	3,773.00	9.80	N/A	385.00	385.00	3,773.00
Dan Raffle	Support Staff	Litigation - General	N/A	304.50	0.70	N/A	435.00	435.00	304.50

Total Professional and Paraprofessional Fees:				\$2,843,032.00	2,960.00		\$2,783,164.00
--	--	--	--	-----------------------	-----------------	--	-----------------------

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			478.05
Standard Copies or Prints			1,048.64
Binding			5.60
Tabs/Indexes/Dividers			16.12
Color Copies or Prints			48.95
Postage			8.25
Outside Messenger Services			27.53
Calendar/Court Services			50.00
Catering Expenses			168.00
Computer Database Research			1,090.79
Westlaw Research			4,858.52
LexisNexis Research			268.78
Overtime Meals - Attorney			117.62
Document Services Overtime			173.29
Miscellaneous Office Expenses			6,850.00
Client Electronic Data Storage			1,054.72
Overnight Delivery - Hard			43.57
Computer Database Research - Soft			435.70
Total			\$16,744.13

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Project Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
38	Chapter 11 Filing	188 – 235	105.00	\$167,907.99 - \$209,738.81	\$101,400.00		
39	Adversary Proceedings/Contested Matters	787 – 984	368.70	\$769,932.09 - \$961,529.85	\$389,810.50		
40	Automatic Stay Matters	60 – 75	25.30	\$51,776.02 - \$65,373.13	\$19,884.50		
41	U.S. Trustee Issues and Communications	161 – 201	18.90	\$139,321.04 - \$174,328.36	\$19,516.50		
42	Business Operations	131 – 163	34.10	\$112,817.64 - \$141,641.79	\$37,222.00		
43	Case Administration	112 – 140	47.30	\$96,431.20 - \$119,850.75	\$36,848.00		
44	Cash Collateral/Cash Manag./DIP	763 – 953	307.60	\$711,270.60 - \$887,985.07	\$290,583.00		
45	Claims Analysis and Objections	191 – 238	155.80	\$161,319.10 - \$201,567.16	\$159,287.00		
46	Corporate and Securities Matters	458 – 572	171.00	\$403,297.76 - \$503,917.91	\$162,421.50		
47	Creditor and Stakeholder Communications	390 – 487	23.30	\$337,303.58 - \$422,201.49	\$23,071.00		
48	Creditors' Committee Matters	212 – 266	169.10	\$184,291.09 - \$231,529.85	\$177,035.50		
49	Employee and Labor Matters	259 – 323	24.90	\$241,978.66 - \$302,350.75	\$26,430.50		
50	Executory Contracts and Unexpired Leases	245 – 306	14.50	\$211,593.47 - \$264,216.42	\$14,055.50		
51	Hearings	471 – 589	35.50	\$443,590.11 - \$555,671.64	\$35,693.50		
52	Insurance and Surety Matters	84 – 106	12.20	\$73,326.87 - \$92,611.94	\$11,018.00		
53	Investigation of Potential Claims	196 – 245	2.30	\$175,666.02 - \$220,634.33	\$1,980.50		
54	Plan/Disclosure Statement/Confirmation	1,030 – 1,287	419.30	\$1,008,432.18 - \$1,261,156.72	\$365,307.00		
55	Regulatory Matters	49 – 61	49.60	\$43,996.12 - \$54,477.61	\$41,609.50		
56	K&E Retention and Fee Matters	215 – 269	86.40	\$183,317.16 - \$228,805.97	\$63,019.50		
57	Non-K&E Retention and Fee Matters	60 – 75	82.10	\$51,328.81 - \$65,373.13	\$64,000.50		
58	Schedules and Statements	63 – 78	68.30	\$51,328.81 - \$65,373.13	\$57,342.00		
59	Tax Matters	272 – 340	58.80	\$265,592.39 - \$332,313.43	\$58,715.00		
60	Travel	60 – 75		\$28,178.38 - \$35,410.45			
61	Use, Sale and Lease of Property	1,144 – 1,430	604.70	\$1,099,902.99 - \$1,375,559.70	\$624,134.00		

Matter Number	Project Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
62	Utilities	117 – 146	5.40	\$95,324.93 - \$119,850.75	\$3,925.50		
63	Vendor Matters	104 – 129	69.90	\$87,992.24 - \$108,955.22	\$58,721.50		
64	Expenses	N/A	0.00	N/A	\$0.00		
Totals		7,820 - 9,775	680.00	\$7,197,217.23 - \$9,002,425.37	\$686,781.00		

Exhibit I

Detailed Description of Services Provided

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070710
Client Matter: 14581-38

In the Matter of Chapter 11 Filing

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 101,400.00

Total legal services rendered

\$ 101,400.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Chapter 11 Filing

Invoice Number: 1010070710
 Matter Number: 14581-38

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	11.50	1,165.00	13,397.50
Haroula Gkotsi	0.70	610.00	427.00
Stephen C. Hackney, P.C.	0.50	1,525.00	762.50
Christopher Hayes	20.00	1,135.00	22,700.00
Elizabeth Helen Jones	1.40	610.00	854.00
Jane A. Komsky	0.40	740.00	296.00
Dan Latona	23.80	965.00	22,967.00
Alex McCammon	1.20	845.00	1,014.00
Conor P. McNamara	5.30	740.00	3,922.00
Patrick J. Nash Jr., P.C.	10.40	1,635.00	17,004.00
Robert Orren	19.80	445.00	8,811.00
Kimberly Pageau	5.00	740.00	3,700.00
Joe Patterson	1.00	845.00	845.00
Gregory F. Pesce	4.00	1,175.00	4,700.00
TOTALS	105.00		\$ 101,400.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Chapter 11 Filing

Invoice Number: 1010070710
Matter Number: 14581-38

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Bill Arnault	3.50	Prepare for first day hearing (3.0); draft and revise direct examination of D. Portwood and M. Buschmann (.5).
05/20/20	Haroula Gkotsi	0.70	Prepare for chapter 11 filing.
05/20/20	Christopher Hayes	6.50	Correspond with K&E team, advisors re filing coordination (2.0); coordinate chapter 11 filing (1.0); telephone conferences and correspondence with K&E team, advisors re same (2.0); review and finalize documents re filing (1.5).
05/20/20	Elizabeth Helen Jones	1.40	Prepare KCC retention application for filing (.2); prepare RSA for filing (.4); correspond with D. Latona, C. McNamara re same (.2); revise creditor matrix motion re C. Hayes comments (.3); prepare same for filing (.1); revise automatic stay motion re C. Hayes comments (.1); prepare same re filing (.1).
05/20/20	Jane A. Komsky	0.40	Review, analyze customer programs motion re filing preparation (.3); correspond with Alix re same (.1).
05/20/20	Dan Latona	13.00	Analyze, comment on first day motions (6.0); correspond with K&E team re same (1.0); telephone conferences with K&E team, Gibson team re same (2.0); analyze first day motions re filing (2.0); correspond and conference with K&E team, RLF team re same (2.0).
05/20/20	Alex McCammon	1.20	Revise first day declaration (.5); correspond with C. Hayes re same (.2); prepare same for filing (.2); correspond with D. Latona, K&E team re filing plan (.3).
05/20/20	Conor P. McNamara	3.30	Review, revise first day motions re filing (2.5); review, revise talking points re filing (.8).
05/20/20	Patrick J. Nash Jr., P.C.	3.20	Analyze issues re filing.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Chapter 11 Filing

Invoice Number: 1010070710
Matter Number: 14581-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Robert Orren	10.50	Prepare first day pleadings and voluntary petitions for filing (6.0); prepare equity list (.5); revise chapter 11 filing checklist (.5); prepare materials for chapter 11 filing (1.0); revise same (1.0); correspond with K&E working group re same (.5); prepare filed documents for distribution to working group (1.0).
05/20/20	Kimberly Pageau	5.00	Review, revise first day motions and orders in preparation for filing (2.2); draft talking points re same (2.2); correspond with K&E team re same (.6).
05/21/20	Bill Arnault	5.10	Participate in preparation session with M. Buschmann re first day hearing (1.0); participate in preparation session with D. Portwood re first day hearing (1.1); participate in telephone conference with C. Hayes re first day hearing (.1); review declarations, review docket and revise direct examinations re first day hearing preparation (2.9).
05/21/20	Stephen C. Hackney, P.C.	0.50	Conference with W. Arnault on first day filing.
05/21/20	Christopher Hayes	9.50	Coordinate chapter 11 filing (2.1); finalize pleadings re same (2.3); correspond re same (.5); telephone conferences with K&E team, declarants re hearing prep (.5); telephone conferences and correspond with stakeholders re Top 30 (2.0); review, prepare for hearing (2.1).
05/21/20	Dan Latona	8.00	Analyze first day pleadings re filing (2.8); telephone conference with K&E team, PJT team re hearing preparation (.5); analyze pleadings re first day hearing preparation (2.2); analyze talking points re same (1.6); analyze transcripts re same (.9).
05/21/20	Conor P. McNamara	1.00	Review, proof and save first day orders.
05/21/20	Conor P. McNamara	1.00	Review, revise hearing talking points.
05/21/20	Patrick J. Nash Jr., P.C.	7.20	Prepare for first day hearing (4.0); analyze pleadings re same (3.2).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Chapter 11 Filing

Invoice Number: 1010070710
 Matter Number: 14581-38

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Robert Orren	5.10	Draft pro hac vice for W. Arnault (.3); prepare logistics for remote hearing appearances (2.2); correspond with K&E working group re same (.4); prepare first day pleadings for attorney review (.8); prepare CourtCall appearances for K&E working group (.4); prepare materials for hearing (1.0).
05/21/20	Gregory F. Pesce	4.00	Conferences with client and team re next steps and hearing preparation.
05/22/20	Bill Arnault	2.90	Review, analyze pleadings and revise direct examinations re first day hearing (1.9); correspond with Company re same (1.0).
05/22/20	Christopher Hayes	4.00	Correspond and telephone conference with K&E team, opposing counsel, Alix re first day motion comments (2.0); prepare for hearing (1.0); telephone conferences and correspond re same (1.0).
05/22/20	Dan Latona	2.80	Analyze talking points, pleadings re first day hearing.
05/22/20	Robert Orren	4.20	Prepare for Akorn first day hearing (2.6); correspond with K&E team re same (.4); prepare for telephone conference re same (.4); monitor re same (.4); distribute entered orders to K&E working group (.4).
05/22/20	Joe Patterson	1.00	Telephone conference with K&E team re first day motions.
Total		105.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070714
Client Matter: 14581-39

In the Matter of Adversary Proceedings/Contested Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 219,195.00

Total legal services rendered

\$ 219,195.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
 Matter Number: 14581-39

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	39.80	1,165.00	46,367.00
Justin A. Barker	57.90	1,430.00	82,797.00
Christopher Hayes	23.80	1,135.00	27,013.00
Elizabeth Helen Jones	3.80	610.00	2,318.00
Dan Latona	4.90	965.00	4,728.50
Library Business Research	0.50	375.00	187.50
Emily N. Malloy	3.60	435.00	1,566.00
Alex McCammon	7.60	845.00	6,422.00
Patrick J. Nash Jr., P.C.	5.50	1,635.00	8,992.50
Sam G. Rose	27.70	725.00	20,082.50
Jenna Marie Stupar	19.30	970.00	18,721.00
TOTALS	194.40		\$ 219,195.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
 Matter Number: 14581-39

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Justin A. Barker	1.50	Draft motion re settlement.
05/21/20	Jenna Marie Stupar	0.30	Review and analyze issues re conflicts management and waivers.
05/22/20	Patrick J. Nash Jr., P.C.	0.10	Analyze correspondence from J. Clarke re opt out plaintiffs.
05/22/20	Sam G. Rose	1.80	Review and analyze issues re conflicts analysis (1.3); correspond with J. Stupar and B. Arnault re same (.5).
05/22/20	Sam G. Rose	0.70	Review and analyze draft settlement agreement and revised complaint.
05/22/20	Jenna Marie Stupar	0.20	Review and analyze issues re potential adversary matter.
05/24/20	Christopher Hayes	0.50	Telephone conference with K&E team, co-counsel re strategy re company litigation (.4); follow-up re same (.1).
05/25/20	Bill Arnault	1.80	Review and revise motion and complaint to extend stay.
05/26/20	Bill Arnault	1.60	Review and revise motion re settlement (.5); participate in telephone conference with C. Hayes and J. Clarke re 105 motion (.4); analyze comments re same (.4); correspond with C. Hayes, G. Pesce and K&E team re same (.3).
05/26/20	Justin A. Barker	1.40	Conference with B. Arnault re motion re settlement (.5); draft 105 complaint and motion to stay (.9).
05/26/20	Christopher Hayes	0.90	Correspond with Company, B. Arnault, co-counsel re consideration re motion to extend stay (.2); follow up re same (.1); telephone conference with same re same (.4); correspond with co-counsel re Takla considerations (.2).
05/26/20	Patrick J. Nash Jr., P.C.	0.10	Review and analyze Gibson Dunn correspondence re potential adversary proceeding.
05/26/20	Patrick J. Nash Jr., P.C.	0.10	Review correspondence from R. Baron re communications with opt out counsel.
05/26/20	Jenna Marie Stupar	0.70	Review and analyze issues re potential adversary matter.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Bill Arnault	0.20	Correspond with S. Rose re settlement research.
05/27/20	Bill Arnault	2.10	Telephone conference with C. Hayes, E. Jones re settlement motion (.5); telephone conference with C. Hayes and Cravath re settlement (.4); correspond with counsel for opt-outs re complaint (.2); review and revise complaint and motion re same (.5); telephone conference with local counsel re same (.3); correspond with C. Hayes re same (.2).
05/27/20	Justin A. Barker	1.10	Telephone conference re strategy for motion re settlement (.5); prepare for and participate in telephone conference re 105 motion (.6).
05/27/20	Christopher Hayes	2.50	Review, comment re settlement motion (.4); telephone conference and correspond with B. Arnault, K&E team re same (.5); telephone conference and correspond with Company re considerations re same (.2); correspond with B. Arnault, K&E team, RLF re 105 motion and related considerations (.2); telephone conference with B. Arnault re Fresenius considerations (.3); telephone conference with Cravath, K&E team re settlement implementation, related considerations (.5); telephone conference with B. Arnault, local counsel re 105 considerations (.4).
05/27/20	Elizabeth Helen Jones	1.60	Telephone conference with C. Hayes, K&E team re settlement motion (.5); revise motion re same (.8); telephone conference with C. Hayes, K&E team, outside counsel re same (.3).
05/27/20	Dan Latona	0.50	Telephone conference with K&E team re class settlement agreement.
05/27/20	Dan Latona	0.30	Telephone conference with K&E team, Richards Layton team re potential adversary proceeding.
05/27/20	Emily N. Malloy	1.20	Review and revise complaint and rule 105 motion (.5); draft cover motion and proposed order re same (.7).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Alex McCammon	2.30	Prepare for telephone conference with C. Hayes, B. Arnault, J. Stupar, E. Jones and S. Rose re class settlement (.3); participate in same (.5); prepare for telephone conference with C. Hayes, B. Arnault, Cravath re settlement (.1); attend same (.4); revise materials re same (1.0).
05/27/20	Sam G. Rose	6.00	Review and analyze key terms of settlement agreement (3.2); analyze case law re same (2.4); participate in telephone conference with J. Stupar re same (.4).
05/27/20	Sam G. Rose	0.50	Prepare for and participate in telephone conference with K&E team and C. Hayes re settlement agreement matters.
05/27/20	Sam G. Rose	0.40	Prepare for telephone conference re potential adversary proceeding (.2); participate in telephone conference re same (.2).
05/27/20	Jenna Marie Stupar	0.70	Review and analyze issues re potential adversary matter.
05/28/20	Bill Arnault	2.10	Telephone conference with C. Hayes, Cravath and settlement counsel re litigation (1.0); telephone conference with S. Rose re same (.3); analyze agreements re same (.2); analyze strategy re potential litigation (.5); correspond with Company and Cravath re same (.1).
05/28/20	Christopher Hayes	1.50	Correspond with B. Arnault re legal and strategic considerations re 105 motion (.4); telephone conference with shareholder plaintiff counsel, K&E team re strategy re shareholder settlement implementation (1.1).
05/28/20	Elizabeth Helen Jones	2.20	Revise motion to assume settlement (.9); correspond with A. McCammon, K&E team re same (.2); telephone conference with C. Hayes, K&E team, Cravath re settlement (1.1).
05/28/20	Alex McCammon	1.20	Telephone conference with C. Hayes, B. Arnault, Cravath, Entwistle re class settlement (1.0); analyze issues re same (.2).
05/28/20	Sam G. Rose	1.60	Research and analyze case law re settlement agreement matters (1.2); participate in telephone conference with W. Arnault re same (.4).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/20	Bill Arnault	1.00	Telephone conference with J. Clarke, R. Baron, C. Hayes and J. Bonaccorsi re opt out litigation (.8); telephone conference with C. Hayes re same (.2).
05/29/20	Christopher Hayes	1.10	Telephone conference with B. Arnault, K&E team, Company, co-counsel re legal and strategic considerations re opt out litigation (.8); follow-up telephone conference with B. Arnault re same (.3).
05/29/20	Dan Latona	0.80	Telephone conference with K&E team, Cravath team, Company re shareholder litigation.
05/29/20	Sam G. Rose	0.30	Correspond with conflicts department re conflicts issues and potential adversary matter.
05/29/20	Jenna Marie Stupar	0.30	Review, analyze conflicts issues.
06/01/20	Bill Arnault	2.60	Participate in telephone conference with J. Bonaccorsi re opt-out litigation (.1); correspond with P. Nash and C. Hayes re strategy re same (1.3); correspond with D. Latona and C. Hayes re strategy re Fresenius litigation (1.2).
06/01/20	Justin A. Barker	0.90	Analyze issues re opt-out litigation strategy.
06/01/20	Christopher Hayes	0.70	Correspond with A. McCammon, B. Arnault, K&E team re legal and strategic considerations re class settlement (.1); analyze materials re same (.2); telephone conference and correspond with B. Arnault, co-counsel re legal and strategic considerations re opt-out litigation (.1); analyze issues and follow-up re same (.2); correspond with B. Arnault, K&E team re Fresenius claim considerations (.1).
06/01/20	Patrick J. Nash Jr., P.C.	0.30	Review letter from opt out plaintiffs lawyer re automatic stay and next steps (.1); review and analyze strategy re opt out litigants (.2).
06/02/20	Bill Arnault	2.00	Participate in telephone conference with L. Rolnick re opt-out litigation (.3); participate in telephone conference with C. Hayes re same (.3); correspond with Cravath, J. Bonaccorsi, C. Hayes, P. Nash and counsel for opt-out defendants re same (1.4).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Christopher Hayes	0.90	Correspond with B. Arnault, K&E team, opposing counsel re 105 motion and related considerations (.4); telephone conference with B. Arnault re same (.3); correspond with B. Arnault, K&E team re precedent settlements (.2).
06/02/20	Patrick J. Nash Jr., P.C.	0.30	Review and analyze strategy re opt out litigation plaintiff engagement.
06/03/20	Bill Arnault	0.50	Review and analyze research re settlement and correspond with C. Hayes re same.
06/03/20	Justin A. Barker	2.00	Review and analyze research re termination of stipulation and agreement of settlement.
06/03/20	Christopher Hayes	0.80	Telephone conference with W. Arnault, K&E team, co-counsel, Company re strategy re opt-out litigation (.5); follow-up re same (.2); correspond with W. Arnault, K&E team re preference research (.1).
06/03/20	Sam G. Rose	8.00	Research and analyze case law settlement agreements (4.3); draft analysis of law and key issues re same (3.5); correspond with B. Arnault re same (.2).
06/04/20	Bill Arnault	0.30	Participate in telephone conference with insurers and counsel for individual defendants re opt-out litigation (.2); correspond with P. Nash and C. Hayes re same (.1).
06/04/20	Patrick J. Nash Jr., P.C.	0.10	Review update re telephone conference with counsel for individual defendants in opt out litigation.
06/04/20	Sam G. Rose	0.90	Research and analyze case precedent re court approved settlements.
06/05/20	Christopher Hayes	0.20	Correspond with client, B. Arnault, K&E team re opt-out settlement considerations.
06/05/20	Christopher Hayes	0.20	Correspond with Cravath, W. Arnault, shareholder counsel re settlement implementation considerations.
06/05/20	Library Business Research	0.50	Provide requested information re Akorn, Inc.'s contingent value rights.
06/06/20	Sam G. Rose	1.60	Research and analyze legal issues and precedent re class-action settlement agreements (1.2); draft overview and analysis for B. Arnault re same (.4).
06/07/20	Christopher Hayes	0.20	Correspond with B. Arnault, K&E team, Cravath re status update re opt-out litigation.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Christopher Hayes	0.30	Correspond with R. Mulvihill, K&E team, Cravath re status report re opt-out litigation.
06/09/20	Christopher Hayes	0.30	Review, analyze memo re litigation considerations.
06/09/20	Emily N. Malloy	0.50	Analyze dockets re related litigations to compile recent filings (.4); update document management system (.1).
06/09/20	Sam G. Rose	0.40	Correspond with conflicts department re conflicts related issue.
06/09/20	Jenna Marie Stupar	0.40	Review and analyze issues re conflicts and case status.
06/16/20	Bill Arnault	1.10	Analyze documents requests (.7); correspond with Company, PJT, Alix and K&E team re same (.4).
06/16/20	Justin A. Barker	4.50	Review and analyze discovery requests to debtors, ad hoc group and Wilmington Savings.
06/16/20	Emily N. Malloy	1.70	Draft and format responses to RFPs (1.2); analyze recent discovery re integration into document management system (.5).
06/17/20	Justin A. Barker	3.70	Review and revise discovery responses and draft protective order (2.7); conference with J. Stupar re discovery response and protective order (.6); prepare for same (.4).
06/18/20	Bill Arnault	0.50	Participate in telephone conference with lenders re discovery (.1); review and revise document requests (.4).
06/18/20	Justin A. Barker	0.30	Review edits to discovery request responses.
06/18/20	Christopher Hayes	0.30	Correspond with Company, K&E team re strategic considerations re settlement discussions.
06/19/20	Bill Arnault	1.90	Participate in telephone conference with J. Bonaccorsi and C. Hayes re opt out litigation (.6); analyze request re appointment of equity committee (1.0); correspond with C. Hayes, P. Nash, J. Stupar and J. Barker re same (.3).
06/19/20	Justin A. Barker	4.80	Review and analyze request re appointment of equity committee (1.5); analyze issues re response to same (2.7); conference with J. Stupar re same (.6).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Christopher Hayes	1.50	Telephone conference with Company, B. Arnault re strategy re settlement of litigation (.6); correspond with B. Arnault, K&E team, Company, Cravath re same (.3); correspond with P. Nash, K&E team re request for equity committee (.2); review, analyze same (.4).
06/19/20	Dan Latona	1.20	Analyze letter re appointment of equity committee.
06/19/20	Patrick J. Nash Jr., P.C.	1.10	Analyze letter to U.S. Trustee requesting official equity committee (.3); correspond with Company re same (.1); correspond with J. Bonaccorsi re same (.1); correspond with J. Leamy re same (.2); correspond with S. Greenberg re same (.2); telephone conference with M. Karlan re same (.2).
06/19/20	Sam G. Rose	1.50	Review and analyze correspondence and attachments re request to appoint equity committee (1.1); review and analyze draft response letter outline (.4).
06/19/20	Jenna Marie Stupar	5.00	Review and analyze request to U.S. Trustee re appointment of equity committee (1.3); draft response re same (3.7).
06/20/20	Bill Arnault	1.30	Participate in telephone conference with H. Kim re request for equity committee (.3); telephone conference with C. Hayes re same (.3); participate in telephone conference with UCC re same (.2); prepare for same (.5).
06/20/20	Justin A. Barker	3.90	Research law re appointment of equity committee in sale cases (2.6); review and revise response to request for appointment of equity committee (1.3).
06/20/20	Christopher Hayes	2.00	Telephone conference with Cravath, Company, B. Arnault re opt out settlement strategy (.7); follow-up telephone conference with B. Arnault re same, equity committee letter response (.4); correspond with P. Nash, K&E team re same (.2); review, analyze equity letter re same (.3); conduct follow-up re same (.1); telephone conference and correspond with B. Arnault, UCC counsel re same (.3).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/20	Patrick J. Nash Jr., P.C.	0.80	Prepare correspondence to J. Bonaccorsi and D. Katz re equity committee request (.1); telephone conference with T. Rappuhn re equity committee request (.2); begin work on response to equity committee request (.5).
06/20/20	Sam G. Rose	4.00	Research and analyze case law re appointment of equity commission and related issues (3.3); draft summary of key case law for response letter re same (.7).
06/20/20	Jenna Marie Stupar	1.00	Review and analyze request to U.S. Trustee re appointment of equity committee (.3); revise response re same (.7).
06/21/20	Bill Arnault	3.40	Participate in telephone conference with PJT and K&E re equity committee request (.3); correspond with P. Nash and C. Hayes re equity committee appointment response (.2); review and revise response to request for appointment of equity committee (2.9).
06/21/20	Justin A. Barker	4.20	Revise response to request for appointment of equity committee (3.7); participate in telephone conference re strategy for same (.3); prepare for same (.2).
06/21/20	Christopher Hayes	1.20	Telephone conference with B. Arnault, K&E team, PJT re equity committee response (.4); correspond with A. McCammon, K&E team re same (.3); follow-up re same (.5).
06/21/20	Dan Latona	0.40	Telephone conference with K&E team, PJT team re equity committee response.
06/21/20	Alex McCammon	3.40	Research precedent re requests for equity committee (1.7); review and revise response re same (1.3); telephone conference with PJT, B. Arnault, C. Hayes, J. Barker, D. Latona re same (.3); correspond with B. Arnault re same (.1).
06/21/20	Patrick J. Nash Jr., P.C.	0.50	Telephone conference with J. Bonaccorsi and A. Weinstein re equity committee request.
06/21/20	Jenna Marie Stupar	1.00	Review and analyze request to U.S. Trustee re appointment of equity committee (.2); revise response re same (.8).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Justin A. Barker	7.80	Review and revise response to request for equity committee (2.7); telephone conferences with J. Stupar re same (1.2); research re same (2.1); review discovery responses (.5); review and analyze various drafts from PJT and K&E team re same (1.3).
06/22/20	Christopher Hayes	2.90	Correspond with E. Jones re research re opt-out settlement (.1); correspond with H. Gkotsi re additional research (.1); analyze research re same (.3); correspond with B. Arnault, K&E team, advisors re equity committee response letter (.2); review, comment re same (1.9); correspond with B. Arnault, lender counsel re UCC discovery responses (.3).
06/22/20	Dan Latona	1.70	Analyze letter re equity committee appointment (.7); comment on same (1.0).
06/22/20	Alex McCammon	0.70	Review and revise response re request for equity committee.
06/22/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with J. Sacks re potential equity committee.
06/22/20	Jenna Marie Stupar	7.50	Review and analyze letter request to appoint equity committee (.8); revise response re same (6.7).
06/23/20	Bill Arnault	4.50	Participate in telephone conference with Cravath and J. Bonaccorsi re settlement conference (.5); participate in settlement conference (.5); participate in telephone conference with Cravath, J. Bonaccorsi and C. Hayes re same (.8); telephone conference with C. Hayes re same (.4); review and revise response to letter requesting appointment of equity committee (1.8); participate in board telephone conference re same (.5).
06/23/20	Justin A. Barker	3.80	Review and revise response letter and confer with B. Arnault re same (2.3); review and analyze memorandum re perfection analysis (.4); review and analyze litigation issues and consider strategy re same (1.1).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Christopher Hayes	1.80	Telephone conference with Cravath, client, B. Arnault re settlement conference updates, next steps (.8); telephone conference with B. Arnault re same (.5); correspond with B. Arnault, P. Nash, K&E team re same (.2); correspond with client, K&E team re equity committee letter (.1); review, comment re same (.2).
06/23/20	Emily N. Malloy	0.20	Analyze recent discovery for integration into document management system.
06/23/20	Patrick J. Nash Jr., P.C.	0.60	Finalize letter response to equity committee request in preparation of providing to board (.3); analyze summary of settlement discussion with opt out plaintiffs (.1); analyze Gibson Dunn letter opposing equity committee (.2)
06/23/20	Jenna Marie Stupar	1.20	Review and edit response to request for appointment of equity committee.
06/24/20	Bill Arnault	2.90	Participate in telephone conference with C. Hayes re case strategy (.4); telephone conference with C. Hayes and W. Pruitt re same (.6); review and revise responses to request for equity committee (1.5); correspond with C. Hayes re strategy (.4).
06/24/20	Justin A. Barker	1.10	Review and analyze UCC letter re equity committee (.4); comment on disclosure statement (.3); review and analyze response letter from lender group (.4).
06/24/20	Christopher Hayes	2.00	Correspond with B. Arnault re equity committee response letter (.3); telephone conference with B. Arnault, W. Pruitt re shareholder settlement strategy (.6); analyze issues re same (.7); correspond with P. Nash, K&E team re considerations re same (.4).
06/24/20	Patrick J. Nash Jr., P.C.	1.30	Analyze ad hoc lender group final letter re equity committee (.2); analyze UCC letter re equity committee (.2); analyze PJT analysis of exit ABL proposals (.6); correspond with GDC re equity request (.3).
06/24/20	Jenna Marie Stupar	1.00	Review and analyze other responses and issues related to request for appointment of equity committee.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1010070714
Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Bill Arnault	4.80	Participate in telephone conference with J. Bonaccorsi and Cravath re shareholder litigation (.4); telephone conference with C. Hayes re same (.2); participate in telephone conference with UCC re disclosure statement objections (.7); correspond with C. Hayes, D. Latona and A. McCammon re strategic litigation considerations and review research re same (2.2); review research re subordination (.4); review revised disclosure statement (.9).
06/25/20	Justin A. Barker	4.40	Review and analyze disclosure statement re releases (.3); research law re D&O insurance proceeds (1.8); research law re preference considerations (2.3).
06/25/20	Christopher Hayes	0.90	Telephone conference with B. Arnault, Cravath re opt out settlement strategy (.4); follow-up telephone conference with W. Arnault re same (.2); correspond with P. Nash, K&E team re considerations re same (.2); correspond with W. Arnault, K&E team re subordination research (.1).
06/26/20	Justin A. Barker	7.20	Review and analyze Fresenius objection to disclosure statement motion (2.2); research re 510(b) (1.7); research re non-consensual release (1.4); analyze issues re strategy for response brief (1.9).
06/26/20	Christopher Hayes	0.30	Correspond with Cravath, W. Arnault, K&E team re opt out insurance considerations.
06/27/20	Christopher Hayes	0.30	Correspond with P. Nash, W. Pruitt, K&E team re opt out strategy, considerations re same.
06/28/20	Bill Arnault	2.10	Participate in telephone conference with J. Bonaccorsi, Cravath and P. Nash re settlement (.5); review and revise reply in support of disclosure statement (1.6).
06/28/20	Justin A. Barker	2.70	Comment on disclosure statement reply.
06/28/20	Christopher Hayes	0.50	Telephone conference with P. Nash, K&E team, Cravath re opt out settlement strategy.
06/29/20	Bill Arnault	2.00	Review and revise reply to disclosure statement objections (1.5); telephone conference with J. Barker re same (.5).
06/29/20	Justin A. Barker	1.70	Comment on disclosure statement reply (1.2); conference with B. Arnault re same (.5).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.

Invoice Number: 1010070714
Matter Number: 14581-39

Adversary Proceedings/Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Bill Arnault	1.10	Participate in telephone conference with C. Hayes, K&E team re status update (.2); participate in telephone conference with UCC re document requests (.2); review edits to disclosure statement inserts (.7).
06/30/20	Justin A. Barker	0.90	Review and revise confidentiality order and protective order (.5); review and analyze disclosure statement hearing talking points (.4).
Total		194.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070711
Client Matter: 14581-40

In the Matter of Automatic Stay Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 16,614.00

Total legal services rendered

\$ 16,614.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Automatic Stay Matters

Invoice Number: 1010070711
Matter Number: 14581-40

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	2.20	1,135.00	2,497.00
Elizabeth Helen Jones	5.20	610.00	3,172.00
Dan Latona	4.30	965.00	4,149.50
Ruth Mulvihill	9.80	610.00	5,978.00
Patrick J. Nash Jr., P.C.	0.50	1,635.00	817.50
TOTALS	22.00		\$ 16,614.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Automatic Stay Matters

Invoice Number: 1010070711
 Matter Number: 14581-40

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Ruth Mulvihill	0.40	Revise suggestion of bankruptcy (.3); correspond with K&E team, Cravath re same (.1).
05/24/20	Elizabeth Helen Jones	1.10	Research bankruptcy rule 6009 (.3); draft summary re automatic stay and debtor initiated litigation (.7); correspond with D. Latona re same (.1).
05/25/20	Christopher Hayes	0.20	Correspond with E. Jones, D. Latona, co-counsel re response re opposition motion to stay.
05/26/20	Dan Latona	1.00	Telephone conference with K&E team, Cravath team re motion to extend automatic stay (.5); telephone conference with Company re automatic stay, litigation matters (.5).
05/26/20	Ruth Mulvihill	1.90	Telephone conference with K&E team, Polsinelli, Company re MDL litigation (.5); research re application of automatic stay to subpoenas in multi-defendant litigation (1.4).
05/27/20	Christopher Hayes	0.20	Correspond with D. Latona, creditor counsel re stayed litigation, related matters.
05/27/20	Elizabeth Helen Jones	0.40	Revise brief for local counsel re treatment of automatic stay in bankruptcy proceedings (.3); correspond with C. Hayes, D. Latona re same (.1).
05/27/20	Patrick J. Nash Jr., P.C.	0.50	Telephone conference with M. Parker, counsel to litigation claimant re automatic stay (.1); analyze correspondence from M. Parker re same (.1); prepare response to M. Parker re same (.1); analyze correspondence from L. Rolnick re potential adversary proceeding (.2).
05/28/20	Christopher Hayes	0.30	Correspond with co-counsel, E. Jones, K&E team, Company re response to stayed litigation matter (.1); correspond with R. Mulvihill, K&E team, Company re suggestions of bankruptcy (.2).
05/28/20	Dan Latona	0.50	Telephone conference with K&E team, Company re automatic stay matters.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Automatic Stay Matters

Invoice Number: 1010070711
Matter Number: 14581-40

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Ruth Mulvihill	0.60	Telephone conference with D. Latona, Company, J. Borelli re filing suggestion of bankruptcy (.5); review suggestion of bankruptcy to be filed (.1).
05/29/20	Ruth Mulvihill	1.80	Research re application of automatic stay to EEOC claims (1.2); draft, revise summary re same (.5); correspond with D. Latona, C. Hayes re same (.1).
06/01/20	Christopher Hayes	0.40	Correspond with Company, co-counsel, K&E team re stayed litigation matter.
06/01/20	Elizabeth Helen Jones	1.30	Review state court complaint re automatic stay in pending action commenced by Company (.2); draft proposed response (.6); correspond with C. Hayes re same (.2); revise same (.2); correspond with Company re same (.1).
06/02/20	Christopher Hayes	0.40	Correspond with co-counsel, client, E. Jones, K&E team re litigation considerations (.3); correspond with W. Arnault, K&E team re suggestions of bankruptcy (.1).
06/02/20	Elizabeth Helen Jones	1.10	Review Company comments to automatic stay implications in state court proceeding (.2); revise response re same (.6); correspond with C. Hayes, D. Latona re same (.3).
06/02/20	Ruth Mulvihill	0.10	Correspond with K&E team re suggestion of bankruptcy.
06/03/20	Christopher Hayes	0.20	Correspond with E. Jones, Company, co-counsel re state court litigation response, related considerations.
06/03/20	Elizabeth Helen Jones	1.30	Review automatic stay language re state court proceeding (.3); revise response re same (.7); correspond with D. Latona, C. Hayes, Company counsel re same (.3).
06/03/20	Dan Latona	1.20	Analyze bankruptcy language re Takla motion (.9); telephone conference with local counsel re same (.3).
06/04/20	Christopher Hayes	0.20	Correspond with R. Mulvihill, K&E team re Ironshore stay stipulation.
06/04/20	Dan Latona	0.30	Comment on stipulation re automatic stay.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Automatic Stay Matters

Invoice Number: 1010070711
Matter Number: 14581-40

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Ruth Mulvihill	2.30	Draft, revise lift stay stipulation (1.8); correspond with D. Latona, Company re same (.1); correspond with RLF re same (.1); correspond with D. Latona, C. Hayes re outstanding utilities objections (.1); correspond with J. Craig (Russell Johnson) re wire instructions for settlement payments (.1); correspond with Company re same (.1).
06/09/20	Ruth Mulvihill	0.10	Correspond with K&E team, RLF re automatic stay matter.
06/10/20	Ruth Mulvihill	0.30	Telephone conference with M. Harrowven re worldwide stay notice (.1); correspond with S. Golden re same (.1); correspond with D. Latona, C. Hayes re same (.1).
06/10/20	Ruth Mulvihill	0.20	Analyze Ironshore lift stay stipulation (.1); correspond with D. Latona re same (.1).
06/15/20	Christopher Hayes	0.20	Correspond with D. Latona, K&E team, Company re stayed litigation matter and related considerations.
06/16/20	Dan Latona	0.80	Telephone conference with Company, outside counsel re state court litigation matter.
06/16/20	Ruth Mulvihill	1.70	Research re application of automatic stay to EEOC mediation (1.5); correspond with C. Hayes, D. Latona re same (.1); correspond with Company re same (.1).
06/26/20	Christopher Hayes	0.10	Correspond with D. Latona re automatic stay letter re contract termination.
06/26/20	Dan Latona	0.50	Analyze, comment on automatic stay letter.
06/26/20	Ruth Mulvihill	0.20	Review, revise Ambio letter re automatic stay (.1); correspond with K&E team re same (.1).
06/30/20	Ruth Mulvihill	0.20	Correspond with D. Latona, Company re Ambio automatic stay letter.
Total		22.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070709
Client Matter: 14581-41

In the Matter of U.S. Trustee Issues and Communications

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 15,365.00

Total legal services rendered

\$ 15,365.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
U.S. Trustee Issues and Communications

Invoice Number: 1010070709
Matter Number: 14581-41

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	8.60	1,135.00	9,761.00
Alex Hevia	0.20	740.00	148.00
Dan Latona	4.40	965.00	4,246.00
Alex McCammon	0.50	845.00	422.50
Patrick J. Nash Jr., P.C.	0.40	1,635.00	654.00
Robert Orren	0.30	445.00	133.50
TOTALS	14.40		\$ 15,365.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
U.S. Trustee Issues and Communications

Invoice Number: 1010070709
Matter Number: 14581-41

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Christopher Hayes	0.40	Correspond with U.S. Trustee re committee formation matters, related matters (.2); correspond with AlixPartners, K&E team re IDI, operating considerations (.2).
05/27/20	Christopher Hayes	0.20	Correspond with U.S. Trustee re committee formation matters (.1); conduct follow-up re same (.1).
05/28/20	Christopher Hayes	2.40	Correspond with G. Pesce, K&E team, AlixPartners, U.S. Trustee re committee formation matters (.3); telephone conference with advisors re same (.5); telephone conferences with Company, co-counsel re same (.6); correspond with Company, advisors re 341 meeting and related considerations (.3); telephone conference with U.S. Trustee re committee formation matters (.7).
05/28/20	Dan Latona	0.70	Telephone conference with C. Hayes, U.S. Trustee re committee questionnaires.
05/29/20	Christopher Hayes	0.50	Telephone conference and correspond with U.S. Trustee re committee formation matters, 341 meeting (.4); correspond with Company, AlixPartners re same (.1).
06/01/20	Dan Latona	0.30	Telephone conference with K&E team, AlixPartners team, U.S. Trustee re initial debtor interview (.2); correspond with K&E team, AlixPartners team re same (.1).
06/02/20	Christopher Hayes	0.20	Correspond with RLF, U.S. Trustee re 341 meeting, related considerations.
06/03/20	Christopher Hayes	1.30	Telephone conference and correspond with D. Latona, AlixPartners team re reporting obligations (.3); participate in telephonic IDI (.7); follow-up re same (.3).
06/03/20	Dan Latona	0.70	Telephone conference with C. Hayes, AlixPartners team, Company, U.S. Trustee re initial debtor interview.
06/03/20	Dan Latona	0.20	Telephone conference with C. Hayes, AlixPartners team re MOR.
06/04/20	Christopher Hayes	0.90	Correspond with Alix, A. Hevia, K&E team re initial debtor report (.3); follow-up re same (.6).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 U.S. Trustee Issues and Communications

Invoice Number: 1010070709
 Matter Number: 14581-41

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Alex Hevia	0.20	Correspond with D. Latona and C. Hayes re initial debtor interview (.1); research and analyze precedent re same (.1).
06/04/20	Alex McCammon	0.20	Review MOR disclosures re prepetition retainer payments.
06/04/20	Robert Orren	0.30	Correspond with A. Hevia re precedent re initial debtor report.
06/05/20	Christopher Hayes	0.60	Correspond with D. Latona, K&E team, Alix re initial debtor report (.3); finalize and coordinate filing and service of same (.3).
06/05/20	Alex McCammon	0.30	Review retainer disclosures in MOR (.2); correspond with C. Hayes and D. Latona re same (.1).
06/09/20	Patrick J. Nash Jr., P.C.	0.10	Review notice of 341 meeting.
06/16/20	Dan Latona	0.10	Correspond with C. Hayes, AlixPartners team re 2015.3 report.
06/16/20	Patrick J. Nash Jr., P.C.	0.10	Review document request to U.S. Trustee.
06/17/20	Christopher Hayes	0.30	Correspond with U.S. Trustee, D. Latona, K&E team re comments to second day motions (.2); follow-up re same (.1).
06/17/20	Dan Latona	0.50	Analyze comments from U.S. Trustee re second day motions (.3); correspond with C. Hayes and K&E team re same (.2).
06/18/20	Christopher Hayes	0.50	Telephone conference with U.S. Trustee, D. Latona re resolution of comments to second days (.3); correspond with D. Latona, Alix re follow-up re same (.2).
06/18/20	Dan Latona	0.50	Telephone conference with C. Hayes, U.S. Trustee re comments to second day motions.
06/24/20	Patrick J. Nash Jr., P.C.	0.20	Analyze U.S. Trustee's initial comments to disclosure statement (.1); analyze informal objections to same (.1).
06/26/20	Dan Latona	0.20	Telephone conference with K&E team, D. Portwood re 341 meeting.
06/29/20	Christopher Hayes	1.30	Correspond with client, advisors re 341 meeting scheduling (.1); participate in 341 meeting (.9); correspond with creditors following 341 meeting (.3).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
U.S. Trustee Issues and Communications

Invoice Number: 1010070709
Matter Number: 14581-41

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Dan Latona	1.20	Telephone conference with various parties re 341 meeting (.8); telephone conference with C. Hayes re same (.4).
Total		14.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070707
Client Matter: 14581-42

In the Matter of Business Operations

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 18,389.00

Total legal services rendered

\$ 18,389.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Business Operations

Invoice Number: 1010070707
 Matter Number: 14581-42

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	4.40	1,135.00	4,994.00
Jane A. Komsky	2.30	740.00	1,702.00
Dilen Kumar	1.20	1,275.00	1,530.00
Dan Latona	1.70	965.00	1,640.50
Alex McCammon	0.40	845.00	338.00
Conor P. McNamara	0.80	740.00	592.00
Patrick J. Nash Jr., P.C.	0.10	1,635.00	163.50
Gregory F. Pesce	5.00	1,175.00	5,875.00
Steve Toth	1.20	1,295.00	1,554.00
TOTALS	17.10		\$ 18,389.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Business Operations

Invoice Number: 1010070707
Matter Number: 14581-42

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Gregory F. Pesce	5.00	Conference with client and team re next steps.
05/21/20	Christopher Hayes	0.60	Correspond and telephone conference with client, K&E team re operational matters.
05/21/20	Jane A. Komsky	0.70	Draft talking points re customer programs motion (.4); telephone conference with AlixPartners re same (.3).
05/21/20	Alex McCammon	0.10	Correspond with C. Hayes re description of business operations.
05/21/20	Conor P. McNamara	0.80	Review, revise talking points re critical vendors.
05/22/20	Jane A. Komsky	1.60	Correspond with C. Hayes re customer programs talking points re hearing (.2); review, revise same (.4); telephonically attend first day hearing (1.0).
05/26/20	Christopher Hayes	1.10	Telephone conference with D. Latona re case matters, coordination (.3); telephone conference with D. Latona, K&E team, advisors re coordination, status updates (.4); correspond with D. Latona, Company, advisors re messaging materials (.4).
05/27/20	Christopher Hayes	0.90	Telephone conference with S. Toth, advisors, Company re business updates (.8); follow-up re same (.1).
05/27/20	Christopher Hayes	0.70	Telephone conference with ad hoc group, client, advisors, D. Latona, K&E team re updates.
05/27/20	Dilen Kumar	0.50	Participate in weekly professional update telephone conference with Akorn management team.
05/27/20	Patrick J. Nash Jr., P.C.	0.10	Analyze correspondence from Quantic counsel re ongoing FDA related work for Akorn.
05/27/20	Steve Toth	0.80	Participate in weekly Company and advisor update telephone conference with Alix, PJT, K&E team and Company.
05/28/20	Christopher Hayes	0.40	Correspond with K&E team, AlixPartners re reporting obligations, related considerations.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Business Operations

Invoice Number: 1010070707
 Matter Number: 14581-42

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Christopher Hayes	0.50	Review, revise key dates chart and correspond with E. Jones, advisors re same (.2); telephone conference with G. Pesce, K&E team, advisors re coordination, updates (.3).
05/28/20	Dilen Kumar	0.70	Participate in weekly update telephone conference with PJT, K&E team, Alix Partners and Akorn management team.
05/28/20	Steve Toth	0.40	Participate in advisor update telephone conference with PJT, Alix and K&E team.
05/29/20	Dan Latona	0.40	Telephone conference with C. Hayes, AlixPartners team re creditor matter.
06/03/20	Dan Latona	0.50	Telephone conference with K&E team, PJT team, Alix team, ad hoc group re business update.
06/09/20	Dan Latona	0.30	Telephone conference with advisor team, ad hoc group re business update.
06/17/20	Dan Latona	0.50	Telephone conference with K&E team, Alix team, PJT team, Company re business update.
06/18/20	Christopher Hayes	0.20	Telephone conference with D. Latona, K&E team, PJT, other advisors re business updates, coordination.
06/29/20	Alex McCammon	0.30	Correspond with Alix team re REMS program.
Total		17.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070713
Client Matter: 14581-43

In the Matter of Case Administration

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 31,765.00

Total legal services rendered

\$ 31,765.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Case Administration

Invoice Number: 1010070713
Matter Number: 14581-43

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Darch	0.20	1,035.00	207.00
Thomas James Dobleman Jr.	0.20	1,195.00	239.00
Haroula Gkotsi	0.50	610.00	305.00
Stephen C. Hackney, P.C.	0.50	1,525.00	762.50
Christopher Hayes	5.30	1,135.00	6,015.50
Alex Hevia	0.10	740.00	74.00
Elizabeth Helen Jones	8.20	610.00	5,002.00
Jane A. Komsky	0.10	740.00	74.00
Dilen Kumar	1.00	1,275.00	1,275.00
Dan Latona	8.40	965.00	8,106.00
Emily N. Malloy	1.30	435.00	565.50
Alex McCammon	0.50	845.00	422.50
Conor P. McNamara	0.30	740.00	222.00
Peter J. Mee	0.50	1,165.00	582.50
Alexandra Mihalas	0.40	1,475.00	590.00
Ruth Mulvihill	0.80	610.00	488.00
Patrick J. Nash Jr., P.C.	1.30	1,635.00	2,125.50
Robert Orren	7.10	445.00	3,159.50
Joe Patterson	0.50	845.00	422.50
Leo Rosenberg	0.20	275.00	55.00
Sheila J. Salehpour	0.20	740.00	148.00
Sarah Schaedler	0.30	1,175.00	352.50
Steve Toth	0.30	1,295.00	388.50
Nick Ustaski	0.30	610.00	183.00
TOTALS	38.50		\$ 31,765.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Case Administration

Invoice Number: 1010070713
Matter Number: 14581-43

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Elizabeth Helen Jones	1.20	Draft creditor matrix talking points (.4); draft automatic stay motion talking points (.4); draft KCC retention application talking points (.4).
05/21/20	Robert Orren	0.70	Distribute filed pleadings to K&E team (.3); revise notice of commencement (.4).
05/21/20	Sarah Schaedler	0.20	Correspond with K&E team re first court hearing.
05/22/20	Emily N. Malloy	0.50	Review docket re related litigation to compile recent filings (.2); update document management system (.3).
05/24/20	Elizabeth Helen Jones	0.40	Draft critical dates tracker (.3); correspond with C. Hayes re same (.1).
05/25/20	Elizabeth Helen Jones	3.40	Draft critical dates tracker (2.7); review local bankruptcy rules re same (.4); correspond with A. McCammon, K&E team re same (.2); correspond with D. Latona re same (.1).
05/26/20	Haroula Gkotsi	0.20	Prepare for and attend telephone conference with K&E team re status update.
05/26/20	Christopher Hayes	0.20	Telephone conference with S. Toth, K&E team re updates, coordination.
05/26/20	Alex Hevia	0.10	Telephonic conference with K&E team, C. Hayes re case status.
05/26/20	Elizabeth Helen Jones	0.30	Telephone conference with C. Hayes, K&E team re case update (.2); revise critical dates tracker (.1).
05/26/20	Jane A. Komsky	0.10	Telephone conference with C. Hayes, K&E team re case update.
05/26/20	Dilen Kumar	1.00	Participate in weekly update telephone conference with PJT, K&E team and AlixPartners (.5); participate in weekly update telephone conference with K&E team (.5).
05/26/20	Dan Latona	0.70	Telephone conference with C. Hayes re work in process (.2); telephone conference with K&E team, PJT team, Alix team re weekly workstreams (.5).
05/26/20	Emily N. Malloy	0.50	Review dockets re related litigations to compile recent filings (.3); update document management system (.2).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Case Administration

Invoice Number: 1010070713
Matter Number: 14581-43

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Alex McCammon	0.10	Telephone conference with C. Hayes K&E team re case status and process update.
05/26/20	Robert Orren	0.10	Correspond with K&E team re Akorn docket report.
05/26/20	Sheila J. Salehpour	0.20	Telephone conference with K&E team re status.
05/26/20	Sarah Schaedler	0.10	Telephone conference with K&E team re status.
05/26/20	Steve Toth	0.30	Participate in update telephone conference with Alix, PJT and K&E team re status.
05/27/20	Christopher Hayes	0.20	Correspond with Alix, E. Jones, K&E team re case milestones, documenting same.
05/27/20	Elizabeth Helen Jones	0.30	Revise critical dates tracker.
05/27/20	Dan Latona	1.00	Telephone conference with K&E team, Alix team, PJT team, Company re weekly workstreams (.3); telephone conference with K&E team, PJT team, Alix team, Company, ad hoc group advisors re same (.7).
05/27/20	Emily N. Malloy	0.30	Update document management system (.3).
05/27/20	Alex McCammon	0.30	Correspond with C. Hayes, D. Latona re chapter 11 filing announcement.
05/27/20	Patrick J. Nash Jr., P.C.	0.50	Participate in telephone conference re client update.
05/28/20	Thomas James Dobleman Jr.	0.20	Correspond with AlixPartners re ongoing reporting obligations and milestones.
05/28/20	Elizabeth Helen Jones	1.30	Revise critical dates chart (.4); correspond with C. Hayes re same (.3); telephone conference with C. Hayes, Alix re sale process update (.5); correspond with D. Latona re same (.1).
05/28/20	Dan Latona	0.30	Telephone conference with K&E team, PJT team, Alix team re weekly workstreams.
05/28/20	Ruth Mulvihill	0.10	Correspond with KCC team re creditor matrix.
05/28/20	Robert Orren	0.20	Correspond with C. Hayes re draft second day motions.
05/28/20	Joe Patterson	0.50	Review milestone tracker.
06/01/20	Dan Latona	0.20	Telephone conference with C. Hayes re workstreams.
06/02/20	Christopher Hayes	0.30	Telephone conference with D. Latona, K&E team, advisors re updates, coordination.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Case Administration

Invoice Number: 1010070713
 Matter Number: 14581-43

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Dan Latona	0.30	Telephone conference with K&E team, Alix team, PJT team re workstreams.
06/03/20	Christopher Hayes	0.70	Telephone conference with D. Latona, K&E team, Company, advisors re coordination, workstreams (.6); follow up re same (.1).
06/03/20	Christopher Hayes	0.50	Telephone conference with lender advisors, PJT, Alix re updates, coordination.
06/03/20	Dan Latona	0.60	Telephone conference with K&E team, Alix team, PJT team, Company re workstreams.
06/03/20	Robert Orren	0.30	Prepare case notifications for G. Pesce (.2); correspond with C. Hayes re same (.1).
06/04/20	Dan Latona	0.70	Comment on materials re work in process.
06/06/20	Patrick J. Nash Jr., P.C.	0.30	Review case status and next steps.
06/07/20	Ruth Mulvihill	0.50	Draft, revise Akorn status report (.4); correspond with D. Latona, C. Hayes re same (.1).
06/08/20	Elizabeth Helen Jones	0.20	Correspond with R. Orren re first day motions.
06/08/20	Robert Orren	0.90	Prepare calendar notifications for upcoming hearings (.3); prepare for attorney review motions and final orders to be heard at second day hearing (.4); correspond with K&E team re same (.2).
06/08/20	Robert Orren	0.40	Distribute first day motions and proposed final orders to K&E team.
06/09/20	Christopher Hayes	0.30	Telephone conference with D. Latona, K&E team, other advisors re coordination, check-in.
06/09/20	Dan Latona	0.50	Telephone conference with C. Hayes re workstreams (.2); telephone conference with K&E team, Alix team, PJT team, Company re same (.3).
06/09/20	Alexandra Mihalas	0.20	Telephone conference with K&E team re work in process.
06/09/20	Robert Orren	0.10	Telephone conference with K&E team re work in process.
06/10/20	Christopher Hayes	0.40	Telephone conference with Company, D. Latona, K&E team, advisors re case coordination, ongoing workstreams.
06/10/20	Dan Latona	0.50	Telephone conference with K&E team, Alix team, PJT team re weekly workstreams.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Case Administration

Invoice Number: 1010070713
Matter Number: 14581-43

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Dan Latona	0.30	Telephone conference with K&E team, Alix team, PJT team, ad hoc group re update.
06/11/20	Christopher Hayes	0.10	Correspond with RLF, K&E team re hearing agenda.
06/11/20	Christopher Hayes	0.40	Telephone conference with S. Toth, K&E team, Company advisors re updates, coordination.
06/11/20	Alex McCammon	0.10	Analyze agenda re June 15 hearing.
06/14/20	Patrick J. Nash Jr., P.C.	0.40	Analyze final second day orders prior to filing.
06/15/20	Elizabeth Helen Jones	0.90	Revise work in process list (.7); correspond with A. Hevia re second day hearing (.2).
06/15/20	Robert Orren	1.40	Prepare for second day hearing (1.1); revise calendar notification of same (.1); correspond with C. Hayes and RLF re same (.2).
06/16/20	Dan Latona	0.50	Telephone conference with K&E team, Alix team, PJT team re workstreams.
06/16/20	Robert Orren	0.30	Correspond with D. Latona orders entered from second day hearing.
06/17/20	Christopher Hayes	0.90	Correspond with RLF, E. Jones, K&E team re omnibus hearing date (.2); telephone conference with Company, D. Latona, K&E team, advisors re Company updates, coordination (.7).
06/17/20	Dan Latona	1.00	Telephone conference with K&E team, Alix team, PJT team, Company re update.
06/17/20	Robert Orren	0.10	Prepare July 21 hearing calendar notification for K&E team.
06/18/20	Elizabeth Helen Jones	0.20	Revise work in process critical dates tracker.
06/18/20	Ruth Mulvihill	0.20	Telephone conference with C. Hayes, advisors re weekly update call.
06/22/20	Christopher Hayes	0.20	Correspond with local counsel, D. Latona re hearing agenda.
06/22/20	Patrick J. Nash Jr., P.C.	0.10	Analyze notice of agenda re June 24 hearing.
06/24/20	Stephen C. Hackney, P.C.	0.50	Telephone conference with B. Arnault re status.
06/24/20	Christopher Hayes	0.90	Telephone conference with D. Latona, K&E team, PJT, Company re updates (.8); follow-up re same (.1).
06/24/20	Dan Latona	0.50	Telephone conference with K&E team, Alix team, PJT team, Company re weekly update.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Case Administration

Invoice Number: 1010070713
Matter Number: 14581-43

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Peter J. Mee	0.50	Analyze correspondence re deal status.
06/25/20	Dan Latona	0.50	Telephone conference with K&E team, PJT team, Alix team re weekly workstreams.
06/29/20	Christopher Hayes	0.20	Correspond with RLF, D. Latona re hearing agenda.
06/30/20	Matt Darch	0.20	Prepare for and attend telephone conference re matter status.
06/30/20	Haroula Gkotsi	0.30	Telephone conference with C. Hayes, K&E team re status update.
06/30/20	Dan Latona	0.80	Telephone conferences with K&E team, Company, PJT team, Alix team re weekly update.
06/30/20	Conor P. McNamara	0.30	Telephone conference with C. Hayes and K&E team re status update.
06/30/20	Alexandra Mihalas	0.20	Telephone conference with K&E team re status update.
06/30/20	Robert Orren	2.60	Prepare for Akorn hearing (1.8); correspond with K&E and RLF teams re hearing logistics (.8).
06/30/20	Leo Rosenberg	0.20	Telephone conference with K&E team re status update.
06/30/20	Nick Ustaski	0.30	Telephone conference with K&E team re status update.
Total		38.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070715
Client Matter: 14581-44

In the Matter of Cash Collateral/Cash Manag./DIP

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 215,471.00

Total legal services rendered

\$ 215,471.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
 Matter Number: 14581-44

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cathy Aebischer	10.00	445.00	4,450.00
Bill Arnault	3.10	1,165.00	3,611.50
James B. Dickson	42.50	1,035.00	43,987.50
Thomas James Dobleman Jr.	28.70	1,195.00	34,296.50
Christopher Hayes	12.10	1,135.00	13,733.50
Erik Hepler	0.40	1,435.00	574.00
Elizabeth Helen Jones	19.00	610.00	11,590.00
Jane A. Komsky	0.70	740.00	518.00
Dan Latona	11.50	965.00	11,097.50
Patrick J. Nash Jr., P.C.	4.20	1,635.00	6,867.00
Robert Orren	1.60	445.00	712.00
Curt Ostosh	42.30	845.00	35,743.50
Joe Patterson	33.80	845.00	28,561.00
Gregory F. Pesce	2.90	1,175.00	3,407.50
Carleigh Trappe Rodriguez	0.20	1,135.00	227.00
Sheila J. Salehpour	4.90	740.00	3,626.00
Sarah Schaedler	2.20	1,175.00	2,585.00
Anthony Vincenzo Sexton	0.70	1,265.00	885.50
Barbara M. Siepka	2.70	260.00	702.00
Nick Ustaski	13.60	610.00	8,296.00
TOTALS	237.10		\$ 215,471.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Cathy Aebischer	4.00	Review and organize executed signature pages (1.0); prepare supplemental signature pages and signature packets (1.0); revise support certificate to legal opinion (1.0); analyze UCC financing statements (1.0).
05/20/20	James B. Dickson	6.30	Review and comment on ancillary items, including signature pages (.7); analyze escrow agreement and related factual confirmations (1.2); analyze fee letters and related funds flow (1.6); review and comment on draft DIP motion, DIP order including conform to final DIP credit agreement (2.8).
05/20/20	Thomas James Dobleman Jr.	5.70	Review and revise DIP credit agreement (3.7); analyze issues re DIP closing deliverables (.5); telephone conference with board (1.0); analyze changes to first day motions and orders (.5).
05/20/20	Elizabeth Helen Jones	5.90	Revise DIP motion (2.3); revise DIP declaration re same (.7); revise DIP interim order re same (2.6); correspond with C. Hayes, K&E debt finance re same (.3).
05/20/20	Curt Ostosh	0.50	Review and revise DIP credit agreement exhibits.
05/20/20	Curt Ostosh	0.60	Draft notice of borrowing (.5); conference with lender counsel re same (.1).
05/20/20	Curt Ostosh	1.60	Review and revise DIP credit agreement schedules (1.4); correspond with lender counsel re same (.2).
05/20/20	Curt Ostosh	1.70	Review and revise UCC filings and IP security agreements.
05/20/20	Curt Ostosh	1.30	Review and analyze DIP signature pages (.9); review and analyze DIP closing checklist (.3); correspond with Akorn, Inc. and lenders counsel re same (.1).
05/20/20	Joe Patterson	8.50	Revise loan agreement (4.5); review, analyze transaction documents and schedules (4.0).
05/20/20	Sheila J. Salehpour	4.70	Draft and revise IP security agreements, security agreement and disclosure schedules (4.5); correspond with client re same (.2).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
 Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Sarah Schaedler	2.20	Finalize debt documentation and ancillary debt agreements (2.0); correspond with K&E team re same (.2).
05/20/20	Anthony Vincenzo Sexton	0.70	Review and analyze credit agreement and fee letter documentation.
05/20/20	Nick Ustaski	6.50	Review and revise DIP declaration (3.0); analyze DIP motion and DIP interim order (1.0); draft and revise DIP Motion notes and discussion points (2.5).
05/21/20	Cathy Aebischer	4.00	Prepare supplemental signature packets (1.2); organize executed signature pages (2.3); compile closing deliveries and circulate to lenders' counsel (.5).
05/21/20	James B. Dickson	2.70	Review, revise draft ancillary documentation, including escrow agreement (.4); review, analyze escrow structure (1.2); review final compiled documents ahead of first-day hearing (1.1).
05/21/20	Thomas James Dobleman Jr.	1.30	Correspond with working group re DIP budget and funds flow (.3); review, analyze DIP security documentation (.5); review, analyze DIP financing closing deliverables (.5).
05/21/20	Elizabeth Helen Jones	3.10	Revise DIP motion (.6); revise DIP order re same (.5); draft DIP motion talking points (.9); correspond with D. Latona, debt finance re same (.3); revise same (.2); correspond with G. Pesce re final DIP motion package (.3); revise interim DIP order re U.S. Trustee comments, C. Hayes comments (.3).
05/21/20	Curt Ostosh	1.10	Analyze lender due diligence and Patriot Act compliance (.8); correspond with Akorn and lenders counsel re same (.3).
05/21/20	Curt Ostosh	0.40	Analyze DIP financing signature pages (.3); correspond with Akorn re same (.1).
05/21/20	Curt Ostosh	0.60	Review, analyze legal opinion due diligence matters (.4); correspond with lenders' counsel re same (.2).
05/21/20	Curt Ostosh	0.20	Review, revise DIP financing approving resolution matters (.1); correspond with K&E bankruptcy team re same (.1).
05/21/20	Curt Ostosh	0.50	Review and revise legal opinion support certificate.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Curt Ostosh	0.30	Review and analyze notice of borrowing matters.
05/21/20	Curt Ostosh	0.90	Review and revised account control agreement (.7); correspond with J Dickson and lenders counsel re same (.2).
05/21/20	Joe Patterson	3.50	Draft and review transaction documents (2.0); coordinate closing process (1.5).
05/21/20	Sheila J. Salehpour	0.10	Review, analyze IP Security agreement for Akorn, Inc.
05/22/20	Cathy Aebischer	2.00	Compile and circulate closing deliveries to lenders' counsel (.8); assist with closing activities (1.2).
05/22/20	James B. Dickson	1.20	Review, revise K&E opinion, opinion support certificate (.5); review, revise draft non-disclosure agreement comments (.5); review, revise executed documents, including distribute to client (.2).
05/22/20	Curt Ostosh	0.80	Analyze DIP facility closing matters signature page and executed document review.
05/22/20	Curt Ostosh	0.30	Analyze notice of borrowing matters (.2); correspond with lenders counsel re same (.1).
05/22/20	Curt Ostosh	2.30	Review and revise confidentiality agreements for prospective exit lenders (2.1); correspond with Akorn re same (.2).
05/22/20	Joe Patterson	1.50	Analyze DIP closing matters.
05/22/20	Gregory F. Pesce	1.20	Review, analyze DIP order re first day hearing.
05/22/20	Carleigh Trappe Rodriguez	0.20	Analyze DIP agreement (.1); correspond with working group re same (.1).
05/24/20	Thomas James Dobleman Jr.	0.20	Review letter of direction re credit bid.
05/25/20	Joe Patterson	0.70	Coordinate satisfaction of conditions precedent to DIP loan agreement.
05/26/20	James B. Dickson	2.10	Review and coordinate signature release, final executed documents (.3); review, revise draft ABL-related non-disclosure agreements for potential banks (1.8).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Thomas James Dobleman Jr.	0.90	Correspond with lenders' counsel and agents' counsel re closing deliverables and signature pages release (.2); correspond with K&E working group re 8-K disclosure (.2); correspond with K&E team re India sale (.1); review and analyze lien release documentation (.2); review and analyze ABL exit financing proposals (.2).
05/26/20	Patrick J. Nash Jr., P.C.	0.10	Review, analyze correspondence from D. Portwood re DIP loan closing.
05/26/20	Curt Ostosh	0.30	Review, analyze premium letter matters (.2); correspond with S. Nowakowski re same (.1).
05/26/20	Curt Ostosh	0.50	Review, analyze execution versions of DIP facility documents.
05/26/20	Curt Ostosh	1.20	Review and revise lender confidentiality agreements with prospective exit lenders.
05/27/20	Thomas James Dobleman Jr.	0.20	Review and analyze DIP milestones and reporting summary.
05/27/20	Patrick J. Nash Jr., P.C.	0.20	Analyze correspondence from McKesson attorney re language for DIP order (.1); analyze correspondence from counsel to Cardinal Health re language for DIP order (.1).
05/27/20	Curt Ostosh	2.10	Analyze lender NDA matters re prospective exit lenders (1.9); correspond with respective lenders counsel re same (.2).
05/27/20	Curt Ostosh	1.30	Review, analyze insurance deliverables insurance deliverables (.8); review, analyze account control agreement (.5).
05/28/20	Patrick J. Nash Jr., P.C.	0.50	Review, analyze correspondence from M. Branzburg counsel to AmerenBergen re language for final DIP order (.1); draft reply to M. Branzburg re same (.1); review, analyze issues re bidder diligence access prior to bid procedures approval (.3).
05/28/20	Curt Ostosh	0.40	Review, analyze DIP agent insurance deliverable matters.
05/28/20	Curt Ostosh	0.60	Review and revise prospective lender NDA.
05/28/20	Curt Ostosh	1.20	Review, analyze account control agreement matters (.9); coordinate execution thereof (.3).
05/28/20	Curt Ostosh	1.50	Draft, revise summary of DIP facilities reporting covenants and post-closing obligations.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Joe Patterson	1.50	Review deposit account control agreement (.3); coordinate execution and delivery of non-disclosure agreements re exit ABL (1.2).
05/29/20	James B. Dickson	0.50	Review, revise draft non-disclosure agreements.
05/29/20	Christopher Hayes	0.30	Correspond with D. Latona, lender counsel re final DIP order (.1); correspond with PJT, client re exit ABL status (.2).
05/29/20	Curt Ostosh	2.20	Review and revise prospective lender NDAs.
05/29/20	Joe Patterson	0.50	Coordinate execution of non-disclosure agreements re exit ABL facility.
05/30/20	Joe Patterson	1.00	Coordinate execution of non-disclosure agreements re exit ABL facility.
05/31/20	Joe Patterson	0.20	Coordinate execution of non-disclosure agreements re exit ABL facility.
06/01/20	Christopher Hayes	0.60	Correspond with D. Latona, lender counsel re final DIP order considerations (.1); follow-up re same (.1); correspond with Alix team, D. Latona re IDI prep (.1); telephone conference and correspond with D. Latona, Alix, Company re same (.3).
06/01/20	Curt Ostosh	0.20	Review and analyze DIP account control agreement matters.
06/01/20	Curt Ostosh	0.50	Review and analyze DIP insurance covenant matters.
06/01/20	Joe Patterson	0.70	Coordinate delivery and review of NDAs relating to exit ABL.
06/02/20	James B. Dickson	0.80	Review and comment on draft non-disclosure agreements, including prepare for and attend telephone conference re sector agreement.
06/02/20	Christopher Hayes	0.30	Correspond with lender advisors re DIP reporting (.1); follow up with E. Jones, K&E team re same (.2).
06/02/20	Curt Ostosh	1.30	Review and analyze exit lender confidentiality agreement matters re Sector (.7); review and analyze exit lender confidentiality agreement matters re CIT (.6).
06/02/20	Joe Patterson	0.90	Review and analyze post-closing matters (.2); review and analyze NDAs re exit ABL (.7).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	James B. Dickson	0.80	Prepare for and attend all-hands telephone conference re milestones, reporting (.5); review and comment on draft non-disclosure agreements for prospective lenders (.3).
06/03/20	Thomas James Dobleman Jr.	0.20	Telephone conference with Company re DIP reporting requirements.
06/03/20	Christopher Hayes	0.20	Correspond with D. Latona, creditor advisors re DIP order, comments to same.
06/03/20	Curt Ostosh	0.40	Review and analyze DIP insurance covenant matters.
06/03/20	Curt Ostosh	0.60	Review and analyze exit lender confidentiality agreement matters re Sector.
06/03/20	Joe Patterson	0.70	Review and analyze NDAs relating to exist ABL.
06/04/20	James B. Dickson	0.30	Prepare for and attend telephone conference with Sector representatives, C. Ostosh re non-disclosure agreement.
06/04/20	Thomas James Dobleman Jr.	0.30	Review and analyze DIP syndication materials.
06/04/20	Christopher Hayes	0.20	Telephone conference with D. Latona, K&E team, lender counsel, wholesalers re DIP order.
06/04/20	Patrick J. Nash Jr., P.C.	0.20	Review correspondence from McKesson counsel re language for DIP order (.1); analyze correspondence from Cardinal Health re same (.1).
06/04/20	Curt Ostosh	0.30	Review and analyze DIP insurance covenant matters.
06/04/20	Curt Ostosh	0.80	Review and analyze exit lender confidentiality agreement matters.
06/04/20	Joe Patterson	1.40	Review and analyze NDAs re exit ABL (.7); review and analyze matters re DIP syndication (.3); review and analyze post-closing matters (.4).
06/05/20	James B. Dickson	0.80	Review and comment on draft DIP marketing, assignment materials.
06/05/20	Christopher Hayes	0.60	Correspond with lender counsel, D. Latona re final DIP order (.3); follow-up re same (.2); correspond with K&E team debt finance, lender counsel re DIP syndication materials (.1).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
 Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/20	Curt Ostosh	0.30	Review and analyze DIP insurance covenant matters.
06/05/20	Joe Patterson	3.60	Review syndication materials (.5); coordinate execution of NDAs and revise NDAs relating to exit ABL (3.1).
06/06/20	Joe Patterson	0.30	Coordinate execution of NDAs re exit ABL.
06/07/20	Joe Patterson	0.20	Review DIP syndication materials.
06/08/20	Thomas James Dobleman Jr.	0.30	Review and analyze loan syndication materials.
06/08/20	Christopher Hayes	0.50	Correspond with D. Latona, K&E team re DIP reply (.2); correspond with D. Latona, lender counsel re final DIP order (.3).
06/08/20	Dan Latona	0.50	Telephone conference with Gibson Dunn, wholesalers re DIP order.
06/08/20	Patrick J. Nash Jr., P.C.	0.30	Analyze objection deadline re 6/15 hearing (.1); correspond with counsel for McKesson re same (.2).
06/08/20	Curt Ostosh	0.50	Review and analyze escrow agent due diligence items.
06/08/20	Joe Patterson	0.30	ANalyze syndication materials (.1); coordinate execution of NDAs relating to exit ABL (.2).
06/09/20	James B. Dickson	0.50	Review and comment on draft DIP opinion and related post-closing items.
06/09/20	Christopher Hayes	0.40	Correspond with K&E team re DIP syndication materials (.1); correspond with stakeholders re DIP order resolution (.3).
06/09/20	Elizabeth Helen Jones	1.30	Telephone conference with D. Latona, K&E team re proposed DIP reply (.4); correspond with N. Ustaski, R. Orren re same (.3); draft DIP reply (.6).
06/09/20	Jane A. Komsky	0.70	Telephone conference with K&E team re DIP reply (.5); correspond with A. Hevia re same (.2).
06/09/20	Dan Latona	0.20	Telephone conference with K&E team and E. Jones re DIP reply.
06/09/20	Robert Orren	1.00	Correspond with E. Jones re DIP reply precedent (.4); draft DIP reply brief (.6).
06/09/20	Curt Ostosh	0.50	Review and analyze escrow agent due diligence matters.
06/09/20	Joe Patterson	0.50	Coordinate execution of NDAs re exit ABL.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
 Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Nick Ustaski	2.80	Attend telephone conference with K&E team re DIP (.3); analyze DIP precedent, DIP reply precedent and draft DIP reply (2.5).
06/10/20	James B. Dickson	0.30	Review and comment on ancillary documentation, including KYC requirements.
06/10/20	Thomas James Dobleman Jr.	0.20	Correspond with C. Hayes re UCC objections.
06/10/20	Christopher Hayes	3.20	Correspond with D. Latona re UCC comments re DIP order (.2); follow up re same (.3); review, analyze DIP precedent re potential resolutions (.2); telephone conference with GDC, D. Latona, K&E team re UCC comments to DIP order (.5); review, analyze UCC comments to order (.3); correspond with D. Latona, lender counsel, re same (.1); telephone conference with PJT re UCC DIP comments, considerations re same (.2); telephone conference with local counsel re DIP order comments (.5); review, comment re revised final DIP order (.5); correspond with D. Latona, K&E team re same (.1); correspond with W. Arnault re litigation considerations (.3).
06/10/20	Elizabeth Helen Jones	2.80	Draft DIP reply in support of final DIP order (1.6); correspond with D. Latona re same (.1); revise DIP final order re D. Latona, Committee comments (1.1).
06/10/20	Dan Latona	2.90	Analyze issues re DIP order (.8); analyze precedent re same (1.4); telephone conferences with C. Hayes, J. Evans re same (.7).
06/10/20	Robert Orren	0.50	Retrieve precedent re objection to DIP.
06/10/20	Curt Ostosh	0.70	Review and analyze exit lender confidentiality agreement matters.
06/10/20	Gregory F. Pesce	1.10	Correspond re DIP resolution issues.
06/10/20	Nick Ustaski	3.00	Review precedent cases and objection precedent and draft summary (2.6); review and revise final DIP order (.4).
06/11/20	Bill Arnault	2.00	Participate in telephone conference with C. Hayes re DIP hearing (.3); correspond with C. Hayes re same (.4); analyze draft of reply brief to potential objection to DIP and other pleadings (1.3).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	James B. Dickson	0.50	Review and comment on non-disclosure agreements (.3); review and comment on Maritarius perfection documentation (.2).
06/11/20	Christopher Hayes	1.80	Correspond with D. Latona, K&E team re DIP order comments (.4); correspond with lender advisors re same (.3); review, comment re revised DIP order (.5); correspond re DIP reply considerations (.4); analyze precedent re same (.2).
06/11/20	Elizabeth Helen Jones	2.60	Revise final DIP order re C. Hayes comments (.9); revise DIP reply re D. Latona comments (.7); review N. Ustaski edits re same (.2); research DIP reply and objection precedent for Delaware (.6); review same (.2).
06/11/20	Dan Latona	2.20	Comment on DIP reply (1.7); analyze DIP Order (.5).
06/11/20	Robert Orren	0.10	Correspond with K&E working group re DIP precedent.
06/11/20	Curt Ostosh	0.30	Review and analyze DIP financing insurance deliverable matters.
06/11/20	Curt Ostosh	0.40	Review and analyze lender confidentiality agreement matters.
06/11/20	Curt Ostosh	0.50	Review and analyze escrow agent due diligence matters.
06/11/20	Joe Patterson	0.20	Coordinate execution of NDAs relating to exit ABL facility.
06/11/20	Gregory F. Pesce	0.60	Correspond re DIP resolution issues.
06/11/20	Nick Ustaski	1.30	Review and revise DIP reply.
06/12/20	Bill Arnault	1.10	Participate in telephone conference with UCC advisors and Company advisors re DIP financing and bid procedures (.5); review correspondence re same (.5); participate in telephone conference with C. Hayes and D. Latona re same (.1).
06/12/20	James B. Dickson	0.30	Review and comment on KYC documentation, requirements for syndication escrow agent.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Christopher Hayes	1.50	Telephone conference and correspond with lender advisors re DIP resolution, considerations re same (.4); telephone conference with D. Latona re same (.1); correspond with P. Nash, K&E team, client, lender counsel, UCC advisors re same (.5); revise order re same (.5).
06/12/20	Elizabeth Helen Jones	1.50	Correspond with D. Latona re DIP final order, DIP reply (.3); revise DIP final order re same (.6); revise DIP replay re same (.6).
06/12/20	Dan Latona	5.50	Analyze issues re DIP order (.9); telephone conferences with C. Hayes, J. Evans re same (.9); comment on DIP reply (3.1); correspond with K&E team re same (.6).
06/12/20	Patrick J. Nash Jr., P.C.	0.20	Analyze updated exit ABL tracker.
06/12/20	Curt Ostosh	0.30	Review and analyze DIP post-closing insurance matters.
06/12/20	Curt Ostosh	0.80	Review and analyze K&E DIP legal opinion matters.
06/12/20	Joe Patterson	0.50	Coordinate execution of NDAs relating to exit ABL.
06/13/20	Elizabeth Helen Jones	0.60	Revise final DIP order re D. Latona, C. Hayes comments.
06/14/20	Thomas James Dobleman Jr.	1.00	Correspond with PJT re exit financing (.5); prepare exit financing commitment letter and term sheet (.5).
06/14/20	Christopher Hayes	0.60	Correspond with PJT, T. Dobleman, K&E team re exit financing docs (.2); correspond with UCC counsel, lender counsel re finalization of DIP order (.1); correspond with UST, client re same (.1); finalize for filing and coordinate filing and service of same (.2).
06/14/20	Elizabeth Helen Jones	1.20	Revise final DIP order (.3); prepare same re filing (.3); draft DIP final order talking points (.6).
06/15/20	James B. Dickson	3.30	Review and comment on draft non-disclosure agreements (.2); review and comment on draft ABL exit term sheet, including telephone conference with T. Dobleman (.5); review and comment on draft perfection memo (2.6).
06/15/20	Thomas James Dobleman Jr.	1.10	Prepare exit ABL commitment letter and term sheet (.8); review and analyze take-back facility terms (.3).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Christopher Hayes	0.30	Telephone conference with D. Latona re hearing, final DIP order (.1); correspond with D. Latona, K&E team re hearing considerations (.1); follow-up re same (.1).
06/15/20	Dan Latona	0.20	Telephone conference with C. Hayes re DIP hearing.
06/15/20	Joe Patterson	1.10	Coordinate execution of NDAs re exit ABL facility (.5); review and analyze Akorn India release (.6).
06/16/20	Thomas James Dobleman Jr.	0.80	Telephone conference with PJT re exit financing and case update (.3); review and revise DIP opinion (.3); correspond with K&E team re UCC document requests (.2).
06/16/20	Curt Ostosh	0.80	Review and analyze lender confidentiality agreement matters.
06/16/20	Joe Patterson	0.90	Review DIP credit agreement re milestones (.5); coordinate execution and delivery of NDAs relating to exist ABL (.4).
06/17/20	James B. Dickson	0.50	Review and comment on unsecured credit committee items, including diligence request and perfection memo.
06/17/20	Thomas James Dobleman Jr.	0.50	Respond to UCC diligence requests (.2); advisors update call (.3).
06/17/20	Curt Ostosh	0.30	Review and analyze lender confidentiality agreement matters.
06/17/20	Curt Ostosh	1.80	Review and analyze perfection analysis memo matters.
06/17/20	Curt Ostosh	0.70	Review and analyze legal opinion matters.
06/17/20	Joe Patterson	1.50	Coordinate delivery of pledged collateral (.5); coordinate execution of NDAs relating to exit ABL (1.0).
06/18/20	James B. Dickson	9.50	Draft ABL exit facility commitment papers, form term sheet.
06/18/20	Curt Ostosh	0.10	Review and analyze lender confidentiality agreement matters.
06/18/20	Joe Patterson	0.20	Analyze document requests.
06/19/20	James B. Dickson	3.50	Review and comment on unsecured credit committee items, including diligence request and perfection memo (.3); draft ABL exit facility commitment papers (3.2).
06/19/20	Patrick J. Nash Jr., P.C.	0.10	Review exit ABL update from PJT.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Curt Ostosh	0.50	Review and analyze lender nondisclosure agreement matters.
06/19/20	Joe Patterson	0.30	Draft and send correspondence re executed NDAs.
06/20/20	Thomas James Dobleman Jr.	0.50	Review and analyze exit financing proposals.
06/22/20	James B. Dickson	0.80	Review and comment on unsecured credit committee documentation requests (.4); review and correspond re potential ABL exit facility bids (.4).
06/22/20	Thomas James Dobleman Jr.	1.00	Correspond with J. Dickson and financial advisors re ABL proposals (.3); review and analyze perfection analysis (.3); review and analyze ABL proposals (.4).
06/22/20	Christopher Hayes	0.20	Correspond with PJT, client re exit ABL proposals.
06/22/20	Erik Hepler	0.40	Analyze perfection analysis re cash collateral.
06/22/20	Patrick J. Nash Jr., P.C.	0.90	Review exit ABL proposals (.8); telephone conference with counsel to certain equity owners re exit ABL process (.1).
06/22/20	Curt Ostosh	2.00	Review and analyze perfection memo matters (1.3); review and analyze exit lender due diligence matters (.7).
06/22/20	Joe Patterson	0.20	Draft and send correspondence re document requests.
06/22/20	Barbara M. Siepka	2.70	Review and analyze lien search results for incorporation into perfection analysis memorandum.
06/23/20	James B. Dickson	0.50	Review and comment on DIP funding mechanics, timing (.2); review and comment on exit ABL term sheets (.3).
06/23/20	Thomas James Dobleman Jr.	2.70	Review and analyze exit financing proposals (.5); advisors update call (.3); review and analyze perfection analysis (.7); telephone conference with PJT re exit ABL proposals (.4); prepare exit ABL commitment letters and grid (.8).
06/23/20	Patrick J. Nash Jr., P.C.	0.80	Review exit ABL proposals from Ares.
06/23/20	Curt Ostosh	0.20	Review and analyze DIP agent insurance covenant matters.
06/23/20	Joe Patterson	0.90	Review and analyze syndication matters.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
 Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	James B. Dickson	4.00	Review and comment on ancillary escrow funding matters (.2); review and comment on ABL exit term sheets, including side-by-side grid (3.8).
06/24/20	Thomas James Dobleman Jr.	1.00	Review and analyze exit ABL proposals (.5); advisors update call (.5).
06/24/20	Christopher Hayes	0.20	Correspond with PJT, client, T. Dobleman, K&E team re exit financing proposals.
06/24/20	Curt Ostosh	0.70	Review and analyze exit lender due diligence matters.
06/24/20	Curt Ostosh	0.30	Review and analyze escrow agent matters.
06/24/20	Joe Patterson	0.20	Review perfection memo.
06/24/20	Sheila J. Salehpour	0.10	Review due diligence re potential restructuring effects on IP.
06/25/20	James B. Dickson	0.80	Review, revise and distribute ABL exit term sheets, including side-by-side grid.
06/25/20	Thomas James Dobleman Jr.	2.80	Advisor update call with PJT (.3); prepare ABL exit commitment letter term sheet grid (2.5).
06/25/20	Christopher Hayes	0.20	Correspond with T. Dobleman, K&E team re exit ABL financing considerations.
06/26/20	James B. Dickson	2.00	Review and comment on unsecured credit committee documentation requests (.3); prepare for and attend all-hands telephone conference with K&E team re ABL exit grid, including revising and distributing (1.7).
06/26/20	Thomas James Dobleman Jr.	1.30	Telephone conference with Company and PJT re ABL exit financing (.7); prepare for same (.2); review and revise commitment letter grid (.4).
06/26/20	Christopher Hayes	1.00	Telephone conference with P. Nash, K&E team, PJT, client re exit ABL process, projections, related considerations.
06/26/20	Patrick J. Nash Jr., P.C.	0.80	Participate in telephone conference with Company re ad hoc group and exit ABL.
06/26/20	Curt Ostosh	1.20	Review and analyze perfection memo matters (.7); review and analyze lender due diligence matters (.5).
06/26/20	Joe Patterson	0.60	Coordinate delivery of document requests.
06/27/20	Patrick J. Nash Jr., P.C.	0.10	Analyze updated exit ABL tracker.
06/28/20	Thomas James Dobleman Jr.	4.80	Review and revise exit financing commitment letter and term sheet.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010070715
 Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/20	Curt Ostosh	0.90	Review and analyze exit lender due diligence matters.
06/28/20	Joe Patterson	0.50	Revise perfection memorandum.
06/29/20	James B. Dickson	0.50	Review and comment on ancillary unsecured creditor diligence requests, including perfection analysis.
06/29/20	Joe Patterson	0.30	Review and analyze corporate governance matters relating to pledge.
06/30/20	Thomas James Dobleman Jr.	1.90	Advisors update call (.3); K&E working group update call (.3); review and revise exit ABL commitment letters (1.3).
06/30/20	Joe Patterson	0.40	Review document requests.
Total		237.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070708
Client Matter: 14581-45

In the Matter of Claims Analysis and Objections

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 16,526.50

Total legal services rendered

\$ 16,526.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010070708
 Matter Number: 14581-45

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	1.10	1,165.00	1,281.50
Haroula Gkotsi	8.60	610.00	5,246.00
Christopher Hayes	2.00	1,135.00	2,270.00
Alex Hevia	1.30	740.00	962.00
Elizabeth Helen Jones	0.70	610.00	427.00
Dan Latona	2.40	965.00	2,316.00
Ruth Mulvihill	2.00	610.00	1,220.00
Patrick J. Nash Jr., P.C.	0.30	1,635.00	490.50
Robert Orren	0.80	445.00	356.00
Sam G. Rose	2.70	725.00	1,957.50
TOTALS	21.90		\$ 16,526.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010070708
 Matter Number: 14581-45

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/27/20	Haroula Gkotsi	3.10	Review and revise bar date motion.
05/28/20	Haroula Gkotsi	1.40	Review and revise bar date motion.
05/28/20	Dan Latona	0.60	Comment on bar date motion.
05/29/20	Haroula Gkotsi	0.60	Telephone conference with company advisors re bar date motion (.3); correspond with KC re same (.3).
05/29/20	Christopher Hayes	0.60	Telephone conference and correspond with D. Latona re bar date considerations (.2); telephone conference and correspond with D. Latona, K&E team, other advisors re same (.4).
05/29/20	Dan Latona	0.50	Telephone conference with Richards, Layton team re bar date (.4); telephone conference with C. Hayes re same (.1).
06/01/20	Haroula Gkotsi	1.50	Review and revise bar date motion (1.1); correspond with D. Latona re same (.2); correspond with KCC and RLF re same (.2).
06/01/20	Christopher Hayes	0.10	Analyze bar date motion.
06/01/20	Dan Latona	0.50	Analyze, comment on bar date motion.
06/02/20	Dan Latona	0.80	Analyze correspondence re 503(b)(9) payments (.3); analyze agreement re same (.2); telephone conference with K&E team, Company re same (.3).
06/03/20	Haroula Gkotsi	2.00	Review and revise claims bar date motion for filing (1.7); correspond with D. Latona re same (.3).
06/03/20	Christopher Hayes	0.50	Review, finalize claim bar date motion for filing (.4); coordinate filing and service of same (.1).
06/03/20	Robert Orren	0.80	Prepare for filing bar date motion (.4); distribute same to RLF (.2); correspond with K&E working group and D. Latona re same (.2).
06/09/20	Patrick J. Nash Jr., P.C.	0.10	Analyze reclamation request from Thermo Fisher.
06/20/20	Elizabeth Helen Jones	0.70	Research re appointment of equity committee (.6); correspond with A. McCammon re same (.1).
06/20/20	Patrick J. Nash Jr., P.C.	0.20	Analyze proof of claim filed by US Consult.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010070708
 Matter Number: 14581-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Bill Arnault	1.10	Review and revise response to letter requesting appointment of equity committee.
06/23/20	Christopher Hayes	0.80	Telephone conference with A. McCammon re claim pleading (.2); correspond with P. Nash, K&E team re strategy re same (.6).
06/23/20	Alex Hevia	1.30	Review and analyze precedent re bar date and disclosure statement (1.1); correspond with R. Mulvihill re same (.2).
06/23/20	Ruth Mulvihill	2.00	Research re precedent claims bar date procedures (1.8); correspond with A. Hevia, A. McCammon, H. Gkotsi re same (.2).
06/25/20	Sam G. Rose	2.70	Research and analyze case law re issues related to claim priority (.4); draft analysis and summary for K&E team re same (1.3).
Total		21.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070712
Client Matter: 14581-46

In the Matter of Corporate and Securities Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 93,825.00

Total legal services rendered

\$ 93,825.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Corporate and Securities Matters

Invoice Number: 1010070712
 Matter Number: 14581-46

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cathy Aebischer	0.50	445.00	222.50
Tim Cruickshank, P.C.	3.90	1,295.00	5,050.50
James B. Dickson	0.30	1,035.00	310.50
Thomas James Dobleman Jr.	0.20	1,195.00	239.00
Christopher Hayes	5.80	1,135.00	6,583.00
Jennifer Karinen	55.00	965.00	53,075.00
Dilen Kumar	2.10	1,275.00	2,677.50
Dan Latona	1.20	965.00	1,158.00
Library Business Research	0.30	375.00	112.50
Alex McCammon	1.00	845.00	845.00
Patrick J. Nash Jr., P.C.	3.90	1,635.00	6,376.50
Joe Patterson	0.50	845.00	422.50
Enid Qin	19.90	610.00	12,139.00
Sarah Schaedler	1.70	1,175.00	1,997.50
Paul D. Tanaka, P.C.	0.40	1,360.00	544.00
Steve Toth	1.60	1,295.00	2,072.00
TOTALS	98.30		\$ 93,825.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Corporate and Securities Matters

Invoice Number: 1010070712
Matter Number: 14581-46

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Tim Cruickshank, P.C.	0.50	Analyze and comment on draft disclosure documents.
05/20/20	Christopher Hayes	2.00	Prepare for and participate in telephone conference with board (1.0); correspond with K&E team re same (1.0).
05/20/20	Jennifer Karinen	6.50	Revise 8-K (6.0); analyze issues re distribution (.5).
05/20/20	Patrick J. Nash Jr., P.C.	1.00	Prepare for and participate in board meeting.
05/20/20	Enid Qin	0.50	Review and revise form 8-K.
05/21/20	Tim Cruickshank, P.C.	0.50	Review and revise draft SEC filings.
05/21/20	James B. Dickson	0.30	Draft 8-Ks.
05/21/20	Jennifer Karinen	7.50	Revise 8-K (5.9); coordinate filing with printer (.5); research disclosure re stalking horse agreements (1.1).
05/21/20	Enid Qin	4.00	Review, revise and coordinate with printer to edgarize 8-K for filing (.5); draft 8-K disclosing delisting, entry into asset purchase agreement and DIP credit agreement and first day motions (3.5).
05/21/20	Steve Toth	0.60	Analyze 8-K and related correspondence.
05/22/20	Christopher Hayes	0.50	Telephone conference with board re updates.
05/22/20	Jennifer Karinen	5.50	Revise 8-K (4.8); review credit agreement re disclosure purposes (.7).
05/22/20	Patrick J. Nash Jr., P.C.	0.80	Prepare for board meeting (.3); participate in board meeting (.5).
05/22/20	Patrick J. Nash Jr., P.C.	0.20	Telephone conference with board chair A. Weinstein re first day hearing.
05/22/20	Paul D. Tanaka, P.C.	0.40	Correspond with K&E team re notice requirements and due diligence (.2); review and analyze notice research for regulatory agencies (.2).
05/22/20	Steve Toth	0.40	Participate in board update telephone conference with Company, K&E team, Alix and PJT.
05/23/20	Enid Qin	0.70	Coordinate with printer in edgarizing exhibits of 8-K.
05/24/20	Tim Cruickshank, P.C.	0.50	Review and analyze questions re SEC filing.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Corporate and Securities Matters

Invoice Number: 1010070712
Matter Number: 14581-46

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/20	Dilen Kumar	0.70	Review and revise draft of Form 8-K re APA and related transactions.
05/24/20	Enid Qin	1.00	Review and revise form 8-K (.8); coordinate with printer in edgarizing exhibits of 8-K (.2).
05/25/20	Tim Cruickshank, P.C.	0.50	Analyze questions re SEC filing.
05/25/20	Thomas James Dobleman Jr.	0.20	Review and analyze 8-K disclosure.
05/25/20	Jennifer Karinen	7.10	Revise 8-K.
05/25/20	Dilen Kumar	1.00	Review and revise Form 8-K re APA and related transactions (.5); correspond with K&E team re same (.5).
05/25/20	Joe Patterson	0.50	Review draft 8-K.
05/25/20	Enid Qin	1.50	Review and revise 8-K (1.4); coordinate with printer to prepare 8-k for filing (.1).
05/26/20	Jennifer Karinen	6.50	Revise 8-K.
05/26/20	Dilen Kumar	0.40	Review and revise Form 8-K.
05/26/20	Enid Qin	0.50	Review and revise printer proof of 8-K.
05/26/20	Sarah Schaedler	0.40	Analyze issues re registered IP assignments and local form requirements (.3); correspond with K&E team re same (.1).
05/27/20	Sarah Schaedler	0.10	Correspond with K&E corporate team re foreign jurisdiction IP assignments.
05/28/20	Jennifer Karinen	0.30	Correspond with K&E team re securities matters.
05/28/20	Sarah Schaedler	0.10	Correspond with K&E team re foreign jurisdiction IP assignments.
05/29/20	Sarah Schaedler	0.10	Correspond with K&E team re foreign jurisdiction IP assignments.
06/01/20	Jennifer Karinen	1.20	Research disclosure for operating reports (.6); attend telephone conference re same (.3); attend to distribution (.3).
06/02/20	Jennifer Karinen	2.70	Draft 8-K (1.5); analyze issues re distribution (.4); research re delisting timing (.8).
06/03/20	Christopher Hayes	0.20	Correspond with T. Cruickshank, K&E team re FINRA letter (.1); telephone conference and correspond with J. Karinen, K&E team, client re 8-K considerations (.1).
06/03/20	Jennifer Karinen	3.50	Draft FINRA correspondence (.5); draft 8-K (1.5); attend to distribution re filing schedule for monthly operating reports (1.0); review report for disclosure purposes (.5).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Corporate and Securities Matters

Invoice Number: 1010070712
Matter Number: 14581-46

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Alex McCammon	0.10	Correspond with C. Hayes, D. Latona re FINRA questionnaire.
06/04/20	Christopher Hayes	0.20	Correspond with A. McCammon, K&E team re FINRA response.
06/04/20	Jennifer Karinen	2.40	Draft FINRA letter and review relevant precedent (1.9); review Nasdaq press release (.1); attend to distribution (.4).
06/04/20	Library Business Research	0.30	Report on client securities' CUSIPs.
06/04/20	Alex McCammon	0.90	Prepare responses re FINRA questionnaire (.8); correspond with T. Cruickshank, K&E team re same (.1).
06/05/20	Christopher Hayes	0.60	Participate in telephone conference with board.
06/05/20	Jennifer Karinen	2.70	Draft FINRA response (2.0); attend to distribution (.7).
06/05/20	Dan Latona	0.60	Telephone conference with board.
06/05/20	Patrick J. Nash Jr., P.C.	0.70	Prepare for board meeting (.2); participate in same (.5).
06/05/20	Steve Toth	0.60	Participate in board update telephone conference with Company, Alix, PJT, WLRK and K&E team.
06/08/20	Tim Cruickshank, P.C.	0.70	Attend telephone conference re SEC and disclosure obligations (.5); review communications with FINRA (.2).
06/08/20	Christopher Hayes	0.50	Telephone conference and correspond with T. Dobleman, K&E team, PJT team, client re strategy re public lender call.
06/08/20	Jennifer Karinen	0.50	Analyze issues re distribution re FINRA responses.
06/09/20	Jennifer Karinen	0.50	Research re precedent 8-K for contracts.
06/09/20	Enid Qin	1.00	Draft 8-K re share purchase agreement.
06/10/20	Cathy Aebischer	0.50	Organize closing documents (.1); prepare stock power (.4).
06/10/20	Tim Cruickshank, P.C.	1.00	Attend update calls (.7); review 8-K and SEC filings (.3).
06/10/20	Jennifer Karinen	0.30	Attend to distribution FINRA correspondence (.1); coordinate 8-K drafting (.2).
06/10/20	Enid Qin	1.00	Draft 8-K re share purchase agreement.
06/10/20	Sarah Schaedler	0.50	Attention to disclosure schedule updates (.3); correspondence re same (.2).
06/11/20	Tim Cruickshank, P.C.	0.20	Analyze draft SEC filings.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Corporate and Securities Matters

Invoice Number: 1010070712
Matter Number: 14581-46

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/11/20	Christopher Hayes	0.10	Correspond with securities team re India sale 8-K.
06/11/20	Jennifer Karinen	0.80	Revise 8-K.
06/11/20	Enid Qin	2.20	Draft form 8-K re share purchase agreement.
06/15/20	Enid Qin	0.50	Analyze revised draft re share purchase agreement re 8-K.
06/17/20	Christopher Hayes	0.10	Correspond with K&E team re comments to India sale 8-K.
06/17/20	Jennifer Karinen	3.20	Revise 8-K (2.1); analyze issues re distributions and coordinate with printer (1.1).
06/17/20	Enid Qin	2.70	Review and revise 8-K re share purchase agreement.
06/18/20	Christopher Hayes	0.60	Telephone conference with PJT re considerations re public lender calls (.3); telephone conference with T. Cruickshank, PJT re same (.3).
06/18/20	Jennifer Karinen	1.70	Finalize 8-K and coordinate with printer (1.5); review press release (.2).
06/18/20	Enid Qin	1.50	Review and revise 8-K (1.2); coordinate with printer re filing same (.3).
06/19/20	Christopher Hayes	0.50	Telephone conference with board re updates.
06/19/20	Dan Latona	0.60	Telephone conference with board.
06/19/20	Patrick J. Nash Jr., P.C.	0.70	Participate in board meeting.
06/23/20	Christopher Hayes	0.50	Telephone conference with board.
06/23/20	Patrick J. Nash Jr., P.C.	0.50	Participate in board meeting.
06/24/20	Sarah Schaedler	0.30	Correspondence re corporate reorganization proposals (.2); review of ABL proposals (.1).
06/25/20	Sarah Schaedler	0.20	Correspondence re entity reorganization and potential IP considerations in that context.
06/30/20	Jennifer Karinen	2.10	Review cleansing materials and attend related telephone conference.
06/30/20	Enid Qin	2.80	Draft cleansing 8-K.
Total		98.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070698
Client Matter: 14581-47

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 10,241.50

Total legal services rendered

\$ 10,241.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Creditor and Stakeholder Communications

Invoice Number: 1010070698
 Matter Number: 14581-47

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	0.20	1,165.00	233.00
Ryan Besaw	1.10	340.00	374.00
Haroula Gkotsi	4.40	610.00	2,684.00
Susan D. Golden	0.50	1,175.00	587.50
Christopher Hayes	2.00	1,135.00	2,270.00
Jane A. Komsky	0.60	740.00	444.00
Alex McCammon	1.70	845.00	1,436.50
Conor P. McNamara	0.60	740.00	444.00
Patrick J. Nash Jr., P.C.	1.00	1,635.00	1,635.00
Robert Orren	0.30	445.00	133.50
TOTALS	12.40		\$ 10,241.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Creditor and Stakeholder Communications

Invoice Number: 1010070698
 Matter Number: 14581-47

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Alex McCammon	0.80	Telephone conference with party re interest in case (.1); research re same (.7).
05/22/20	Jane A. Komsky	0.60	Correspond with C. Hayes re customer program creditor comments (.1); review, analyze precedent re same (.5).
05/28/20	Christopher Hayes	0.30	Correspond with creditor re RSA considerations (.1); correspond with Alix team re creditor outreach and follow-up re same (.2).
05/28/20	Alex McCammon	0.20	Review and revise stakeholder communications materials and correspond with FTI team re same.
06/02/20	Robert Orren	0.30	Prepare calendar notification for 341 creditor meeting (.2); correspond with D. Latona re same (.1).
06/08/20	Conor P. McNamara	0.40	Correspond with D. Latona re creditor outreach (.1); correspond with T. Rabaya re creditor issues (.3).
06/09/20	Christopher Hayes	0.20	Telephone conference with FTI re communications strategy (.1); correspond with FTI, client, A. McCammon, K&E team re same (.1).
06/09/20	Alex McCammon	0.20	Review and revise Company talking points re 341 meeting.
06/09/20	Conor P. McNamara	0.20	Telephone conference with T. Rabaya re equity issues.
06/10/20	Susan D. Golden	0.50	Conference and correspond with M. Harrowven re notice received by wife (.3); correspond with D. Latona re same (.2).
06/10/20	Christopher Hayes	1.30	Telephone conference with D. Latona, K&E team, client, advisors, lenders re lender reporting call.
06/11/20	Alex McCammon	0.50	Review and revise customer communications re chapter 11 case notices (.4); correspond with FTI team re same (.1).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Creditor and Stakeholder Communications

Invoice Number: 1010070698
 Matter Number: 14581-47

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Patrick J. Nash Jr., P.C.	0.80	Analyze correspondence from counsel to certain equity holders re next steps (.1); correspond with equity counsel re same (.1); correspond with ad hoc lender lawyer re equity outreach (.2); telephone conference with counsel to equity holders (.4).
06/20/20	Haroula Gkotsi	2.80	Research re request to appoint an equity committee.
06/21/20	Haroula Gkotsi	1.60	Research re request to appoint an equity committee.
06/22/20	Ryan Besaw	1.10	Search, distribute precedent re appointment of equity committees.
06/26/20	Bill Arnault	0.20	Participate in telephone conference with D. Portwood re 341 meeting.
06/26/20	Christopher Hayes	0.20	Telephone conference with client, B. Arnault re 341 prep.
06/26/20	Patrick J. Nash Jr., P.C.	0.20	Analyze correspondence from H . Kim re update from ad hoc lender group.
Total		12.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070702
Client Matter: 14581-49

In the Matter of Employee and Labor Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 17,478.00

Total legal services rendered

\$ 17,478.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Employee and Labor Matters

Invoice Number: 1010070702
 Matter Number: 14581-49

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adria M. Crowe	0.40	1,085.00	434.00
Alexander Flynn-Tabloff	1.50	925.00	1,387.50
Haroula Gkotsi	2.10	610.00	1,281.00
Christopher Hayes	4.90	1,135.00	5,561.50
R.D. Kohut	0.20	1,175.00	235.00
Dan Latona	0.90	965.00	868.50
Alex McCammon	0.20	845.00	169.00
Peter J. Mee	1.20	1,165.00	1,398.00
Alexandra Mihalas	0.60	1,475.00	885.00
Rohit Nafday	1.10	1,195.00	1,314.50
Patrick J. Nash Jr., P.C.	1.10	1,635.00	1,798.50
Kimberly Pageau	2.20	740.00	1,628.00
Frances Thompson	0.50	1,035.00	517.50
TOTALS	16.90		\$ 17,478.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Employee and Labor Matters

Invoice Number: 1010070702
Matter Number: 14581-49

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Adria M. Crowe	0.20	Telephone conference with R. Graham re benefit plan matters.
05/20/20	Rohit Nafday	0.10	Correspond with K&E team re retention awards.
05/21/20	Alex McCammon	0.20	Review and revise employee communications materials re first day motions.
05/26/20	Alexandra Mihalas	0.20	Analyze employee benefits matters.
05/26/20	Kimberly Pageau	0.20	Correspond with Alix, C. Hayes and K&E team re health insurance matters.
05/27/20	Christopher Hayes	0.20	Correspond with D. Latona, K&E team, Alix team re benefit provider outreach.
05/27/20	Peter J. Mee	0.20	Correspond with K&E team re employee hiring status.
05/27/20	Rohit Nafday	0.20	Correspond with K&E team and C. Hayes re MIP terms.
05/27/20	Patrick J. Nash Jr., P.C.	0.30	Telephone conference with D. Booth re MIP.
05/27/20	Kimberly Pageau	0.50	Correspond with Company, Alix, C. Hayes and K&E team re health insurance matters.
05/28/20	Rohit Nafday	0.10	Correspond with WTW re MIP benchmarking.
05/28/20	Patrick J. Nash Jr., P.C.	0.20	Telephone conference with D. Booth re MIP.
05/29/20	Christopher Hayes	0.50	Correspond with P. Nash, K&E team re employee compensation matters and conduct follow-up re same (.2); correspond with client, D. Latona, K&E team re EEOC complaint (.2); follow-up re same (.1).
06/03/20	Christopher Hayes	0.20	Correspond with client re employee benefits.
06/04/20	Christopher Hayes	0.30	Correspond with D. Kumar, K&E team re employee compensation matters (.1); follow-up re same (.2).
06/05/20	Christopher Hayes	1.00	Correspond with R. Nafday re employee compensation matters (.2); telephone conference with same re same (.5); follow-up re same (.3).
06/05/20	Dan Latona	0.30	Telephone conferences with K&E team re retention matters.
06/05/20	Rohit Nafday	0.30	Telephone conference with K&E restructuring team re VP promotion.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Employee and Labor Matters

Invoice Number: 1010070702
Matter Number: 14581-49

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/20	Frances Tompson	0.50	Analyze issues re retention program (.2); telephone conference with K&E team re retention program (.3).
06/07/20	Christopher Hayes	0.20	Correspond with S. Toth, K&E team re compensation programs.
06/09/20	Kimberly Pageau	0.20	Correspond with K&E team re insider analysis.
06/10/20	Haroula Gkotsi	1.40	Review and analyze insider status analysis (1.2); correspond with K. Pageau, D. Kumar re same (.2).
06/10/20	Christopher Hayes	0.10	Correspond with K. Pageau re compensation analysis.
06/10/20	Rohit Nafday	0.20	Correspondence with G. Pesce re insider analysis.
06/10/20	Kimberly Pageau	0.60	Review insider analysis precedent and correspond with K&E team re same.
06/11/20	Haroula Gkotsi	0.70	Review SEC filings for disclosure re retention programs (.3); analyze insider status (.3); correspond with C. Hayes, K. Pageau re same (.1).
06/11/20	Christopher Hayes	1.30	Correspond with K. Pageau, K&E team re compensation matters (.2); correspond with UCC re same (.4); analyze UCC follow up re same (.3); correspond with P. Nash, K&E team, client re same (.4).
06/11/20	Patrick J. Nash Jr., P.C.	0.10	Review correspondence from D. Boothe re MIP.
06/12/20	Christopher Hayes	0.70	Correspond with UCC, UST, lenders, D. Latona, K&E team, client re revisions to wages order (.3); revise order re same (.4).
06/12/20	Kimberly Pageau	0.70	Correspond with K&E team re insider analysis.
06/15/20	Christopher Hayes	0.20	Correspond with K. Pageau, K&E team re compensation analysis.
06/15/20	Dan Latona	0.50	Telephone conference with Alix team, company re retention matters.
06/15/20	Rohit Nafday	0.10	Correspond with P. Nash re MIP benchmarking.
06/24/20	Adria M. Crowe	0.20	Analyze benefit plan documentation.
06/24/20	Christopher Hayes	0.20	Correspond with D. Latona, client re compensation matters.
06/24/20	Alexandra Mihalas	0.20	Analyze employee benefits matters.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Employee and Labor Matters

Invoice Number: 1010070702
 Matter Number: 14581-49

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Patrick J. Nash Jr., P.C.	0.30	Analyze bonus agreements re two employees.
06/25/20	Alexander Flynn-Tabloff	1.50	Review and analyze restructuring implications re combined ownership of Company's assets (1.0); conferences with P. Mee and R.D. Kohut re same (.5).
06/25/20	R.D. Kohut	0.20	Analyze employment structuring issues.
06/25/20	Dan Latona	0.10	Telephone conference with G. Lawless re employee matters.
06/25/20	Peter J. Mee	1.00	Analyze strategy re employment considerations re restructuring.
06/25/20	Alexandra Mihalas	0.20	Analyze employee benefits matters.
06/25/20	Rohit Nafday	0.10	Correspond with K&E team re asset sale structure.
06/26/20	Patrick J. Nash Jr., P.C.	0.20	Telephone conference with D. Boothe re employee issue.
Total		16.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070703
Client Matter: 14581-50

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 8,639.00

Total legal services rendered

\$ 8,639.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Executory Contracts and Unexpired Leases

Invoice Number: 1010070703
 Matter Number: 14581-50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Darch	1.20	1,035.00	1,242.00
Faith Dibble	0.20	610.00	122.00
Christopher Hayes	1.60	1,135.00	1,816.00
Alex Hevia	2.70	740.00	1,998.00
Dan Latona	0.30	965.00	289.50
Mark Steven Lipschultz	0.70	845.00	591.50
Alex McCammon	0.50	845.00	422.50
Sam G. Rose	0.30	725.00	217.50
Jenna Marie Stupar	2.00	970.00	1,940.00
TOTALS	9.50		\$ 8,639.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Executory Contracts and Unexpired Leases

Invoice Number: 1010070703
 Matter Number: 14581-50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Jenna Marie Stupar	1.00	Review and analyze potential executory contract issues.
05/27/20	Jenna Marie Stupar	1.00	Review and analyze potential executory contract issues.
05/29/20	Alex McCammon	0.50	Analyze prepetition CVR agreement re bankruptcy filing provisions and correspond with C. Hayes re same.
06/01/20	Dan Latona	0.30	Telephone conference with K&E team, Company, landlord re lease matter.
06/03/20	Christopher Hayes	0.80	Telephone conference and correspond with client, D. Latona, K&E team re contract considerations.
06/05/20	Sam G. Rose	0.30	Correspond with B. Arnault re research and issues re executory contracts.
06/09/20	Christopher Hayes	0.20	Correspond with A. Hevia, K&E team, Alix team, KCC re contract noticing.
06/09/20	Alex Hevia	1.90	Review and analyze process re assumption and assignment of contracts (.7); correspond with C. Hayes, K&E team, AlixPartners and KCC re same (.5); research precedent re same (.7).
06/11/20	Christopher Hayes	0.20	Correspond with D. Latona re contract assumption matters.
06/24/20	Matt Darch	0.20	Correspond with K&E team re intellectual property issues related to possible structure.
06/24/20	Alex Hevia	0.80	Correspond with C. Hayes, Company, and Alix re cure notice (.3); research and analyze precedent re same (.5).
06/25/20	Mark Steven Lipschultz	0.70	Review question re structure (.3); telephone conference with R. Miceli (.2); correspond with K&E team re feedback re same (.2).
06/26/20	Matt Darch	1.00	Review and analyze revised structure and intellectual property ownership issues re same (.8); correspond with K&E teams re same (.2).
06/26/20	Faith Dibble	0.20	Review and analyze restructuring inquiry re international trade issues (.1); conference with M. O'Hare re same (.1).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.

Invoice Number: 1010070703
Matter Number: 14581-50

Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Christopher Hayes	0.40	Correspond with A. Hevia, K&E team, Alix, KCC re contract notices (.2); follow-up re same (.2).
Total		9.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070706
Client Matter: 14581-51

In the Matter of Hearings

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 24,022.50

Total legal services rendered

\$ 24,022.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Hearings

Invoice Number: 1010070706
 Matter Number: 14581-51

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	1.00	1,165.00	1,165.00
Justin A. Barker	1.00	1,430.00	1,430.00
Haroula Gkotsi	1.00	610.00	610.00
Stephen C. Hackney, P.C.	1.50	1,525.00	2,287.50
Christopher Hayes	2.00	1,135.00	2,270.00
Key Hemyari	1.00	845.00	845.00
Alex Hevia	0.90	740.00	666.00
Elizabeth Helen Jones	1.60	610.00	976.00
Dilen Kumar	0.60	1,275.00	765.00
Dan Latona	1.00	965.00	965.00
Emily N. Malloy	1.00	435.00	435.00
Alex McCammon	0.90	845.00	760.50
Ruth Mulvihill	1.00	610.00	610.00
Patrick J. Nash Jr., P.C.	2.80	1,635.00	4,578.00
Curt Ostosh	0.90	845.00	760.50
Kimberly Pageau	1.20	740.00	888.00
Gregory F. Pesce	1.10	1,175.00	1,292.50
Sam G. Rose	1.00	725.00	725.00
Sarah Schaedler	0.30	1,175.00	352.50
Jenna Marie Stupar	1.00	970.00	970.00
Nick Ustaski	1.10	610.00	671.00
TOTALS	23.90		\$ 24,022.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Hearings

Invoice Number: 1010070706
Matter Number: 14581-51

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Bill Arnault	1.00	Participate in first day hearing.
05/22/20	Justin A. Barker	1.00	Participate in first day hearing.
05/22/20	Haroula Gkotsi	1.00	Telephonically attend first day hearing.
05/22/20	Stephen C. Hackney, P.C.	1.50	Prepare for and attend Akorn first day hearing.
05/22/20	Christopher Hayes	2.00	Prepare for and attend first day hearing.
05/22/20	Key Hemyari	1.00	Attend first day hearing.
05/22/20	Alex Hevia	0.90	Telephonically attend first day hearing.
05/22/20	Elizabeth Helen Jones	1.60	Prepare for and attend first day hearing.
05/22/20	Dilen Kumar	0.60	Telephonically attend first day hearing.
05/22/20	Dan Latona	1.00	Telephonically participate in first-day hearing.
05/22/20	Emily N. Malloy	1.00	Telephonically attend first day hearing.
05/22/20	Alex McCammon	0.90	Telephonically attend first day hearing.
05/22/20	Ruth Mulvihill	1.00	Telephonically attend first day hearing.
05/22/20	Patrick J. Nash Jr., P.C.	2.30	Prepare for and participate in first day hearing.
05/22/20	Curt Ostosh	0.90	Telephonically attend first day hearing.
05/22/20	Kimberly Pageau	1.20	Telephonically attend first day hearing.
05/22/20	Gregory F. Pesce	1.10	Telephonically attend first day hearing.
05/22/20	Sam G. Rose	1.00	Prepare for and telephonically attend first day hearing.
05/22/20	Sarah Schaedler	0.30	Telephonically attend first day hearing.
05/22/20	Jenna Marie Stupar	1.00	Telephonically attend first day hearing.
05/22/20	Nick Ustaski	1.10	Telephonically attend first day hearing.
06/13/20	Patrick J. Nash Jr., P.C.	0.50	Prepare for second day hearing.
Total		23.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070695
Client Matter: 14581-52

In the Matter of Insurance and Surety Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 6,534.00

Total legal services rendered

\$ 6,534.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Insurance and Surety Matters

Invoice Number: 1010070695
Matter Number: 14581-52

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Han Cui	0.20	925.00	185.00
Key Hemyari	3.00	845.00	2,535.00
Alex Hevia	4.00	740.00	2,960.00
William T. Pruitt	0.70	1,220.00	854.00
TOTALS	7.90		\$ 6,534.00

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Insurance and Surety Matters

Invoice Number: 1010070695
 Matter Number: 14581-52

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Key Hemyari	3.00	Review and revise insurance motion (2.5); analyze first day correspondence (.5).
05/20/20	Alex Hevia	3.50	Review and revise insurance motion (2.0); draft talking points re same (1.5).
05/21/20	Alex Hevia	0.50	Draft insurance talking points.
06/24/20	William T. Pruitt	0.50	Analyze D&O insurance issues and telephone conference with B. Arnault and C. Hayes re same.
06/27/20	William T. Pruitt	0.20	Analyze D&O insurance issues and correspond with B. Arnault and C. Hayes re same.
06/30/20	Han Cui	0.20	Search case file re D&O insurance policies.
Total		7.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070704
Client Matter: 14581-54

In the Matter of Plan/Disclosure Statement/Confirmation

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 258,615.50

Total legal services rendered

\$ 258,615.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	2.70	1,165.00	3,145.50
Ryan Besaw	0.40	340.00	136.00
Haroula Gkotsi	83.10	610.00	50,691.00
Susan D. Golden	1.00	1,175.00	1,175.00
Christopher Hayes	61.70	1,135.00	70,029.50
Alex Hevia	10.20	740.00	7,548.00
Elizabeth Helen Jones	3.50	610.00	2,135.00
Dilen Kumar	2.20	1,275.00	2,805.00
Hannah Kupsky	0.20	340.00	68.00
Dan Latona	9.90	965.00	9,553.50
Michele Manzo	0.50	275.00	137.50
Alex McCammon	66.70	845.00	56,361.50
Conor P. McNamara	15.50	740.00	11,470.00
Ruth Mulvihill	28.00	610.00	17,080.00
Patrick J. Nash Jr., P.C.	8.10	1,635.00	13,243.50
Robert Orren	1.00	445.00	445.00
Gregory F. Pesce	8.90	1,175.00	10,457.50
Jenna Marie Stupar	2.20	970.00	2,134.00
TOTALS	305.80		\$ 258,615.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
Matter Number: 14581-54

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Christopher Hayes	4.90	Finalize RSA (2.9); telephone conferences and correspond with K&E team, advisors, Company re same (2.0).
05/20/20	Michele Manzo	0.50	Research, distribute Delaware talking point precedent.
05/20/20	Alex McCammon	0.90	Review and revise disclosure statement.
05/20/20	Conor P. McNamara	7.00	Review, revise RSA re filing (3.0); review, revise RSA re C. Hayes comments (3.0); correspond with various parties re RSA (1.0).
05/20/20	Ruth Mulvihill	1.70	Revise disclosure statement motion and schedules re Gibson comments.
05/21/20	Haroula Gkotsi	2.50	Review and revise disclosure statement.
05/21/20	Christopher Hayes	1.40	Correspond with K&E team, advisors re RSA (.8); correspond with K&E team, advisors re plan deliverables (.6).
05/21/20	Alex McCammon	2.40	Review and revise disclosure statement (2.0); correspond with AlixPartners team re estimates of allowed claims (.2); telephone conference with J. Baluzy re same (.1); correspond with C. McNamara, H. Gkotsi re class treatment (.1).
05/21/20	Conor P. McNamara	1.30	Review, revise plan (1.0); correspond with C. Hayes re same (.3).
05/21/20	Conor P. McNamara	1.00	Coordinate finalization of RSA re filing.
05/21/20	Ruth Mulvihill	5.30	Revise disclosure statement motion re updates to plan, disclosure statement (1.9); revise disclosure statement motion schedules re same (3.2); correspond with K&E team re same (.2).
05/22/20	Haroula Gkotsi	1.20	Review and revise disclosure statement (.8); telephone conference with K&E team and AlixPartners team re same (.4).
05/22/20	Christopher Hayes	1.50	Telephone conference with AlixPartners team, K&E team re disclosure statement comments (.5); correspond with K&E team, advisors re same (.2); review, comment re revised plan, disclosure statement (.6); correspond with Company, K&E team, advisors re same (.2).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Dan Latona	0.50	Telephone conference with C. Hayes, AlixPartners team re disclosure statement exhibits.
05/22/20	Alex McCammon	0.80	Correspond with H. Gkotsi re disclosure statement (.1); correspond with K&E team re plan, disclosure statement, disclosure statement motion (.1); correspond with C. Hayes re same (.1); prepare for telephone conference with C. Hayes, D. Latona, AlixPartners team re disclosure statement (.2); participate in same (.3).
05/22/20	Conor P. McNamara	1.50	Review, revise plan.
05/22/20	Ruth Mulvihill	0.20	Revise disclosure statement motion.
05/23/20	Patrick J. Nash Jr., P.C.	0.10	Review, analyze correspondence from T. Rappuhn re disclosure statement.
05/25/20	Christopher Hayes	1.40	Review, analyze plan comments (.3); correspond with K&E team, lenders re same (.1); review, comment re disclosure statement motion (.5); correspond with K&E team re same (.2); review, analyze research re same (.3).
05/25/20	Conor P. McNamara	0.70	Review, revise plan.
05/25/20	Ruth Mulvihill	4.00	Revise disclosure statement motion (1.3); revise disclosure statement schedules (1.8); correspond with KCC team re same (.1); research re third party release opt-outs (.8).
05/25/20	Patrick J. Nash Jr., P.C.	0.40	Review, analyze comments to plan.
05/26/20	Haroula Gkotsi	5.50	Review and analyze disclosure statement (2.3); revise disclosure statement for filing (3.2).
05/26/20	Christopher Hayes	3.90	Correspond with K&E team re plan matters (.3); review, analyze Company comments re disclosure statement (1.0); correspond with A. McCammon, K&E team re same (.3); review, comment re revised disclosure statement motion (1.2); telephone conference with lender counsel re plan comments (.2); finalize plan, disclosure statement, disclosure statement motion for filing (.4); coordinate filing and service of same (.5).
05/26/20	Dan Latona	0.80	Analyze, comment on disclosure statement.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Alex McCammon	4.00	Review and revise disclosure statement (2.1); correspond with C. Hayes re same (.3); correspond with K&E tax team re same (.2); correspond with H. Gkotsi re same (.1); review 10-Q re COVID-19 risk factors (.1); correspond with C. Hayes, H. Gkotsi re same and disclosure statement (.1); correspond with C. Hayes, K&E, RLF teams re filing of plan, disclosure statement, disclosure statement motion, and related notices (.8); coordinate filing of same (.3).
05/26/20	Conor P. McNamara	3.80	Review, revise plan (2.0); review, revise plan re filing and oversee filing of same (1.8).
05/26/20	Ruth Mulvihill	2.20	Review, revise disclosure statement motion, schedules (1.8); compile documents for filing (.1); correspond with K&E team, KCC, RLF teams re notice of filing (.3).
05/26/20	Patrick J. Nash Jr., P.C.	0.90	Analyze filing version of plan (.3); analyze filing version of disclosure statement (.4); analyze update from PJT on exit ABL process (.2).
05/26/20	Gregory F. Pesce	0.90	Analyze correspondence re chapter 11 plan, disclosure statement (.3); review and revise materials re same (.6).
05/27/20	Gregory F. Pesce	0.90	Analyze correspondence re chapter 11 plan, disclosure statement (.3); review and revise materials re same (.6).
05/28/20	Gregory F. Pesce	0.60	Conference with creditor re plan process.
05/29/20	Ruth Mulvihill	0.20	Attend telephone conference with D. Latona, C. Hayes, KCC team, RLF team re solicitation procedures, setting bar date.
05/29/20	Patrick J. Nash Jr., P.C.	0.10	Review, analyze updated exit ABL tracker.
05/29/20	Gregory F. Pesce	0.60	Conference with creditor re plan process.
05/30/20	Gregory F. Pesce	0.40	Conference with K&E team re creditor inquiry.
05/31/20	Gregory F. Pesce	0.40	Conference with K&E team re creditor inquiry.
06/02/20	Christopher Hayes	0.30	Telephone conference with lender re RSA matters.
06/02/20	Patrick J. Nash Jr., P.C.	0.30	Review April and May business performance and impact on exit ABL.
06/03/20	Dan Latona	0.50	Telephone conference with AlixPartners team, Company re milestones.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/20	Elizabeth Helen Jones	0.40	Review RSA language re transfers (.3); correspond with C. Hayes re same (.1).
06/04/20	Dan Latona	0.50	Analyze solicitation procedures.
06/15/20	Haroula Gkotsi	1.40	Review and analyze disclosure statement objection and reply precedent.
06/15/20	Christopher Hayes	0.30	Correspond with D. Latona, K&E team re disclosure statement matters (.1); follow-up re same (.2).
06/15/20	Robert Orren	0.60	Correspond with H. Gkotsi disclosure statement reply brief precedent.
06/16/20	Christopher Hayes	0.20	Review, comment re disclosure statement reply precedent (.1); correspond with D. Latona, K&E team re same (.1).
06/17/20	Haroula Gkotsi	0.20	Correspond with C. Hayes, A. McCammon re disclosure statement.
06/17/20	Christopher Hayes	0.40	Correspond with D. Latona, K&E team re disclosure statement updates.
06/21/20	Haroula Gkotsi	7.10	Research re plan treatment issues (3.9); draft analysis re same (3.2).
06/21/20	Christopher Hayes	0.20	Correspond with D. Latona, K&E team, AlixPartners re revised disclosure statement.
06/21/20	Alex McCammon	0.20	Correspond with AlixPartners team re disclosure statement recovery chart.
06/22/20	Haroula Gkotsi	0.40	Correspond with A. McCammon, K&E team re disclosure statement open issues.
06/22/20	Haroula Gkotsi	1.50	Research re plan issues.
06/22/20	Christopher Hayes	2.50	Correspond with D. Latona, K&E team re disclosure statement hearing prep, revised disclosure statement (.5); correspond with D. Latona, UCC counsel re UCC comments to disclosure statement (.2); review, analyze UCC comments re same (.7); telephone conference with Fresenius counsel, D. Latona, K&E team re disclosure statement objection (.5); follow-up re same (.6).
06/22/20	Elizabeth Helen Jones	3.10	Research re plan treatment (2.1); draft summary re same (.7); correspond with C. Hayes re same (.3).
06/22/20	Dan Latona	0.70	Analyze disclosure statement comments (.2); telephone conference with K&E team, Paul Weiss team re disclosure statement (.5).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Alex McCammon	3.50	Analyze Committee comments re disclosure statement (.7); correspond with C. Hayes, D. Latona re same (.3); analyze responses re same (.1); correspond with C. Hayes, D. Latona re claims impairment matters, reply in support of disclosure statement (.2); correspond with A. Hevia re same (.1); telephone conference with Paul Weiss, C. Hayes, D. Latona re disclosure statement (.5); correspond with C. Hayes, K&E team re plan treatment issues (.3); correspond with PJT, AlixPartners, K&E debt finance re responses to Committee comments to disclosure statement (.6); revise disclosure statement re stakeholder comments (.7).
06/22/20	Ruth Mulvihill	1.90	Research re disclosure statement objections, precedent (1.8); correspond with K&E team re same (.1).
06/22/20	Gregory F. Pesce	0.80	Analyze materials re disclosure statement approval process and objections to same.
06/23/20	Ryan Besaw	0.40	Draft template re disclosure statement reply (.3); precedent research re same (.1).
06/23/20	Haroula Gkotsi	3.00	Correspond with A. McCammon, K&E team re open issues research (.2); review and revise disclosure statement (2.8).
06/23/20	Christopher Hayes	2.60	Telephone conference with D. Latona, UCC counsel re disclosure statement comments (.8); follow-up telephone conference with D. Latona, A. McCammon re same (.6); correspond with K&E team, AlixPartners re issues list (.5); follow-up re same (.5); correspond with A. McCammon, K&E team re disclosure statement revisions (.2).
06/23/20	Alex Hevia	0.60	Research and analyze precedent re impairment (.4); correspond with K&E team and A. McCammon re same (.2).
06/23/20	Dan Latona	3.00	Analyze comments re disclosure statement (.7); comment on same (.8); telephone conference with K&E team, Jenner team re same (.9); telephone conference with C. Hayes, A. McCammon re same (.6).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Alex McCammon	5.30	Analyze research re impairment (.1); correspond with C. Hayes, D. Latona, and A. Hevia re same (.4); analyze disclosure statement matters (.3); telephone conference with C. Hayes re plan treatment issues (.1); analyze same (.7); research and analyze procedural issues re same (.9); telephone conference with Jenner, C. Hayes, D. Latona re disclosure statement (.9); telephone conference with C. Hayes, D. Latona re follow-up re same (.4); revise disclosure statement (1.1); review sale documents re treatment of acquired assets, claims re same (.4).
06/23/20	Gregory F. Pesce	1.10	Correspond with K&E team re disclosure statement approval process and objections to same.
06/24/20	Haroula Gkotsi	7.00	Draft disclosure statement reply (.7); review and analyze objections and informal comments received (1.3); review and analyze disclosure statement (1.1); revise same (3.9).
06/24/20	Haroula Gkotsi	0.80	Review and revise disclosure statement.
06/24/20	Christopher Hayes	7.10	Correspond with B. Arnault, K&E team, RLF re committee comments re disclosure statement (.5); telephone conference with RLF, D. Latona re same (.6); correspond with A. McCammon, K&E team re disclosure statement revisions (.2); review, comment re revised disclosure statement (1.4); telephone conference with B. Arnault re disclosure statement reply strategy (.4); analyze opt out disclosure statement objection (1.8); correspond with A. McCammon, B. Arnault re same (.7); review, analyze U.S. Trustee comments re disclosure statement (1.5).
06/24/20	Alex Hevia	0.30	Review and analyze objection to disclosure statement (.2); correspond with C. Hayes and AlixPartners re same (.1).
06/24/20	Dilen Kumar	1.50	Draft revised language re disclosure statement.
06/24/20	Dan Latona	1.30	Telephone conference with K&E team, RLF team re disclosure statement hearing. (.6); analyze comments re disclosure statement (.7).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Alex McCammon	9.00	Revise disclosure statement re stakeholder comments (3.5); correspond with C. Hayes, H. Gkotsi re same, reply (.2); telephone conference with C. Hayes, D. Latona, RLF re disclosure statement issues (.6); correspond with S. Toth, D. Kumar re asset purchase agreement schedules re disclosure (.3); review and analyze opt out plaintiffs objection (.3); correspond with C. Hayes re plan treatment issues (.2); correspond with H. Gkotsi re revising disclosure statement (.2); analyze objections to disclosure statements (.9); revise disclosure statement re same (2.6); correspond with C. Hayes re same (.2).
06/24/20	Conor P. McNamara	0.20	Review, analyze plan and disclosure statement re plan supplement timing.
06/24/20	Patrick J. Nash Jr., P.C.	0.10	Analyze correspondence from attorney for certain equity holders re ABL proposals.
06/24/20	Gregory F. Pesce	0.60	Correspond with K&E team re disclosure statement approval process and objections to same.
06/25/20	Haroula Gkotsi	0.70	Review and revise disclosure statement.
06/25/20	Haroula Gkotsi	7.60	Research re issues raised by objections and informal comments received (3.9); draft analysis re same (3.7).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Christopher Hayes	9.40	Correspond with A. McCammon, K&E team re U.S. Trustee disclosure statement comments (.3); review, comment re revised disclosure statement (1.5); correspond with D. Latona, K&E team re same (.3); telephone conference with D. Latona re same (.3); telephone conference with Company re same (.3); correspond with UCC, other stakeholders re disclosure statement revisions (.5); review, analyze research re disclosure statement issues (1.2); review, analyze UCC comments to disclosure statement, solicitation procedures (1.4); telephone conference with A. McCammon, K&E team, co-counsel re MDL considerations re disclosure statement (.3); telephone conference with A. McCammon, K&E team, RLF, U.S. Trustee re comments (.7); telephone conference with UCC counsel re disclosure statement issues (.7); follow-up telephone conference with D. Latona, K&E team re same, next steps (.3); telephone conference, correspond with A. McCammon, KCC re solicitation (.3); review, analyze precedent re same (1.3).
06/25/20	Alex Hevia	6.20	Draft disclosure statement reply (3.9); revise same (.3); correspond with C. Hayes, A. McCammon, and K&E team re same (.2); research and analyze case law re same (1.8).
06/25/20	Dilen Kumar	0.30	Telephone conference with A. McCammon re disclosure statement.
06/25/20	Dan Latona	1.00	Telephone conference with K&E team, Polsinelli team re disclosure statement (.7); telephone conference with C. Hayes, A. McCammon re same (.3).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/20	Alex McCammon	10.90	Research precedent disclosure statements re various matters (.9); correspond with C. Hayes, K&E team re same (.3); correspond with RLF team re U.S. Trustee comments (.2); analyze issues re comments to disclosure statement (2.6); revise same (2.8); telephone conference with Company, Polsinelli, C. Hayes, D. Latona re MDL litigation (.3); telephone conference with C. Hayes, RLF, U.S. Trustee re comments to disclosure statement (.6); prepare for telephone conference with Jenner re same (.3); telephone conference with Jenner re same (.6); telephone conference with C. Hayes and D. Latona re follow-up re same (.3); revise chapter 11 plan (1.0); telephone conference with L. Scott re solicitation procedures, logistics (.7); telephone conference with C. Hayes re follow-up re same, works-in-process, next steps (.3).
06/25/20	Ruth Mulvihill	4.80	Research re solicitation procedures (1.3); correspond with K&E team re same (.1); research re claims bar date (.7); correspond with K&E team re same (.1); revise disclosure statement motion re same (.2); revise disclosure statement motion, order re UCC comments (2.4).
06/25/20	Patrick J. Nash Jr., P.C.	1.90	Analyze disclosure statement objections (1.4); correspond with K&E team re response to same (.5).
06/25/20	Gregory F. Pesce	0.60	Correspond with K&E team re disclosure statement approval process and objections to same.
06/26/20	Bill Arnault	2.30	Participate in telephone conference with counsel for Fresenius re disclosure statement (.2); participate in telephone conference with C. Hayes and D. Latona re same (.2); correspond with C. Hayes and Cravath re disclosure statement objections (.7); review and summarize Fresenius disclosure statement objection (1.2).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Haroula Gkotsi	8.00	Telephone conference with A. Hevia re disclosure statement reply (.2); review and revise disclosure statement reply (.5); review and analyze disclosure statement objections filed (3.0); draft resolution tracker (2.5); research re issues raised by objections and informal comments (1.8).
06/26/20	Christopher Hayes	7.70	Review, comment re revised disclosure statement order (1.1); correspond with A. McCammon, K&E team re same (.3); review, comment re procedures (1.0); correspond with A. McCammon, K&E team re same (.2); telephone conference and correspond with UCC counsel re disclosure statement (.2); review, comment re revised disclosure statement (1.0); correspond with D. Latona, K&E team re same (.3); telephone conference with Fresenius counsel re disclosure statement (.3); follow-up telephone conference with A. McCammon, D. Latona, B. Arnault re same (.2); review, analyze Fresenius objection (.9); telephone conference with GDC re disclosure statement issues (.3); draft outline re reply (1.2); correspond with B. Arnault, K&E team re same, next steps (.3); telephone conference with UCC re settlement (.2); telephone conference with G. Pesce re strategic considerations re same (.2).
06/26/20	Alex Hevia	2.80	Correspond and conference with H. Gkotsi, C. Hayes, and A. McCammon re disclosure statement reply (.7); research and analyze case law re same (1.1); draft disclosure statement reply (1.0).
06/26/20	Dilen Kumar	0.40	Correspond with A. McCammon re inquiries re disclosure statement.
06/26/20	Dan Latona	0.60	Telephone conference with K&E team, Paul, Weiss re disclosure statement (.3); analyze objection re same (.3).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Alex McCammon	8.20	Review and revise disclosure statement (3.2); correspond with AlixPartners, S. Toth, D. Kumar re same (.4); correspond with KCC re solicitation procedures (.2); telephone conference with C. Hayes, Paul Weiss re disclosure statement matters (.2); telephone conference with C. Hayes, B. Arnault re follow-ups re same (.3); correspond with Lowenstein re solicitation matters (.6); correspond with WilmerHale re lender register (.1); telephone conference with lender re solicitation procedures, RSA (.4); analyze objections to disclosure statement (.9); revise chapter 11 plan (1.4); correspond with various parties re disclosure statement, plan, ballots (.5).
06/26/20	Ruth Mulvihill	2.70	Research re resolution event precedent (.8); correspond with H. Gkotsi re same (.2); revise disclosure statement motion, solicitation procedures (1.5); correspond with K&E team re same (.2).
06/26/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with GD re status of disclosure statement objections.
06/26/20	Gregory F. Pesce	0.80	Review and analyze materials re disclosure statement approval process and objections to same.
06/27/20	Bill Arnault	0.40	Review and analyze disclosure statement reply.
06/27/20	Haroula Gkotsi	8.50	Review and analyze objections (1.5); draft resolution tracker (2.6); review and revise resolution tracker (2.4); research re issues raised by objections and informal comments (2.0).
06/27/20	Haroula Gkotsi	0.40	Draft resolution tracker.
06/27/20	Christopher Hayes	1.80	Telephone conference and correspond with UCC counsel re disclosure statement issues (.3); correspond with lender counsel re same (.5); conduct follow-up re same (.4); correspond with B. Arnault, K&E team re disclosure statement reply considerations (.3); analyze issues re same (.3).
06/27/20	Alex McCammon	5.30	Review and revise reply in support of disclosure statement (3.6); research case law and precedents re same (1.7).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/20	Jenna Marie Stupar	0.20	Review and analyze issues re disclosure statement.
06/28/20	Haroula Gkotsi	9.00	Review and analyze resolution chart (.6); revise same (3.9); review and analyze objections and informal comments received re same (2.3); research re issues raised by objections and informal comments (2.2).
06/28/20	Christopher Hayes	3.00	Review, revise disclosure statement reply (1.9); correspond with A. McCammon, K&E team re same (.5); analyze issues re same (.6).
06/28/20	Alex McCammon	3.30	Revise reply in support of disclosure statement.
06/28/20	Patrick J. Nash Jr., P.C.	0.90	Telephone conference with Cravath and J. Bonaccorsi re opt out plaintiffs and potential settlement (.4); telephone conference with C. Steege re disclosure statement hearing and case status (.4); correspond with J. Clarke re latest settlement demand from opt out attorney (.1).
06/29/20	Haroula Gkotsi	9.30	Review and analyze resolution chart (1.3); revise same (3.9); review and analyze objections and informal comments received for same (3.9); correspond with C. Hayes re same (.2).
06/29/20	Christopher Hayes	7.60	Review, revise disclosure statement reply (1.5); correspond with K&E team, Company, other stakeholders re same (.3); correspond with K&E team, advisors, other stakeholders re revised disclosure statement (.2); review, comment re disclosure statement objection chart (1.4); review, analyze disclosure statement hearing transcript precedent (1.1); telephone conference with local counsel re disclosure statement hearing strategy (.4); review, comment re revised disclosure statement (1.4); review, comment re revised plan (1.3).
06/29/20	Hannah Kupsky	0.20	Pull disclosure statement hearing transcripts.
06/29/20	Dan Latona	0.50	Analyze disclosure statement reply.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Alex McCammon	7.30	Review and revise reply in support of disclosure statement (5.7); correspond with H. Gkotsi re same (.2); review and comment on objection response summary chart (.6); correspond with KCC team re solicitation procedures (.1); correspond with A. Hevia, K&E team re contested disclosure statement hearings (.3); correspond with AlixPartners team re disclosure statement recovery chart (.4).
06/29/20	Ruth Mulvihill	2.70	Review, revise disclosure statement motion, solicitation procedures re objections (1.8); revise proposed disclosure statement order re same (.8); correspond with K&E team re same (.1).
06/29/20	Robert Orren	0.40	Retrieve disclosure statement hearing transcript precedent.
06/29/20	Gregory F. Pesce	0.60	Telephone conference with K&E team re disclosure statement hearing.
06/29/20	Jenna Marie Stupar	1.00	Review and analyze issues re disclosure statement hearing.
06/30/20	Haroula Gkotsi	3.20	Review and analyze disclosure statement reply (.9); review and analyze disclosure statement revisions (1.0); draft disclosure statement hearing talking points (1.3).
06/30/20	Haroula Gkotsi	3.20	Draft disclosure statement hearing talking points.
06/30/20	Haroula Gkotsi	2.60	Review and analyze disclosure statement reply (1.0); review and revise resolution chart (1.6).
06/30/20	Susan D. Golden	1.00	Coordinate publication of disclosure statement notice (.6); correspond with A. Miller, R. Mulvihill and K&E team re same (.4).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Christopher Hayes	5.50	Review, revise reply (1.4); correspond with Company, A. McCammon, K&E team re same (.3); finalize same for filing (.5); review, comment re Fresenius disclosure statement language (.3); correspond with Fresenius counsel, Company, P. Nash, K&E team re same (.2); review, finalize amended plan, disclosure statement, disclosure statement order for filing (1.3); review, comment re motion for leave (.6); correspond with A. McCammon, K&E team re solicitation planning (.3); telephone conference with Company re disclosure statement revisions re Fresenius (.3); review notes in prep for hearing (.3).
06/30/20	Alex Hevia	0.30	Correspond with KCC and A. McCammon re solicitation procedures (.2); review and analyze solicitation requirements (.1).
06/30/20	Dan Latona	0.50	Analyze disclosure statement reply.
06/30/20	Alex McCammon	5.60	Review and revise reply in support of disclosure statement (2.1); revise plan (.5); revise disclosure statement (1.5); correspond with Company re same (.3); correspond with RLF re filing reply (.2); correspond with C. Hayes, K&E team re solicitation launch preparations (.3); analyze issues re same (.5); correspond with Obermayer re objection to disclosure statement (.2).
06/30/20	Ruth Mulvihill	2.30	Review, revise disclosure statement motion (.1); draft, revise talking points re disclosure statement motion objections (1.1); research re pharmaceutical trade publications re publication notice (.7); correspond with K&E team re same (.2); correspond with library services re same (.1); correspond with Company, FTI re same (.1).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010070704
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Patrick J. Nash Jr., P.C.	3.20	Analyze Fresenius objection to disclosure statement (1.3); analyze MDL plaintiffs objection to disclosure statement (.4); analyze opt-out plaintiffs objection re disclosure statement (.3); analyze omnibus reply in support of disclosure statement approval in preparation of filing (.8); correspond with counsel to equity re disclosure statement (.2); review and analyze correspondence from PJT re banker to Equity requesting audience (.1); prepare response to banker to equity (.1).
06/30/20	Gregory F. Pesce	0.60	Telephone conference with K&E team re disclosure statement hearing.
06/30/20	Jenna Marie Stupar	1.00	Review and analyze issues re disclosure statement hearing.
Total		305.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070694
Client Matter: 14581-55

In the Matter of Regulatory Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 36,932.50

Total legal services rendered

\$ 36,932.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Regulatory Matters

Invoice Number: 1010070694
Matter Number: 14581-55

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marin Boney	1.80	1,165.00	2,097.00
Katie Drummonds	0.20	925.00	185.00
Christopher Hayes	0.30	1,135.00	340.50
Carla A.R. Hine	7.40	1,165.00	8,621.00
Donna H. Ni	7.90	610.00	4,819.00
Enid Qin	5.70	610.00	3,477.00
Carleigh Trappe Rodriguez	12.00	1,135.00	13,620.00
Adrianna Ryba	9.80	385.00	3,773.00
TOTALS	45.10		\$ 36,932.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Regulatory Matters

Invoice Number: 1010070694
Matter Number: 14581-55

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Donna H. Ni	1.50	Correspond with C. Rodriguez re permit transfers (.5); review and revise general information notice for Somerset (.5); draft correspondence for client re general information notices (.5).
05/20/20	Carleigh Trappe Rodriguez	1.50	Review and comment on ISRA notices (1.3); correspondence re ISRA disclosures (.2).
05/20/20	Adrianna Ryba	3.50	Correspond re Hart-Scott-Rodino filing (1.5); draft Hart-Scott-Rodino information (2).
05/21/20	Marin Boney	0.20	Draft compliance report.
05/21/20	Marin Boney	0.20	Correspond with HSR and K&E team re HSR process.
05/21/20	Donna H. Ni	1.00	Correspond with Amityville and Decatur agencies re permit transfers (.5); correspond with C. Rodriguez re same (.5).
05/22/20	Marin Boney	0.20	Finalize and submit compliance report.
05/22/20	Carla A.R. Hine	0.50	Prepare HSR notification.
05/22/20	Enid Qin	5.00	Draft 8-K disclosing delisting, entry into asset purchase agreement and DIP credit agreement and first day motions (4.0); coordinate with printer to upload 8-K and exhibits (1.0).
05/26/20	Carleigh Trappe Rodriguez	0.50	Analyze ISRA general information notices and correspond with K&E team re same.
05/26/20	Adrianna Ryba	0.50	Correspond re Hart-Scott-Rodino filing (.2); organize DMS (.3).
05/27/20	Carla A.R. Hine	0.20	Prepare HSR notification.
05/27/20	Donna H. Ni	0.70	Correspond with Suffolk County re permit transfer process (.5); correspond with C. Rodriguez re same (.2).
05/27/20	Carleigh Trappe Rodriguez	1.20	Correspond with K&E team re ISRA notices (.5); correspondence re environmental permit transfers (.7).
05/28/20	Carla A.R. Hine	0.50	Prepare HSR notification.
05/28/20	Carleigh Trappe Rodriguez	1.40	Correspond with K&E team re ISRA notices and landlord questions re same.
05/28/20	Adrianna Ryba	0.20	Correspond with K&E team re Hart-Scott-Rodino filing form.
05/29/20	Marin Boney	0.40	Telephone conference with C. Higgs and J. Bowles re HSR filing and diligence issues.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Regulatory Matters

Invoice Number: 1010070694
Matter Number: 14581-55

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/20	Carla A.R. Hine	0.50	Prepare HSR notification.
05/29/20	Carleigh Trappe Rodriguez	1.10	Analyze correspondence re ISRA notices and consultant.
06/01/20	Donna H. Ni	0.50	Prepare for and participate in telephone conference with Company re lease agreement provisions and New Jersey Industrial Site Recovery Act.
06/01/20	Enid Qin	0.70	Telephone conference re reporting obligations with Company (.2); draft monthly report 8-K (.5).
06/01/20	Carleigh Trappe Rodriguez	0.50	Prepare for and participate in telephone conference with client, K&E team and landlord re lease questions (.4); correspondence re ISRA consultant (.1).
06/02/20	Carla A.R. Hine	1.50	Prepare Hart-Scott-Rodino notification.
06/02/20	Carleigh Trappe Rodriguez	0.40	Review correspondence re ISRA LSRP retention.
06/02/20	Adrianna Ryba	2.50	Draft Hart-Scott-Rodino form.
06/03/20	Carla A.R. Hine	2.00	Prepare Hart-Scott-Rodino notification.
06/03/20	Adrianna Ryba	1.00	Correspond re Hart-Scott-Rodino filing form (.2); revise same (.8).
06/04/20	Carla A.R. Hine	2.00	Prepare Hart-Scott-Rodino notification.
06/04/20	Donna H. Ni	1.00	Draft and revise permit transfer notices re Decatur and Amityville.
06/04/20	Carleigh Trappe Rodriguez	0.30	Review correspondence re NJ LSRP proposals.
06/04/20	Adrianna Ryba	1.20	Correspond re Hart-Scott-Rodino filing form (.2); update and file same (.8); sanitize, OCR and label exhibits (.1); prepare zip (.1).
06/05/20	Donna H. Ni	1.00	Review and summarize consultant proposals re New Jersey Industrial Site Recovery Act support (.7); correspond with C. Rodriguez re same (.3).
06/05/20	Carleigh Trappe Rodriguez	0.30	Review summary re NJ LSRP proposals (.2); correspond re same (.1).
06/05/20	Adrianna Ryba	0.50	Analyze documents re regulatory matters (.1); correspond with K&E team re same (.1); update Hart-Scott-Rodino Relativity database (.3).
06/07/20	Carleigh Trappe Rodriguez	0.40	Review and comment on summary re NJ LSRP proposals (.2); correspond re same (.2).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Regulatory Matters

Invoice Number: 1010070694
Matter Number: 14581-55

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Donna H. Ni	1.00	Correspond with New Jersey counsel and C. Rodriguez re consultant retention.
06/08/20	Carleigh Trappe Rodriguez	0.30	Analyze correspondence re NJ LSRP proposals.
06/09/20	Christopher Hayes	0.10	Correspond with D. Latona, R. Mulvihill, K&E team re outreach re regulatory fee.
06/11/20	Christopher Hayes	0.20	Correspond with Company, D. Latona, K&E team re responses re regulatory matters.
06/17/20	Carla A.R. Hine	0.20	Correspond with K&E team re notice of early termination of Hart-Scott-Rodino waiting period.
06/18/20	Adrianna Ryba	0.20	Correspond with K&E team re early termination (.1); update Hart-Scott-Rodino Relativity database (.1).
06/19/20	Marin Boney	0.20	Draft compliance report.
06/19/20	Marin Boney	0.20	Draft annual compliance report.
06/19/20	Carleigh Trappe Rodriguez	0.90	Review and comment on revised Langan proposal and terms and conditions.
06/22/20	Marin Boney	0.20	Submit FTC compliance report.
06/22/20	Marin Boney	0.20	Submit FTC compliance report.
06/22/20	Carleigh Trappe Rodriguez	0.20	Correspondence re NJ LSRP terms and conditions.
06/23/20	Carleigh Trappe Rodriguez	0.80	Prepare for and participate in telephone conferences with K&E team re Langan terms and conditions (.6); analyze correspondence re Langan terms and conditions (.2).
06/24/20	Carleigh Trappe Rodriguez	0.20	Analyze correspondence re Langan proposal.
06/24/20	Adrianna Ryba	0.20	Correspond with K&E team re early termination (.1); revise Hart-Scott-Rodino Relativity database (.1).
06/25/20	Donna H. Ni	0.50	Draft and review Langan retention letter (.4); correspond with A. McGrath re same (.1).
06/25/20	Carleigh Trappe Rodriguez	1.00	Analyze correspondence re NJ LSRP and subsidiaries.
06/26/20	Donna H. Ni	0.20	Revise Langan retention letter (.1); correspond with C. Rodriguez re same (.1).
06/26/20	Carleigh Trappe Rodriguez	0.20	Telephone conference with buyer's counsel re NJ LSRP.
06/29/20	Donna H. Ni	0.30	Correspond with Akorn and C. Rodriguez re retention letter.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Regulatory Matters

Invoice Number: 1010070694
 Matter Number: 14581-55

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Carleigh Trappe Rodriguez	0.50	Review and comment on Langan retention letter (.3); correspond with K&E team re Langan retention (.2).
06/30/20	Katie Drummonds	0.20	Analyze potential antitrust overlap issues between Company and competitors.
06/30/20	Donna H. Ni	0.20	Correspond with Akorn and C. Rodriguez re client contact information for consultant retention letter.
06/30/20	Carleigh Trappe Rodriguez	0.30	Correspond with K&E team re Langan engagement.
Total		45.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070705
Client Matter: 14581-56

In the Matter of K&E Retention and Fee Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 35,518.50

Total legal services rendered

\$ 35,518.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
K&E Retention and Fee Matters

Invoice Number: 1010070705
Matter Number: 14581-56

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John Ackerman	10.90	265.00	2,888.50
Michael Y. Chan	5.50	265.00	1,457.50
Haroula Gkotsi	1.20	610.00	732.00
Susan D. Golden	1.50	1,175.00	1,762.50
Christopher Hayes	4.70	1,135.00	5,334.50
Alex Hevia	0.10	740.00	74.00
Elizabeth Helen Jones	0.60	610.00	366.00
Jane A. Komsky	1.10	740.00	814.00
Dan Latona	0.90	965.00	868.50
Alex McCammon	14.20	845.00	11,999.00
Conor P. McNamara	1.30	740.00	962.00
Ruth Mulvihill	2.60	610.00	1,586.00
Patrick J. Nash Jr., P.C.	1.40	1,635.00	2,289.00
Eric Nyberg	1.00	265.00	265.00
Robert Orren	1.20	445.00	534.00
Kimberly Pageau	1.10	740.00	814.00
Sam G. Rose	0.30	725.00	217.50
Elaine Santucci	2.20	395.00	869.00
Jenna Marie Stupar	1.00	970.00	970.00
Amy Zayed	2.70	265.00	715.50
TOTALS	55.50		\$ 35,518.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
K&E Retention and Fee Matters

Invoice Number: 1010070705
Matter Number: 14581-56

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	John Ackerman	6.70	Organize and prepare parties re conflicts search (4.0); analyze disclosure re same (2.7).
05/20/20	Alex McCammon	0.40	Review and revise K&E retention application.
05/21/20	John Ackerman	4.20	Analyze disclosure of creditors, entities submitted as contract counterparties.
05/21/20	Alex McCammon	0.80	Draft and revise memorandum re postpetition timekeeping (.7); correspond with K&E team re same (.1).
05/21/20	Sam G. Rose	0.30	Correspond with J. Stupar re conflicts (.1); correspond with K&E business intake re same (.2).
05/21/20	Elaine Santucci	2.20	Research and analyze disclosure of creditors in preparation for disclosure filing.
05/21/20	Amy Zayed	2.70	Analyze disclosure of creditors, entities.
05/22/20	Michael Y. Chan	3.00	Draft schedules 1 & 2 re declaration (1.5); analyze conflicts replies (1.5).
05/22/20	Alex McCammon	0.30	Correspond with M. Chan and K&E team re K&E retention application.
05/22/20	Eric Nyberg	1.00	Draft and correspond with K&E team re contact correspondence.
05/22/20	Jenna Marie Stupar	0.50	Review and analyze conflicts issues.
05/23/20	Michael Y. Chan	1.00	Analyze conflicts correspondence.
05/25/20	Alex McCammon	2.30	Review and analyze work estimates re chapter 11 case (1.5); draft summary re same (.8).
05/26/20	Michael Y. Chan	1.50	Review conflicts correspondence.
05/26/20	Alex McCammon	0.40	Review and revise K&E retention application.
05/26/20	Jenna Marie Stupar	0.50	Review and analyze issues re conflicts.
05/27/20	Christopher Hayes	0.50	Review, comment on budget and staffing plan (.3); correspond with D. Latona, A. McCammon re same (.2).
05/27/20	Dan Latona	0.20	Comment on budget and staffing estimates.
05/27/20	Alex McCammon	2.30	Review and revise budget and staffing estimates (1.8); revise retention application (.5).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
K&E Retention and Fee Matters

Invoice Number: 1010070705
Matter Number: 14581-56

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Christopher Hayes	2.10	Review, comment on K&E retention application (1.4); correspond with D. Latona, A. McCammon, K&E team re same (.4); telephone conference and correspond with Company re budget and staffing plan (.3).
05/28/20	Alex McCammon	3.00	Review and revise budget and staffing memorandum (.7); revise K&E retention application (2.3).
05/28/20	Patrick J. Nash Jr., P.C.	1.30	Review, analyze U.S. Trustee budget and staffing plan (.3); review, analyze K&E retention application (.3); review, analyze Nash declaration (.5); review, analyze proposed K&E retention order (.1); review, analyze Bonaccorsi declaration (.1).
05/29/20	Christopher Hayes	0.10	Correspond with Company re budget and staffing plan.
05/31/20	Jane A. Komsky	0.50	Analyze interim compensation motion (.4); correspond with M. Mulvihill re same (.1).
05/31/20	Ruth Mulvihill	0.90	Revise interim compensation motion.
06/01/20	Susan D. Golden	1.00	Review and revise K&E retention application.
06/01/20	Christopher Hayes	0.20	Correspond with S. Golden, K&E team re retention app (.1); follow-up re same (.1).
06/01/20	Christopher Hayes	0.10	Analyze interim compensation motion.
06/01/20	Alex McCammon	0.30	Revise K&E retention application.
06/02/20	Christopher Hayes	0.50	Correspond with K&E team re retention app, revisions re same.
06/02/20	Dan Latona	0.70	Comment on motion re interim compensation.
06/02/20	Alex McCammon	1.00	Correspond with M. Chan, K&E conflicts team re screens (.5); revise retention application and related documents (.1); review and analyze Pillowtex case re disclosure obligations (.3); correspond with C. Hayes and D. Latona re same (.1).
06/03/20	Alex McCammon	1.60	Review and revise K&E retention application (.7); prepare filing version of same (.5); correspond with P. Nash re same (.1); correspond with RLF, KCC re filing and service of same (.3).
06/03/20	Ruth Mulvihill	0.60	Revise interim compensation motion (.2); correspond with K&E team re same (.1); prepare filing version of interim compensation motion (.3).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1010070705
 Matter Number: 14581-56

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Robert Orren	1.20	Prepare for filing K&E retention application (.8); distribute same to RLF (.2); correspond with K&E team re same (.2).
06/04/20	Christopher Hayes	0.10	Correspond with A. Spear re fee matters.
06/09/20	Christopher Hayes	0.40	Review, analyze K&E fee matters.
06/16/20	Christopher Hayes	0.70	Correspond with C. Mendoza, K&E team re fee application review (.3); review, revise invoice for compliance with U.S. Trustee guidelines, privilege and confidentiality (.4).
06/17/20	Susan D. Golden	0.50	Review U.S. Trustee comments re K&E retention application (.4); correspond with A. McCammon re same (.1).
06/17/20	Alex McCammon	1.00	Review and analyze U.S. Trustee comments re K&E retention application and order (.5); correspond with C. Hayes, S. Golden, D. Latona, K&E team re same (.3); prepare responses re same (.2).
06/19/20	Alex Hevia	0.10	Analyze K&E fee statement re U.S. Trustee guidelines.
06/19/20	Alex McCammon	0.10	Revise proposed order re K&E retention.
06/19/20	Patrick J. Nash Jr., P.C.	0.10	Review revised declaration re K&E retention application to resolve U.S. Trustee issue.
06/20/20	Conor P. McNamara	0.80	Review, comment on K&E fee statement re privilege and compliance with U.S. Trustee guidelines.
06/21/20	Elizabeth Helen Jones	0.40	Review May fee statement for compliance with U.S. Trustee guidelines (.2); revise re same (.2).
06/22/20	Haroula Gkotsi	1.20	Review and revise K&E May fee statement re privilege, confidentiality and compliance with U.S. Trustee guidelines.
06/22/20	Jane A. Komsky	0.60	Review, revise fee statement re U.S. Trustee guidelines, confidentiality, privilege.
06/22/20	Alex McCammon	0.70	Review and revise K&E fee statement re privilege, confidentiality and compliance with U.S. Trustee guidelines.
06/22/20	Ruth Mulvihill	0.80	Review May fee statement re compliance with U.S. Trustee guidelines and privilege.
06/22/20	Kimberly Pageau	1.10	Review and revise K&E fee statements for privilege and compliance with U.S. Trustee guidelines.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1010070705
 Matter Number: 14581-56

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/20	Conor P. McNamara	0.50	Review, comment on fee statement re privilege and compliance with U.S. Trustee guidelines.
06/30/20	Elizabeth Helen Jones	0.20	Revise May fee statement for compliance with U.S. Trustee guidelines.
06/30/20	Ruth Mulvihill	0.30	Review fee statement invoice re privilege.
Total		55.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070699
Client Matter: 14581-57

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 54,638.00

Total legal services rendered

\$ 54,638.00

Legal Services for the Period Ending June 30, 2020

Invoice Number:

1010070699

Akorn, Inc.

Matter Number:

14581-57

Non-K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.80	1,175.00	940.00
Christopher Hayes	6.40	1,135.00	7,264.00
Alex Hevia	4.30	740.00	3,182.00
Elizabeth Helen Jones	6.80	610.00	4,148.00
Jane A. Komsky	18.50	740.00	13,690.00
Dan Latona	7.60	965.00	7,334.00
Alex McCammon	0.40	845.00	338.00
Annie McGrath	2.00	275.00	550.00
Conor P. McNamara	1.50	740.00	1,110.00
Ruth Mulvihill	1.80	610.00	1,098.00
Patrick J. Nash Jr., P.C.	0.40	1,635.00	654.00
Robert Orren	7.00	445.00	3,115.00
Kimberly Pageau	8.10	740.00	5,994.00
Carleigh Trappe Rodriguez	4.60	1,135.00	5,221.00
TOTALS	70.20		\$ 54,638.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1010070699
Matter Number: 14581-57

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Robert Orren	0.50	Draft declaration re Grant Thornton retention (.4); correspond with K. Pageau re same (.1).
05/26/20	Kimberly Pageau	1.20	Review, revise Grant Thornton retention declaration (.6); review and revise Grant Thornton retention application (.6).
05/27/20	Alex Hevia	1.60	Review and revise AlixPartners retention application (1.5); correspond with D. Latona and AlixPartners re same (.1).
05/27/20	Elizabeth Helen Jones	0.80	Revise KCC section 327 retention application (.7); correspond with D. Latona re same (.1).
05/27/20	Jane A. Komsky	2.90	Review, revise ordinary course professionals motion (1.8); analyze precedent re same (.5); correspond with AlixPartners re ordinary course professionals motion (.4); correspond with D. Latona re same (.2).
05/27/20	Dan Latona	1.30	Comment on AlixPartners retention application (.7); comment on PJT retention application (.6).
05/27/20	Conor P. McNamara	0.70	Review, revise PJT retention application.
05/27/20	Ruth Mulvihill	1.30	Revise interim compensation motion re updates (1.2); correspond with J. Komsky, D. Latona re same (.1).
05/28/20	Christopher Hayes	0.10	Correspond with D. Latona, K&E team re status of professional retention applications.
05/28/20	Alex Hevia	0.10	Review and revise AlixPartners retention application.
05/28/20	Jane A. Komsky	3.40	Review, revise ordinary course professionals motion (2.9); correspond with D. Latona re same (.2); correspond with AlixPartners re same (.3).
05/28/20	Dan Latona	2.00	Comment on Grant Thornton retention application (1.6); comment on motion re ordinary course professionals (.4).
05/28/20	Kimberly Pageau	1.40	Review, revise Grant Thornton retention application (1.1); correspond with K&E team, Grant Thornton team re same (.3).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1010070699
Matter Number: 14581-57

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/20	Christopher Hayes	2.50	Review, comment re AlixPartners retention application (.4); review, comment re PJT retention application (.5); review, comment re Grant Thornton retention application (.6); correspond with D. Latona, K&E team re same (.1); review, comment re ordinary course professionals motion (.5); review, comment re interim compensation motion (.4).
05/29/20	Alex Hevia	0.30	Review and revise AlixPartners retention application.
05/29/20	Kimberly Pageau	1.30	Review, revise Grant Thornton retention application (1.0); correspond with K&E, Grant Thornton teams re same (.3).
05/31/20	Jane A. Komsky	1.90	Review, revise ordinary course professionals motion (1.2); analyze precedent re same (.4); correspond with AlixPartners, Grant Thornton teams re ordinary course professionals motion (.3).
05/31/20	Kimberly Pageau	0.60	Review, revise Grant Thornton retention application (.4); correspond with K&E team, Grant Thornton team re same (.2).
06/01/20	Susan D. Golden	0.50	Review and revise ordinary course professionals motion.
06/01/20	Christopher Hayes	0.10	Analyze ordinary course professionals motion.
06/01/20	Elizabeth Helen Jones	0.60	Revise KCC administrative agent retention application (.3); correspond with D. Latona, KCC re same (.3).
06/01/20	Jane A. Komsky	2.20	Review, revise ordinary course professionals motion exhibit (1.4); correspond with D. Latona re same (.2); correspond with S. Golden re same (.1); review, revise same (.3); correspond with RLF re ordinary course professionals motion (.1); correspond with lenders re same (.1).
06/01/20	Patrick J. Nash Jr., P.C.	0.30	Review bar date motion in prep filing (.1); review interim compensation motion in prep filing (.1); review ordinary course professionals motion in prep filing (.1).
06/02/20	Susan D. Golden	0.30	Correspond with E. Jones re KCC 327(a) retention application.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1010070699
Matter Number: 14581-57

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Christopher Hayes	0.40	Correspond with RLF, D. Latona re retention application status (.2); follow-up re same (.2).
06/02/20	Alex Hevia	1.10	Review and revise Alix retention application (.6); review and revise RLF retention application (.3); review and revise Cravath retention application (.2).
06/02/20	Elizabeth Helen Jones	0.70	Correspond with KCC re order language (.3); correspond with S. Golden re same (.2); research precedent administrative agent retention orders (.2).
06/02/20	Jane A. Komsky	0.80	Correspond with Company, K&E team, Grant Thornton, Alix re ordinary course professionals motion (.4); revise ordinary course professionals motion re RLF comments (.4).
06/02/20	Dan Latona	1.40	Comment on motion re ordinary course professionals.
06/02/20	Conor P. McNamara	0.80	Review, revise PJT retention application.
06/02/20	Ruth Mulvihill	0.30	Revise interim compensation motion.
06/02/20	Patrick J. Nash Jr., P.C.	0.10	Analyze Greenhill invoice.
06/02/20	Kimberly Pageau	1.10	Review, revise Grant Thornton retention application and correspond with Grant Thornton, K&E team re same.
06/03/20	Christopher Hayes	2.10	Correspond with Company, D. Latona, K&E team re administrative motions, fee applications (.5); review, finalize pleadings for filing (.7); coordinate filing and service of same (.9).
06/03/20	Alex Hevia	1.20	Review and revise Alix retention application (.9); correspond with A. McCammon and K&E team re same (.3).
06/03/20	Elizabeth Helen Jones	0.70	Correspond with KCC re administrative agent application (.3); prepare same for filing (.4).
06/03/20	Jane A. Komsky	0.90	Review, revise ordinary course professionals motion re filing (.7); correspond with K&E team re same (.2).
06/03/20	Dan Latona	0.50	Analyze retention applications re filing.
06/03/20	Alex McCammon	0.10	Correspond with K. Pageau re Grant Thornton retention application.
06/03/20	Alex McCammon	0.30	Correspond with E. Jones, H. Gkotsi, K&E team re second day motions.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1010070699
 Matter Number: 14581-57

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Robert Orren	3.20	Prepare second day motions for attorney review (2.8); correspond with D. Latona and C. Hayes re same (.4).
06/03/20	Robert Orren	3.30	Prepare for filing Alix, KCC, Grant Thornton, PJT, interim compensation and ordinary course professionals retention applications and motions (2.5); correspond with RLF re same (.4); correspond with K&E team re same (.4).
06/03/20	Kimberly Pageau	2.50	Review, revise Grant Thornton application and prepare for filing re same.
06/05/20	Jane A. Komsky	0.30	Correspond with RLF re ordinary course professionals declaration (.1); analyze same (.2).
06/08/20	Christopher Hayes	0.20	Correspond with Company, D. Latona, K&E team re ordinary course professionals matters.
06/08/20	Elizabeth Helen Jones	0.30	Correspond with Company re Gibson Dunn invoice.
06/09/20	Christopher Hayes	0.20	Correspond with Company, K&E team re ordinary course professionals considerations.
06/10/20	Carleigh Trappe Rodriguez	2.40	Review and summarize NJ LSRP proposals (1.2); correspond with K&E team re same (1.2).
06/14/20	Carleigh Trappe Rodriguez	2.20	Review and comment on Langan's terms and conditions re NJ LSRP proposal.
06/15/20	Jane A. Komsky	0.40	Correspond with D. Latona re declaration of disinterestedness (.2); correspond with Company re same (.2).
06/16/20	Elizabeth Helen Jones	0.10	Correspond with Company re payment of lender fees.
06/17/20	Jane A. Komsky	1.30	Correspond with Alix re UST comments to ordinary course professionals motion (.4); review, analyze same (.4); review, revise same (.5).
06/18/20	Jane A. Komsky	1.80	Review committee comments re OCP motion (.3); review precedent re order language (9); revise order re same (.2); correspond with C. Hayes, D. Latona re same (.4).
06/19/20	Christopher Hayes	0.50	Correspond with D. Latona, K&E team re comments to ordinary course professionals motion (.2); telephone conference with D. Latona, Alix re same (.3).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1010070699
Matter Number: 14581-57

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Jane A. Komsky	0.80	Analyze ordinary course professionals orders re reservation of rights (.6); correspond with D. Latona, C. Hayes re same (.2).
06/19/20	Dan Latona	0.50	Telephone conference with C. Hayes, Alix team re ordinary course professionals (.3); correspond with Company re same (.2).
06/22/20	Christopher Hayes	0.10	Correspond with E. Jones, K&E team re PwC retention considerations.
06/22/20	Elizabeth Helen Jones	0.30	Telephone conference with PwC re retention application.
06/22/20	Dan Latona	0.20	Telephone conference with E. Jones, PwC re retention.
06/22/20	Ruth Mulvihill	0.20	Correspond with D. Latona, Company re creditor litigation invoice.
06/23/20	Christopher Hayes	0.20	Correspond with K&E team, Company, Alix re ordinary course professionals retention considerations.
06/23/20	Jane A. Komsky	1.10	Correspond with D. Latona, FTI re ordinary course professionals declaration (.1); prepare same for filing (.2); review, analyze declaration of disinterestedness (.4); correspond with D. Latona, Company, Alix re same (.4).
06/24/20	Elizabeth Helen Jones	0.30	Draft PwC retention application.
06/25/20	Elizabeth Helen Jones	2.20	Draft PwC retention application (1.8); revise same (.4).
06/25/20	Annie McGrath	2.00	Review consultant proposal (1.0); draft retention letter (1.0).
06/26/20	Dan Latona	0.70	Analyze, comment on PwC retention application.
06/29/20	Elizabeth Helen Jones	0.80	Revise PwC retention application (.7); correspond with PwC team re same (.1).
06/29/20	Jane A. Komsky	0.70	Correspond with D. Latona, Bryan Cave re ordinary course professionals declaration (.2); review same (.2); correspond with Company re same (.3).
06/29/20	Dan Latona	1.00	Comment on PwC retention application.
Total		70.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010071006
Client Matter: 14581-58

In the Matter of Schedules and Statements

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 49,023.50

Total legal services rendered

\$ 49,023.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Schedules and Statements

Invoice Number: 1010071006
 Matter Number: 14581-58

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cathy Aebischer	0.50	445.00	222.50
Christopher Hayes	7.00	1,135.00	7,945.00
Alex Hevia	38.00	740.00	28,120.00
Dan Latona	3.90	965.00	3,763.50
Donna H. Ni	5.30	610.00	3,233.00
Robert Orren	0.40	445.00	178.00
Carleigh Trappe Rodriguez	4.90	1,135.00	5,561.50
TOTALS	60.00		\$ 49,023.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Schedules and Statements

Invoice Number: 1010071006
Matter Number: 14581-58

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Christopher Hayes	0.40	Correspond with D. Latona re schedules, SoFAs workstreams (.2); telephone conference with D. Latona re same (.2).
06/01/20	Alex Hevia	0.30	Correspond with D. Latona re SoFA (.1); review and analyze procedure re same (.2).
06/02/20	Alex Hevia	1.20	Correspond with Grant Thornton team re schedules and statements (.5); review and analyze precedent re same (.4); correspond with Grant Thornton team re same (.3).
06/04/20	Alex Hevia	2.30	Conference with Grant Thornton and Company re SoFA and SoAL (.5); conference with R. Dayton re same (.1); research and review precedent re SoFA and SoAL (1.7).
06/05/20	Alex Hevia	2.10	Review and research requirements re filing SoFA (1.5); correspond with D. Latona re same (.1); conference with Company, Grant Thornton, and R. Dayton re same (.5).
06/08/20	Alex Hevia	0.90	Conference with Grant Thornton, R. Dayton, and Company re SoFA and SoALs (.4); review and research precedent re same (.5).
06/09/20	Christopher Hayes	0.20	Correspond with A. Hevia, D. Latona re schedules and SoFAs considerations.
06/09/20	Alex Hevia	2.70	Review and analyze precedent re SoFA and SoAL (2.2); conferences with J. Bonaccorsi re same (.5).
06/10/20	Christopher Hayes	0.20	Correspond with A. Hevia re schedules and SoFAs diligence.
06/10/20	Alex Hevia	2.30	Review and analyze precedent re SoFA and SoAL (1.7); correspond with J. Bonaccorsi, S. Nowakowski, and Company re same (.3); review and analyze case law re same (.3).
06/11/20	Alex Hevia	1.60	Review and analyze precedent re SoFA and SoAL (.7); participate in telephone conference with R. Dayton, AlixPartners and Company re same (.6); draft memorandum re same to R. Dayton, AlixPartners and Company (.3).
06/12/20	Alex Hevia	0.90	Review and analyze precedent re SoAL and SoFA (.5); draft global notes (.4).
06/12/20	Robert Orren	0.40	Draft global notes for SoFAs and SoALs.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Schedules and Statements

Invoice Number: 1010071006
Matter Number: 14581-58

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Alex Hevia	1.50	Conference with Grant Thornton, Company and R. Dayton re SoAL and SoFA (.5); research and analyze precedent re same (1.0).
06/16/20	Christopher Hayes	0.30	Correspond with A. Hevia re schedules and SoFAs diligence.
06/16/20	Alex Hevia	1.70	Participate in telephone conference with R. Dayton, K&E team and Company re environmental schedules (.4); review and analyze precedent re SoFA and SoAL (.9); correspond with client, Grant Thornton and R. Dayton re same (.4).
06/16/20	Donna H. Ni	1.50	Participate in telephone conference with A. Hevia, K&E team and Company re SoFA (.4); prepare for same (.7); correspond with C. Rodriguez and Company re same (.4).
06/16/20	Carleigh Trappe Rodriguez	1.80	Prepare for and participate in telephone conferences re environmental matters re SoFA (1.1); analyze correspondence re same (.7).
06/17/20	Alex Hevia	0.60	Conference with R. Dayton re SoFA and SoAL (.2); correspond with Grant Thornton, client and R. Dayton re same (.2); research precedent re same (.2).
06/18/20	Christopher Hayes	0.30	Correspond with A. Hevia, D. Latona re status of schedules, statements.
06/18/20	Alex Hevia	1.90	Participate in telephone conferences with R. Dayton, AlixPartners, K&E team and Grant Thornton re schedules (.9); review and research precedent re same (1.0).
06/18/20	Donna H. Ni	2.00	Review and revise SoFA spreadsheet (1.0); analyze notice of violations to determine notice agencies (1.0).
06/18/20	Carleigh Trappe Rodriguez	1.60	Review and comment on environmental questions re SoFA and global note (1.2); analyze correspondence re same (.4).
06/19/20	Cathy Aebischer	0.50	Collect UCC filings re schedules.
06/19/20	Christopher Hayes	0.20	Correspond with A. Hevia, K&E team re schedules and SoFAs progress.
06/19/20	Alex Hevia	2.60	Conference with R. Dayton re global notes (.2); review and analyze precedent re same (.8); draft global notes (1.4); review and analyze precedent re same (.2).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Schedules and Statements

Invoice Number: 1010071006
 Matter Number: 14581-58

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/20	Donna H. Ni	1.50	Draft global note (.5); review and revise SoFA entry (.5); correspond with Akorn and C. Rodriguez re SoFA diligence (.5).
06/19/20	Carleigh Trappe Rodriguez	0.70	Review and comment on responses to environmental questions re SoFA (.5); telephone conference with A. Hevia re global note (.2).
06/22/20	Alex Hevia	3.00	Conferences with R. Dayton, AlixPartners, and Company re SoFA/SoAL (.8); research precedent and analysis re same (1.3); draft correspondence memorandum re same (.4); correspond with RE. Dayton, AlixPartners, and Company re same (.5).
06/22/20	Carleigh Trappe Rodriguez	0.30	Analyze correspondence re environmental questions for SoFA.
06/23/20	Alex Hevia	2.00	Review and revise global notes (1.3); correspond and with R. Dayton, Alix and Grant Thornton re same (.3); research and analyze precedent re same (.2); conference with Alix and R. Dayton re SoFA and SoAL (.2).
06/23/20	Donna H. Ni	0.30	Review and analyze SoFA responses from Akorn facilities (.2); correspond with C. Rodriguez re same (.1).
06/23/20	Carleigh Trappe Rodriguez	0.30	Analyze correspondence re environmental questions re SoFA.
06/24/20	Christopher Hayes	0.20	Correspond with A. Hevia, K&E team, Alix re schedules and SoFAs.
06/24/20	Alex Hevia	1.20	Review and revise global notes (.7); correspond with R. Dayton, Company, C. Hayes and Alix re same (.5).
06/25/20	Christopher Hayes	0.10	Correspond with A. Hevia, K&E team re schedules and SoFAs.
06/25/20	Alex Hevia	0.40	Correspond with R. Dayton, Alix and Grant Thornton re comments to SoFAs and SoALs (.2); telephone conference with R. Dayton, Alix, Company re same (.2).
06/25/20	Carleigh Trappe Rodriguez	0.20	Analyze correspondence re environmental SoFA questions.
06/26/20	Alex Hevia	0.90	Review and analyze precedent re SoFA (.7); correspond with C. Hayes and D. Latona re same (.2).

Legal Services for the Period Ending June 30, 2020

Invoice Number:

1010071006

Akorn, Inc.

Matter Number:

14581-58

Schedules and Statements

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/20	Alex Hevia	0.60	Review and analyze SoFA, SoAL and global notes comments from Company.
06/28/20	Dan Latona	1.00	Analyze, comment on schedules and statements.
06/29/20	Christopher Hayes	1.50	Correspond with D. Latona, K&E team, others re schedules and SoFAs (.3); analyze issues re same (.4) telephone conference with D. Latona re same (.3); review, comment re global notes (.5).
06/29/20	Alex Hevia	2.80	Review and revise global notes (.8); correspond with C. Hayes and D. Latona re same (.4); review and analyze precedent re same (.7); review and analyze SoFA and SoAL (.6); correspond with D. Latona, Grant Thornton and Alix re same (.3).
06/29/20	Dan Latona	1.70	Correspond with K&E team re schedules (.1); telephone conference with K&E team, Alix team, Grant Thornton team, Company re same (.5); analyze, comment on same (.3); comment on global notes (.8).
06/30/20	Christopher Hayes	3.60	Review, comment re schedules and SoFAs (3.0); finalize same for filing and coordinate filing and service of same (.6).
06/30/20	Alex Hevia	4.50	Review and revise SoFAs and SoALs (2.2); correspond and conference with Alix,, K&E team and C. Hayes re same (.7); review and analyze precedent re same (1.1); review and revise global notes (.5).
06/30/20	Dan Latona	1.20	Analyze, comment on schedules (1.0); telephone conference with A. Hevia re same (.2).
Total		60.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070701
Client Matter: 14581-59

In the Matter of Tax Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 17,660.50

Total legal services rendered

\$ 17,660.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Tax Matters

Invoice Number: 1010070701
Matter Number: 14581-59

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	0.20	1,135.00	227.00
Aime E. Salazar	9.80	785.00	7,693.00
Anthony Vincenzo Sexton	7.70	1,265.00	9,740.50
TOTALS	17.70		\$ 17,660.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Tax Matters

Invoice Number: 1010070701
Matter Number: 14581-59

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Aime E. Salazar	4.00	Correspond with K&E team re DIP term loan agreement and Mauritius sale (.3); correspond with Company re same (.5); prepare summary of notes re same (.2); analyze Credit Suisse W-9 form (.3); correspond with A. Sexton re same (.1); prepare tax comments to revised escrow agreement (.5); correspond with A. Sexton re final comments to escrow agreement (.2); correspond with K&E team re interest rate on escrow account for allocation of income language (.4); correspond with Gibson Dunn re query and A. Sexton email re same (.4); prepare tax comments to exhibits re tax matters in connection with DIP loan agreement (.1); correspond with J. Patterson re tax comments to same (.5); review A. Sexton correspondence re same (.5).
05/21/20	Aime E. Salazar	0.50	Correspond with J. Patterson re tax changes (.2); correspond with K&E team re tax comments to escrow agreement (.2); analyze correspondence re hypothetical third party bidding and G-reorganization (.1).
05/21/20	Anthony Vincenzo Sexton	0.50	Telephone conference with Grant Thornton and Company re tax modeling and post-filing compliance issues.
05/25/20	Anthony Vincenzo Sexton	0.30	Correspond with K&E team re structuring considerations.
05/26/20	Aime E. Salazar	1.20	Analyze K&E comments to draft plan (.2); correspond with A. Sexton re structure slides (.5); review correspondence from A. McCammon re updated disclosure schedule (.2); prepare tax comments to updated disclosure statement (.3).
05/26/20	Anthony Vincenzo Sexton	0.40	Telephone conference with K&E team re deal status (.2); review plan and disclosure statement (.2).
05/27/20	Anthony Vincenzo Sexton	0.40	Telephone conference with K&E team re deal status.
06/01/20	Aime E. Salazar	0.10	Review correspondence and drafts from D. Latona re bar date, interim compensation and OCP motions.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Tax Matters

Invoice Number: 1010070701
 Matter Number: 14581-59

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Aime E. Salazar	0.20	Analyze correspondence re purchase price allocation for foreign subs in stock acquisition; prepare summary of notes on same (.1); analyze correspondence re FMV of assets for HSR filing fee (.1).
06/03/20	Anthony Vincenzo Sexton	0.60	Telephone conference with advisors re deal status (.4); correspond with K&E team re APA issues (.2).
06/09/20	Anthony Vincenzo Sexton	0.30	Telephone conference with working group re deal structure issues.
06/11/20	Anthony Vincenzo Sexton	0.50	Telephone conference with working group re status of matter.
06/16/20	Christopher Hayes	0.20	Correspond with RLF, A. Sexton, K&E team, client re IRS outreach re tax returns.
06/16/20	Aime E. Salazar	0.20	Analyze correspondence from C. Hayes re filing updates, G-reorganization planning (.1); review and summarize correspondence from A. Sexton and R. Daniel re NOL filing (.1).
06/17/20	Aime E. Salazar	0.20	Analyze draft IRS forms prepared by Grant Thornton and Company for NOL filing (.1); prepare summary notes re same (.1).
06/17/20	Anthony Vincenzo Sexton	0.50	Telephone conference with working group advisors re deal status.
06/18/20	Aime E. Salazar	2.00	Telephone conference with Grant Thornton and Company re NOL filing, India sale and subsidiary conversions, reorganizations (1.0); prepare summary notes re same, APA review (.4); review A. Sexton correspondence with E. Wei re NOL filing and G-reorganization planning, prepare summary notes on same (.2); review correspondence from A. Sexton and T. Davis re G-reorganization planning, prepare summary notes re same (.1); review correspondence from A. Sexton, L. Zhang and E. Wei re NOL filing form, prepare summary notes re same (.2); review correspondence from A. Sexton, R. Mulvihill, C. Hayes and K&E team re closing checklist and notice requirements for filing refund tax return (.1).
06/18/20	Anthony Vincenzo Sexton	1.40	Telephone conference with Company and Grant Thornton re modeling issues (1.0); correspond with creditors re same (.2); analyze tax refund materials (.2).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Tax Matters

Invoice Number: 1010070701
 Matter Number: 14581-59

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/23/20	Aime E. Salazar	0.20	Review correspondence from A. Sexton and A. Marcellesi re G-reorg tax issues and confirm call scheduling (.1); review A. Sexton correspondence with K&E team re G-reorganization (.1).
06/23/20	Anthony Vincenzo Sexton	0.40	Telephone conference with working group advisors re deal status (.3); correspond with creditor counsel re tax modeling issues (.1).
06/24/20	Aime E. Salazar	0.10	Review correspondence from C. Hayes, S. Toth and A. Sexton re company inquiry re post-closing structure.
06/24/20	Anthony Vincenzo Sexton	0.60	Telephone conference with working group advisors re deal status (.4); correspond with K&E team re structuring issues (.2).
06/25/20	Aime E. Salazar	0.50	Telephone conference with Grant Thornton re tax structuring for G-reorganization and post-closing organizational structure.
06/25/20	Anthony Vincenzo Sexton	0.70	Telephone conference with creditor counsel and Grant Thornton re exit structuring and related issues (.5); review and revise materials re same (.2).
06/29/20	Anthony Vincenzo Sexton	0.10	Correspond with K&E team re structuring issues.
06/30/20	Aime E. Salazar	0.60	Review and summarize correspondence from A. Sexton and S. Toth re G-reorg asset preparation (.3); review and summarize A. Sexton and E. Wei correspondence re G-reorg transaction steps (.2); correspond with A. Sexton re summary slides (.1).
06/30/20	Anthony Vincenzo Sexton	1.00	Telephone conferences re deal status with K&E team (.6); review transactional documents (.2); correspond with K&E team and GD re same (.2).
Total		17.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070697
Client Matter: 14581-61

In the Matter of Use, Sale and Lease of Property

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 322,987.50

Total legal services rendered

\$ 322,987.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marin Boney	0.50	1,165.00	582.50
James B. Dickson	4.20	1,035.00	4,347.00
Thomas James Dobleman Jr.	0.20	1,195.00	239.00
Robert Graham	37.30	965.00	35,994.50
Christopher Hayes	29.20	1,135.00	33,142.00
Alex Hevia	37.70	740.00	27,898.00
Neil S. Hirshman, P.C.	0.80	1,495.00	1,196.00
Elizabeth Helen Jones	24.00	610.00	14,640.00
Jane A. Komsky	16.00	740.00	11,840.00
Dilen Kumar	81.90	1,275.00	104,422.50
Dan Latona	1.70	965.00	1,640.50
Jim Santiago Montelongo	8.30	610.00	5,063.00
Patrick J. Nash Jr., P.C.	1.80	1,635.00	2,943.00
Donna H. Ni	6.00	610.00	3,660.00
Robert Orren	4.50	445.00	2,002.50
Joe Patterson	22.30	845.00	18,843.50
Gregory F. Pesce	1.20	1,175.00	1,410.00
Carleigh Trappe Rodriguez	1.40	1,135.00	1,589.00
Sheila J. Salehpour	6.70	740.00	4,958.00
Sarah Schaedler	0.70	1,175.00	822.50
Rob Soneson	15.90	445.00	7,075.50
Frances Thompson	0.20	1,035.00	207.00
Steve Toth	21.70	1,295.00	28,101.50
Nick Ustaski	17.00	610.00	10,370.00
TOTALS	341.20		\$ 322,987.50

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Robert Graham	11.30	Finalize purchase agreement (4.0); finalize disclosure schedules (4.0); finalize ancillary documents (3.3).
05/20/20	Christopher Hayes	3.00	Telephone conference and correspond with K&E team, advisors re sale materials (1.0); telephone conference and correspond re finalization of docs (2.0).
05/20/20	Alex Hevia	3.00	Review and revise sale motion and related exhibits (2.0); correspond with K&E teams and D. Latona re same (1.0).
05/20/20	Jane A. Komsky	7.00	Assist in sale motion filing preparation (3.7); review, analyze sale motion (.2); review, analyze APA re filing prep (2.3); review; revise sale motion (.8).
05/20/20	Dilen Kumar	12.70	Review, revise and finalize APA (3.5); review, revise and finalize disclosure schedules (4.0); telephone conference with S. Nowakowski and J. Bowles re disclosure schedules (.4); telephone conferences with P. Sanders re APA, disclosure schedules and signing matters (1.0); telephone conferences with R. Graham and J. Montelongo re same (.5); telephone conference with T. Edmond re employee incentive programs (.3); review and analyze schedule of outstanding employee incentive obligations (.4); diligence review of India entity employee benefits documents (.6); review and analyze comments to disclosure schedules from J. Bowles and S. Nowakowski (.7); review and revise sale motion and bidding procedures order (.8); telephone conference with J. Patterson re Mauritius filings (.2); telephone conference with S. Nowakowski re Mauritius filings (.3).
05/20/20	Jim Santiago Montelongo	4.50	Revise disclosure schedules (4.0); analyze same (1.0); participate in telephone conference with Akorn management re same (.5).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Rob Soneson	2.50	Review and prepare assignment documentation for both United States and foreign registered intellectual property (2.4); correspond with S. Salehpour and S. Schaedler re details (.1).
05/20/20	Frances Tompson	0.20	Comment on disclosure schedules.
05/20/20	Steve Toth	8.00	Finalize APA and wind-down budget (2.0); correspondence re finalizing APA documents (1.0); discuss purchase price with PJT, Alix and K&E team (.5); participate in telephone conference with Company, Alix, PJT, K&E team and WLRK to approve filing (.5); analyze and respond to correspondence re status, diligence and schedules (2.0); finalize schedules and other corporate matters for commencing filing (2.0).
05/21/20	Alex Hevia	1.60	Review and revise sale motion.
05/21/20	Jane A. Komsky	2.00	Analyze sale motion re filing (.4); correspond with D. Latona re same (.2); correspond with A Hevia re same (.3); participate in filing re same (1.1).
05/21/20	Dilen Kumar	2.80	Correspond with P. Sanders re disclosure schedules and HSR filings (.5); correspond with M. Boney re HSR filings (.3); review and revise disclosure schedules (1.0); review and analyze Mauritius capital reduction documents (.5); review and analyze APA (.5).
05/21/20	Jim Santiago Montelongo	0.70	Participate in telephone conference with Akorn management re sale process.
05/21/20	Carleigh Trappe Rodriguez	0.50	Analyze correspondence re ISRA notices (.3); analyze correspondence re permit transfers (.2).
05/21/20	Rob Soneson	3.30	Review and prepare assignment documentation for both United States and foreign registered intellectual property (3.2); correspond with S. Salehpour and S. Schaedler re details (.1).
05/22/20	Robert Graham	0.50	Analyze final disclosure schedules.
05/22/20	Dilen Kumar	4.00	Telephone conference with P. Sanders re APA (.3); review, revise and finalize disclosure schedules (1.0); correspond with Gibson Dunn re execution of APA (.5); coordinate same (1.5); review and analyze revised direction letter (.7).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/20	Jim Santiago Montelongo	1.50	Finalize disclosure schedules.
05/22/20	Carleigh Trappe Rodriguez	0.80	Telephone conference with client re ISRA forms (.3); analyze correspondence re ISRA forms (.5).
05/22/20	Sheila J. Salehpour	2.00	Revise registered IP disclosure schedules re asset purchase agreement (1.0); correspond with K&E team and Akorn team re same (1.0).
05/22/20	Sarah Schaedler	0.50	Correspond with K&E corporate team re APA disclosure schedules and revise same.
05/22/20	Rob Soneson	3.50	Review and analyze list of registered intellectual property re disclosure schedules (3.4); correspond with S. Salehpour re same (.1).
05/22/20	Steve Toth	1.00	Analyze and correspondence with K&E team re finalizing APA and related documents re execution.
05/25/20	Thomas James Dobleman Jr.	0.20	Correspond with K&E team re India sale.
05/26/20	James B. Dickson	2.70	Review, revise draft India sale consent and related release, sale process (2.2) telephone conference with J. Patterson, S. Nowakowski re same (.5).
05/26/20	Christopher Hayes	1.00	Correspond with advisors re India sale status (.4); correspond with client, D. Latona, K&E team re same, related timing considerations (.3); follow-up re same (.3).
05/26/20	Neil S. Hirshman, P.C.	0.20	Review and reply to correspondence re IP issues.
05/26/20	Elizabeth Helen Jones	2.80	Analyze section 363 motion re interests in Akorn India (.2); revise same (1.6); draft declaration re same (.9); correspond with C. Hayes, D. Latona re same (.1).
05/26/20	Dilen Kumar	0.30	Correspond with J. Dickson re India sale.
05/26/20	Joe Patterson	10.70	Correspondence with working group re post-closing obligations (.7); revise Akorn India release (2.0); review and coordinate delivery of NDAs re exit ABL (8.0).
05/26/20	Sheila J. Salehpour	0.50	Correspond with K&E working group re filing of IP assignment agreements.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/20	Rob Soneson	3.50	Review and prepare assignment documentation re United States and foreign registered intellectual property (3.4); correspond with S. Salehpour and S. Schaedler re same (.1).
05/26/20	Steve Toth	0.20	Analyze correspondence re India transaction.
05/26/20	Nick Ustaski	5.00	Draft section 363 sale motion (3.7); revise same (1.3).
05/27/20	James B. Dickson	0.70	Review, revise proposed draft non-disclosure agreements re asset backed loan facility.
05/27/20	Robert Graham	3.00	Draft key APA deadlines.
05/27/20	Christopher Hayes	0.60	Correspond with S. Toth, K&E team, PJT re sale process considerations (.1); follow-up re same (.1); correspond with K&E team, D. Latona re India sale considerations (.1); review, comment re India sale motion (.3).
05/27/20	Dilen Kumar	1.50	Telephone conference with R. Graham re post-signing matters (.5); review and revise summary of post-signing APA milestones (1.0).
05/27/20	Jim Santiago Montelongo	0.20	Analyze documentation re client inquiry.
05/27/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with M. Buschmann re bid process.
05/27/20	Joe Patterson	9.30	Coordinate review, delivery and execution of non-disclosure agreements re exit ABL (6.5); revise Akorn India release (2.8).
05/27/20	Sheila J. Salehpour	0.10	Prepare and coordinate filing of country-specific IP assignment agreements.
05/27/20	Rob Soneson	3.10	Review and prepare assignment documentation re United States and foreign registered intellectual property (3.0); correspond with S. Salehpour and S. Schaedler re same (.1).
05/27/20	Steve Toth	0.20	Conference with bidder counsel re APA
05/28/20	James B. Dickson	0.80	Review and comment on India release draft, process (.3); review and comment on draft non-disclosure agreements (.5).
05/28/20	Robert Graham	1.00	Review and finalize APA milestones.
05/28/20	Christopher Hayes	0.20	Correspond with client re India sale considerations.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/28/20	Dilen Kumar	2.90	Telephone conference with S. Nowakowski re equipment sale (.4); review and analyze equipment agreement (1.0); correspond with S. Nowakowski re same (.3); draft summary of same (.5); draft request for consent re equipment sale (.7).
05/28/20	Jim Santiago Montelongo	0.20	Correspond with K&E team re filing timing and deadlines.
05/28/20	Joe Patterson	1.00	Analyze Akorn India release.
05/28/20	Gregory F. Pesce	0.60	Conference with PJT re sale process next steps.
05/28/20	Sheila J. Salehpour	0.20	Coordinate preparation of country-specific IP assignment agreements with R. Soneson (.1); review same (.1).
05/28/20	Steve Toth	0.30	Analyze correspondence re APA and timing matters and NDA.
05/29/20	Marin Boney	0.30	Telephone conference with PJT and Akorn teams re bidders.
05/29/20	Robert Graham	2.00	Revise potential bidder NDA.
05/29/20	Christopher Hayes	1.30	Telephone conference and correspond with Alix team re contract assumption workstream, other work in process (.4); telephone conference with client, advisors re sale process next steps (.4); review, comment re India sale motion (.3); correspond with D. Latona, E. Jones, K&E team re same (.2).
05/29/20	Dilen Kumar	3.40	Participate in telephone conference with K&E team, PJT, J. Bowles and S. Nowakowski re sale process and data rooms (.5); review and analyze summary of Chapter 11 milestones (.4); draft assignment and assumption agreement re equipment sale (1.5); review and revise same (.5); revise request for consent re sale of equipment (.5).
05/29/20	Patrick J. Nash Jr., P.C.	0.10	Review, analyze Strategic's interest in portion of the business.
05/29/20	Gregory F. Pesce	0.60	Conference with PJT re next steps.
05/29/20	Sheila J. Salehpour	0.10	Coordinate filing of country-specific IP assignment agreements with paralegal and corporate teams.
05/29/20	Nick Ustaski	1.10	Analyze 363(b) sale motion (.3); revise same (.8).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Christopher Hayes	3.00	Correspond with E. Jones, K&E team re confidential sale motion (.3); correspond with R. Orren, K&E team re de minimis asset sale precedent (.2); review, analyze same (.4); review, comment re revised sale motion (1.5); telephone conference with J. Bowles re same (.3); correspond with interested parties re sale process (.1); follow-up re same (.2).
06/01/20	Elizabeth Helen Jones	1.40	Analyze motion to sell AIPL interests (.3); revise re same (.2); correspond with C. Hayes re same (.1); revise re C. Hayes comments (.8).
06/01/20	Dilen Kumar	1.70	Review and revise assignment agreement (1.0); review and analyze capital equipment supply agreement (.5); review and analyze IP assignment agreements (.2).
06/01/20	Robert Orren	2.10	Correspond with C. Hayes re precedent re de minimis asset sale procedures motion (.6); correspond with E. Jones precedent re 363 personal property sale motion (1.5).
06/01/20	Joe Patterson	0.20	Draft and send correspondence re Akorn India release.
06/01/20	Sheila J. Salehpour	0.60	Coordinate filing of country-specific IP assignment agreements with paralegal and K&E team (.2); correspond with client re updates to registered IP schedule and coordinate with K&E team re updates to purchase agreement re same (.4).
06/01/20	Nick Ustaski	2.00	Analyze precedent re sale motion (1.0); revise same (1.0).
06/02/20	Robert Graham	1.00	Negotiate with potential bidder re NDA.
06/02/20	Christopher Hayes	1.40	Correspond with S. Toth, K&E team, PJT re outreach from interested parties (.2); correspond with E. Jones, K&E team re India sale considerations (.3); review, comment re revised motion (.5); correspond with client re related considerations (.2); telephone conference with client re potential ordinary course sale transaction (.2).
06/02/20	Alex Hevia	3.30	Review and analyze precedent re asset sale motion (.7); draft asset sale motion (2.5); correspond with D. Latona and C. Hayes re same (.1).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/20	Elizabeth Helen Jones	3.20	Revise motion to sell AIPL interests (2.2); revise declaration re same (.7); correspond with C. Hayes re same (.3).
06/02/20	Dilen Kumar	1.10	Correspond with S. Nowakowski re assignment agreement (.3); review and analyze same (.3); participate in weekly update telephone conference with PJT, Alix, FTI and K&E team (.5).
06/02/20	Jim Santiago Montelongo	0.20	Analyze deal correspondence sent by company (.1); revise schedule (.1).
06/02/20	Patrick J. Nash Jr., P.C.	0.10	Analyze PJT update on India sale process.
06/02/20	Robert Orren	0.20	Correspond with A. Hevia re asset sale motion precedent.
06/02/20	Joe Patterson	0.20	Review and analyze Akorn India release.
06/02/20	Steve Toth	0.30	Participate in advisor update telephone conference with Alix, PJT and K&E team.
06/02/20	Nick Ustaski	0.50	Analyze sale motion and precedent.
06/03/20	Robert Graham	1.00	Prepare NDA joinder.
06/03/20	Christopher Hayes	0.50	Correspond with A. Hevia, K&E team re equipment transfer (.2); review, comment re draft pleading re same (.3).
06/03/20	Alex Hevia	1.50	Review and revise sale motion (1.1); correspond with D. Latona and K&E team re revisions to same (.4).
06/03/20	Dilen Kumar	3.90	Review and revise motion re approval of assignment agreement (1.0); telephone conference with D. Latona re same (.2); participate in weekly update telephone conference with client, PJT and K&E working group (.7); participate in telephone conference with client and AlixPartners re Chapter 11 milestones (.5); telephone conference with J. Bonaccorsi, S. Nowakowski and G. Lawless re interim operating covenants and employee matters (.3); participate in weekly telephone conference with Greenhill, PJT, K&E working group and AlixPartners (.7); correspond with C. Hine and working group re HSR filing (.5).
06/03/20	Dan Latona	0.70	Comment on motion re asset sale.
06/03/20	Sheila J. Salehpour	0.20	Analyze purchase agreement (.1); coordinate updates of registered IP schedule re K&E team (.1).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/03/20	Steve Toth	2.00	Participate in telephone conference with Company, PJT, Alix and K&E team re weekly update (.5); participate in telephone conference with Company, Alix and K&E team re process milestones (.4); participate in telephone conference with PJT, Alix, K&E team and lender advisors weekly update (.4); analyze and respond to correspondence re APA matters (.4); analyze draft sale order (.3).
06/04/20	Christopher Hayes	0.20	Correspond with E. Jones, K&E team re India sale motion, follow-up re same.
06/04/20	Elizabeth Helen Jones	1.80	Revise motion to sell AIPL interests (1.4); analyze language re section 327 retention of PwC re same (.4).
06/04/20	Dilen Kumar	1.60	Correspond with S. Toth and S. Nowakowski re assignment agreement (.5); review and analyze capital equipment supply agreement (.2); participate in weekly update telephone conference with PJT (.3); draft request for consent re employee matters (.6).
06/04/20	Sheila J. Salehpour	0.10	Correspond with K&E team re registered IP schedule.
06/05/20	Christopher Hayes	0.40	Correspond with E. Jones, K&E team re India sale motion (.2); follow-up re same (.2).
06/05/20	Elizabeth Helen Jones	0.60	Correspond with C. Hayes re motion to sell AIPL interests (.2); correspond with N. Ustaski, R. Orren re declarations in support of motion (.4).
06/05/20	Dilen Kumar	1.60	Telephone conference with C. Hayes and D. Latona re employee matters and interim operating covenant matters (.5); correspond with client re same (.4); analyze diligence re incentive plan documents (.7).
06/05/20	Robert Orren	0.50	Draft declaration in support of 363 sale motion (.4); correspond with E. Jones re same (.1).
06/05/20	Nick Ustaski	4.20	Draft and review sale motion (.5); draft sale motion declaration (1.5); draft additional sale motion declaration (2.2).
06/07/20	Christopher Hayes	0.40	Review, comment on India sale motion (.3); correspond with E. Jones, K&E team re same (.1).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/20	Elizabeth Helen Jones	1.20	Revise motion to sell AIPL interests (.2); draft declarations in support (1.0).
06/08/20	Christopher Hayes	1.10	Correspond with A. Hevia, K&E team re bid procedures (.2); follow up re same (.7); telephone conference with PJT, P. Nash, K&E team re outreach by potential bidders (.2).
06/08/20	Alex Hevia	3.40	Review and analyze bidding procedure order re contract assignment procedures (.9); review and analyze precedent re same (1.2); draft memorandum re same (.9); correspond with AlixPartners re contract assumption notice (.2); correspond with KCC re sale hearing notice (.2).
06/08/20	Jane A. Komsky	1.70	Correspond with A. Hevia, K&E team re bid procedures (.6); review, analyze K&E replies ISO bid procedures (1.1).
06/08/20	Dilen Kumar	2.10	Telephone conference with S. Toth re requests for consent under APA (.3); draft and revise request for consent re employee matters (1.0); correspond with C. Hayes re same (.3); correspond with client re same (.5).
06/08/20	Patrick J. Nash Jr., P.C.	0.30	Review letter from potential bidder re expression of interest in specific branded pharmaceutical (.1); telephone conference with PJT re same (.2).
06/08/20	Robert Orren	0.40	Correspon with J. Komsky precedent re reply in support of bid procedures precedent.
06/08/20	Steve Toth	0.70	Analyze correspondence re APA consent matters (.2); conference with D. Kumar re same (.5).
06/09/20	Christopher Hayes	0.40	Correspond with client, D. Latona, K&E team re India sale (.2); correspond with D. Latona, K&E team re diligence re sale process (.2).
06/09/20	Elizabeth Helen Jones	0.80	Correspond with PwC re sale of AIPL interests motion (.6); correspond with C. Hayes re same (.2).
06/09/20	Jane A. Komsky	0.90	Correspond with A. Hevia re bid procedures reply (.1); draft same (.8).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Dilen Kumar	2.30	Review and analyze NDA (.5); participate in telephone conferences with PJT, K&E team, FTI and AlixPartners re weekly update (1.0); telephone conference with S. Salehpour re IP registration terminations (.3); review and revise closing checklist (.5).
06/09/20	Patrick J. Nash Jr., P.C.	0.10	Analyze India sale update.
06/09/20	Robert Orren	0.80	Draft reply re bid procedures (.7); correspond with J. Komsky re same (.1).
06/09/20	Sheila J. Salehpour	0.50	Correspond with K&E teams re preparation of country-specific IP assignments (.1); coordinate obtaining consent from lenders to update registered IP items (.3); telephone conference with with PJT, K&E team, FTI and AlixPartners re weekly update (.1).
06/10/20	Robert Graham	3.00	Negotiate and revise NDA with potential bidder.
06/10/20	Christopher Hayes	1.20	Correspond with client, S. Toth, K&E team re interim operating covenants (.2); follow-up re committee comments to bid procedures (.3); correspond with A. Hevia, K&E team re same (.2); review, comment re revised bid procedures order (.4); correspond with A. Hevia, K&E team re same (.1).
06/10/20	Alex Hevia	5.40	Research and analyze precedent re bid chilling (2.1); review and analyze precedent re contract notice and assumption (1.1); conferences with L. Scott re same (.2); review and revise bid procedures order (1.8); correspond with C. Hayes re same (.2).
06/10/20	Neil S. Hirshman, P.C.	0.20	Review and reply to correspondence re preparation for sale.
06/10/20	Jane A. Komsky	1.50	Revise bid procedures reply (.7); analyze sale precedent re credit bid (.8).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Dilen Kumar	3.60	Participate in telephone conference with management team, PJT, K&E working group, and AlixPartners re weekly update (.5); prepare for and participate in telephone conference with Greenhill, PJT, AlixPartners and K&E working group re same (.7); correspond with K. Pageau and H. Gkotsi re insider analysis (.6); correspond with client re same (.3); review and analyze closing checklist (1.0); draft and revise omnibus request for consent (.5).
06/10/20	Dan Latona	0.20	Analyze issues re bidding procedures order.
06/10/20	Robert Orren	0.50	Retrieve precedent re objection to bid procedures.
06/10/20	Joe Patterson	0.90	Coordinate execution of Akorn India release.
06/10/20	Sheila J. Salehpour	0.80	Coordinate obtaining consent from lenders re changes with respect to registered IP (.7); correspond with client re same (.1).
06/10/20	Steve Toth	0.80	Participate in telephone conference with Company, PJT, Alix and K&E team re weekly update(.5); correspondence re APA and committee issues (.3).
06/11/20	Christopher Hayes	2.30	Correspond with PJT, A. Hevia, K&E team re bid procedures revisions (.4); correspond with S. Toth, K&E team re APA considerations (.4); telephone conference with S. Toth re same (.2); review, comment re revised bid procedures, bid procedures order (.8); correspond with PJT, S. Toth, K&E team re process letter (.2); correspond with advisors re UCC comments to bid procedures (.3).
06/11/20	Alex Hevia	3.00	Research and analyze case law re bid chilling (1.2); correspond with C. Hayes re same (.2); review and revise bidding procedures order and related exhibits (1.4); correspond with C. Hayes re same (.2).
06/11/20	Dilen Kumar	4.00	Draft and revise omnibus request re consent under APA interim operating covenants (3.5); participate in telephone conference with PJT re weekly update (.5).
06/11/20	Steve Toth	1.00	Participate in telephone conference with Alix, PJT and K&E team re weekly update (.4); correspond with C. Hayes re UCC issues (.6).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Christopher Hayes	2.00	Correspond with D. Latona, K&E team, PJT re sale process materials (.2); review, analyze bid procedures reply precedent (.8); correspond with client, E. Jones, K&E team re India sale (.3); telephone conference with UCC advisors, company advisors, K&E team re sale process (.4); correspond with Alix re wind-down budget (.3).
06/12/20	Alex Hevia	2.10	Research and analyze case law re bid chilling (1.2); correspond with C. Hayes re same (.4); revise bidding procedures order and related exhibits (.5).
06/12/20	Elizabeth Helen Jones	0.50	Telephone conference with PwC re retention (.3); correspond with C. Hayes re same (.2).
06/12/20	Jane A. Komsky	1.90	Telephone conference with Alix, PJT, Huron re bid procedures (.5) correspond with A. Hevia re same (.3); review precedent re bid procedures potential objection (1.1).
06/12/20	Dilen Kumar	1.90	Telephone conference with J. Bonaccorsi, S. Nowakowski, A. Solomon, R. Graham and Gibson Dunn re regulatory permit transfers (.3); telephone conference with P. Sanders re consents under APA (.5); correspond with client re same (.4); review and revise omnibus request for consent under APA (.7).
06/12/20	Dan Latona	0.50	Comment on reply re bidding procedures.
06/12/20	Donna H. Ni	2.00	Review and revise consultant terms and conditions.
06/12/20	Steve Toth	0.70	Analyze correspondence re UCC and APA consents and related materials and draft related correspondence.
06/13/20	Christopher Hayes	1.20	Review, revise bidding procedures, bid procedures order (.4); correspond with advisors, A. Hevia, K&E team, lender counsel, UCC counsel re same (.5); correspond with client, E. Jones, K&E team re India sale process (.3).
06/13/20	Alex Hevia	2.60	Review and revise bidding procedures order and related exhibits (1.1); draft talking points re bidding procedures motion (1.3); correspond with C. Hayes re same (.2).
06/13/20	Dilen Kumar	0.40	Correspond with client re requests for consent under APA.

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/20	Christopher Hayes	1.30	Correspond with UCC counsel re signoff on bid procedures order (.2); telephone conference with UCC counsel re same (.2); review, analyze APA re same (.3); correspond with lender counsel re same (.1); correspond with client re same (.2); correspond with UST re same (.2); finalize for filing and coordinate filing and service of same (.1).
06/14/20	Alex Hevia	0.40	Review and revise sale motion documents (.3); correspond with C. Hayes re same (.1).
06/15/20	Christopher Hayes	2.10	Prepare notes re bid procedures in advance of hearing (.5); review, analyze materials re same (.4); telephone conference with Fresenius counsel re bid procedures (.4); correspond with A. Hevia, K&E team re noticing obligations under entered order (.4); follow-up re same (.4).
06/15/20	Alex Hevia	1.90	Correspond with KCC, Alix, and L. Scott re notice requirements (.7); review and analyze precedent re same (1.1); correspond with D. Latona re same (.1).
06/15/20	Elizabeth Helen Jones	2.00	Revise motion to sell Akorn India Interests (1.4); revise declaration in support re same (.4); correspond with PwC, C. Hayes re same (.2).
06/15/20	Jane A. Komsky	0.70	Review, analyze bid procedures order (.3); correspond with K&E team re bid procedures, contact info (.2); correspond with K&E team re publication notice (.2).
06/15/20	Dilen Kumar	2.70	Correspond with client and Gibson Dunn re consent for termination of IP registrations (.5); review and analyze India sale terms (.7); telephone conference with G. Lawless re Swiss retention plan (.4); draft responses to inquiries from Gibson Dunn re requests for consent under APA (.5); review and analyze list of regulatory permit transfers from Gibson Dunn (.6).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/20	Patrick J. Nash Jr., P.C.	1.00	Review correspondence from Fresenius counsel re bid procedures order (.1); analyze issues re Fresenius claim and related strategy (.3); review correspondence to counsel for equity holders re second day hearing (.1); correspond with D. Katz re second day hearing (.1); review WTW material re MIP (.4).
06/15/20	Sheila J. Salehpour	0.30	Correspond with client and K&E team re updating registered IP schedule (.2); telephone conference with K&E team re same (.1).
06/16/20	Christopher Hayes	0.60	Correspond with A. Hevia, K&E team, KCC re compliance with bid procedures (.3); correspond with client, E. Jones, K&E team re India sale (.2); follow-up re same (.1).
06/16/20	Alex Hevia	2.10	Correspond and conferences with C. Hayes, K&E team, KCC, and Alix re sale and contract notices (1.2); review and analyze precedent re same (.4); review and revise sale process letter (.4); correspond with C. Hayes re same (.1).
06/16/20	Elizabeth Helen Jones	0.70	Analyze edits to motion to sell private property (.3); revise same (.4).
06/16/20	Jane A. Komsky	0.30	Correspond with K&E team, Alix re bid procedure, contract info.
06/16/20	Dilen Kumar	3.80	Prepare for and participate in telephone conference re transfer of state licenses, permits and registrations (.7); participate in telephone conference with PJT, AlixPartners and K&E working group re weekly update (.5); correspond with A. Sexton and Gibson Dunn re G Reorganization (.6); telephone conference with A. Hevia re intangibles schedule and draft summary re same (.8); review and analyze process letter draft (.5); review and analyze regulatory permit transfer matters (.7).
06/16/20	Steve Toth	0.40	Participate in advisor update telephone conference with Alix, PJT and K&E team.

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Christopher Hayes	0.90	Correspond with E. Jones, K&E team, client re India sale motion (.2); telephone conference and correspond with A. Hevia re sale noticing (.2); telephone conference with PJT re same (.5).
06/17/20	Alex Hevia	1.00	Conference with PJT and C. Hayes re sale noticing (.5); review and analyze noticing procedure (.5).
06/17/20	Elizabeth Helen Jones	0.20	Correspond with Company re drafts of motion to sell private property.
06/17/20	Dilen Kumar	2.70	Prepare for and participate in telephone conference with client and Gibson Dunn re transfers of regulatory permits (1.0); weekly advisor update telephone conference with client (.5); weekly professional telephone conference with Greenhill (.5); correspond with Gibson Dunn re requests for consent under APA (.3); review and analyze closing checklist (.4).
06/17/20	Donna H. Ni	3.00	Draft permit transfer documents (1.5); review purchase agreement re permit transfer provisions (.8); correspond with R. Graham re sale timeline (.7).
06/17/20	Sheila J. Salehpour	0.20	Revise IP schedule.
06/17/20	Steve Toth	0.70	Participate in telephone conference with Company, PJT, Alix and K&E team. re weekly update
06/17/20	Nick Ustaski	1.30	Review and revise sale motion.
06/18/20	Robert Graham	4.30	Negotiate and revise potential bidder NDA (3.2); participate in telephone conference with K&E team re permit, license transfers (1.1).
06/18/20	Christopher Hayes	0.20	Correspond with A. Sexton, K&E team re tax considerations re sale.
06/18/20	Alex Hevia	0.70	Correspond with C. Hayes and D. Latona re sale and contract noticing process (.4); research and analyze precedent re same (.3).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/18/20	Dilen Kumar	2.40	Telephone conference with advisor team re weekly update (.5); telephone conference with client and Gibson Dunn re transfers of DEA permits and international licenses (.7); telephone conference with client and Gibson Dunn re transfers of 510K clearances (.5); review and analyze APA re permit transfer and closing matters (.7).
06/18/20	Sheila J. Salehpour	0.60	Revise IP schedule (.5); correspond with client re same (.1).
06/18/20	Steve Toth	0.30	Analyze NDA markups and prepare related correspondence.
06/19/20	Christopher Hayes	0.20	Correspond with A. Hevia re sale notice revisions.
06/19/20	Alex Hevia	1.50	Conferences with L. Scott and V. Monti re sale notice (.8); correspond with K&E team and V. Monti re same (.4); research and analyze precedent re same (.3).
06/20/20	Alex Hevia	0.30	Correspond with D. Latona, L. Scott, and M. Vince re sale notice.
06/20/20	Elizabeth Helen Jones	0.20	Correspond with C. Hayes, N. Ustaski re sale motion.
06/22/20	Christopher Hayes	0.20	Correspond with A. Hevia, K&E team re sale, cure notices (.1); correspond with client, D. Kumar, K&E team re APA consents (.1).
06/22/20	Alex Hevia	1.00	Review and analyze precedent re sale and cure notice (.4); conferences with D. Hardie and A. Henchen re same (.3); correspond with C. Hayes and KCC re same (.3).
06/22/20	Alex Hevia	2.70	Research and analyze precedent re credit bidding (2.1); draft correspondence memorandum re same (.4); correspond with R. Mulvihill and A. McCammon re same (.2).
06/22/20	Elizabeth Helen Jones	0.50	Revise motion to sell India interests (.2); revise declaration in support re same (.2); correspond with Company re same (.1).
06/22/20	Dilen Kumar	1.70	Correspond with client Gibson Dunn re requests for consent under APA (.6); review and analyze APA re director and officer indemnity provisions (.5); review and analyze requests for consent under APA (.6).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Donna H. Ni	1.00	Review and analyze final disclosure schedules to confirm real estate footprint (.4); revise permit transfer document (.3); correspond with C. Rodriguez re permit transfer documents (.3).
06/22/20	Nick Ustaski	2.70	Review and revise sale motion and declaration (2.5); attend telephone conference with K&E team re sale motion (.2).
06/23/20	Robert Graham	2.00	Revise NDA for potential bidder.
06/23/20	Dilen Kumar	1.70	Participate in telephone conference with PJT, AlixPartners, FTI and K&E working group re weekly update (.5); review and analyze APA re foreign subsidiary acquisitions (.5); correspond with working group re inquiries re same (.7).
06/23/20	Carleigh Trappe Rodriguez	0.10	Correspondence re environmental permit transfer.
06/23/20	Steve Toth	0.70	Telephone conference with Company re organizational structure (.5); analyze correspondence re APA and related considerations (.2).
06/24/20	Robert Graham	1.50	Analyze diligence questions.
06/24/20	Christopher Hayes	1.20	Correspond with A. Sexton, S. Toth re sale structuring considerations (.2); review, comment re India sale motion (.7); correspond with client, E. Jones, K&E team re same (.3).
06/24/20	Neil S. Hirshman, P.C.	0.20	Conference with M. Darch re separation of assets.
06/24/20	Elizabeth Helen Jones	2.30	Revise Akorn India sale motion (1.3); revise declarations in support re same (.8); correspond with C. Hayes re same (.2).
06/24/20	Dilen Kumar	3.50	Telephone conference with advisors and client (.6); review and analyze ABL deck (.5); telephone conference with Greenhill, PJT, client, AlixPartners and K&E working group re weekly update (.5); review and analyze disclosure schedules re retention agreements (.4); finalize request for consent under APA (.5); correspond with client re inquiries from PBGC (.3); correspond with working group re G reorganization and post-closing structure (.7).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/24/20	Steve Toth	1.40	Participate in telephone conference with Company, K&E team, PJT and Alix weekly update (.7); participate in telephone conference with Company, Greenhill, K&E team, PJT and Alix re same (.5); analyze correspondence re APA questions (.2).
06/25/20	Robert Graham	2.20	Revise NDAs (1.0); prepare joinder letter(1.2).
06/25/20	Christopher Hayes	0.50	Review, revise India sale motion (.2); correspond with E. Jones, K&E team re same (.1); correspond with other stakeholders re same (.1); telephone conference E. Jones re same (.1).
06/25/20	Dilen Kumar	2.10	Review and analyze APA re disclosure statement inquiries (.6); correspond with working group re G reorganization and post-closing corporate structure (.7); review and analyze joinder agreements (.3); telephone conference with advisors re weekly update (.5).
06/25/20	Sheila J. Salehpour	0.10	Analyze issues re restructuring effects IP.
06/25/20	Steve Toth	0.70	Participate in telephone conference with K&E team, PJT and Alix re weekly update (.3); analyze correspondence re APA and DS matters (.2); analyze NDA and related correspondence (.2).
06/26/20	Robert Graham	1.00	Prepare joinder letter.
06/26/20	Christopher Hayes	0.50	Review, comment re revised India sale motion (.3); correspond with E. Jones, K&E team re same, PWC considerations (.2).
06/26/20	Neil S. Hirshman, P.C.	0.20	Analyze correspondence re assignment of IP-related assets.
06/26/20	Elizabeth Helen Jones	0.40	Correspond with PwC re retention re Akorn India sale motion.
06/26/20	Dilen Kumar	3.00	Telephone conference with P. Sanders re pre-closing matters (.5); review and analyze retention agreements (.4); correspond with K&E working group and AlixPartners re forecast (.5); correspond with working group re G reorganization (.6); review and analyze APA re pre-closing matters and timeline (1.0).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010070697
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/20	Sheila J. Salehpour	0.40	Analyze issues re restructuring and IP matters (.3); analyze diligence re anti-assignment provisions in IP agreements (.1).
06/26/20	Sarah Schaedler	0.20	Correspond with K&E team re IP restructuring considerations.
06/26/20	Steve Toth	1.20	Analyze and respond to correspondence re APA matters (.4); participate in telephone conference with Company, PJT, K&E team and Alix re revised forecast and lender requests and ABL (.8).
06/26/20	Nick Ustaski	0.20	Review and revise sale declaration.
06/28/20	Elizabeth Helen Jones	0.30	Revise motion to sell Akorn India shares (.2); revise declaration re same (.1).
06/29/20	Christopher Hayes	0.20	Correspond with E. Jones, K&E team, client re India sale considerations.
06/29/20	Alex Hevia	0.20	Correspond with Alix and C. Hayes re cure contract correspondence (.1); correspond with relevant counterparty re same (.1).
06/29/20	Elizabeth Helen Jones	1.20	Correspond with Company re sale of Akorn India interests (.3); revise motion re same (.5); revise declarations re same (.3); correspond with C. Hayes re same (.1).
06/29/20	Dilen Kumar	2.90	Correspond with Gibson Dunn re retention letter agreements (.5); review and analyze APA re executory contracts provisions (.7); review and analyze APA re employment offer provisions (.4); correspond with working group re G reorganization (.3); review and analyze closing checklist and preparations for closing (1.0).
06/30/20	Marin Boney	0.20	Analyze bidder overlap.
06/30/20	Robert Graham	3.50	Revise NDA for potential bidder (1.1); analyze diligence item for Project Wood (2.4).
06/30/20	Christopher Hayes	1.10	Correspond with E. Jones re India sale motion (.3); review, finalize motion (.4); coordinate filing and service of same (.2); correspond with client, E. Jones re same (.2).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010070697
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/20	Elizabeth Helen Jones	3.90	Revise motion to sell Akorn India Interests (.8); revise declarations re same (1.3); correspond with Company re same (.4); correspond with PwC re same (.4); prepare motion for filing (.7); correspond with KCC, Company re service (.3).
06/30/20	Dilen Kumar	3.60	Participate in telephone conference with PJT, AlixPartners and K&E working group re weekly update (1.0); correspond with Gibson Dunn re retention letter agreements (.4); review and analyze comments from specialists re G reorganization (.7); review and analyze comments re NDA (.5); correspond with working group and tax team re G reorganization (1.0).
06/30/20	Dan Latona	0.30	Analyze motion to sell AIPL re filing.
06/30/20	Steve Toth	1.10	Participate in telephone conference with PJT, Alix and K&E team re weekly update (.3); participate in telephone conference with K&E team re update (.3); analyze NDA and prepare related correspondence (.5).
Total		341.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010071007
Client Matter: 14581-62

In the Matter of Utilities

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 3,925.50

Total legal services rendered

\$ 3,925.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Utilities

Invoice Number: 1010071007
Matter Number: 14581-62

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	1.00	1,135.00	1,135.00
Dan Latona	0.30	965.00	289.50
Ruth Mulvihill	4.10	610.00	2,501.00
TOTALS	5.40		\$ 3,925.50

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Utilities

Invoice Number: 1010071007
Matter Number: 14581-62

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/20/20	Ruth Mulvihill	2.00	Revise utilities motion (1.0); revise first day motion talking points (1.0).
05/21/20	Ruth Mulvihill	0.60	Review taxes, utilities motions re critical dates (.3); correspond with E. Jones re same (.1); compile, organize interim and final orders (.2).
06/02/20	Christopher Hayes	0.30	Correspond with D. Latona, K&E team re utility provider outreach.
06/02/20	Dan Latona	0.20	Analyze adequate assurance request.
06/02/20	Ruth Mulvihill	0.50	Review letter re request for adequate assurance of utility payments (.1); correspond with K&E team, Company re same (.1); review filed objection to utilities motion (.3).
06/03/20	Christopher Hayes	0.20	Correspond with R. Mulvihill, K&E team, utility provider re utility settlement.
06/03/20	Ruth Mulvihill	0.20	Correspond with T. Hartley re adequate assurance of utilities payments (.1); telephone conference with J. Craig re utilities objection settlement (.1).
06/04/20	Christopher Hayes	0.10	Correspond with Company, D. Latona, K&E team re utilities matters.
06/08/20	Christopher Hayes	0.20	Correspond with R. Mulvihill, D. Latona re utilities settlements.
06/09/20	Christopher Hayes	0.20	Correspond with R. Mulvihill, K&E team re utility resolutions.
06/09/20	Ruth Mulvihill	0.30	Correspond with T. Hartley re unofficial utilities objection (.1); correspond with Company re adequate assurance increase (.1); correspond with Russell Johnson re utilities settlement (.1).
06/10/20	Ruth Mulvihill	0.10	Revise utilities final order re amended exhibit.
06/11/20	Dan Latona	0.10	Correspond with R. Mulvihill re adequate assurance request.
06/11/20	Ruth Mulvihill	0.40	Correspond with T. Hartley re increasing adequate assurance for utility provider (.1); revise utilities motion re same (.1); correspond with RLF re same (.1); correspond with D. Latona re same (.1).

Total **5.40**

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070700
Client Matter: 14581-63

In the Matter of Vendor Matters

For legal services rendered through June 30, 2020
(see attached Description of Legal Services for detail)

\$ 29,227.00

Total legal services rendered

\$ 29,227.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Vendor Matters

Invoice Number: 1010070700
Matter Number: 14581-63

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Haroula Gkotsi	2.20	610.00	1,342.00
Christopher Hayes	4.20	1,135.00	4,767.00
Alex Hevia	4.00	740.00	2,960.00
Dan Latona	10.80	965.00	10,422.00
Alex McCammon	0.40	845.00	338.00
Conor P. McNamara	12.70	740.00	9,398.00
TOTALS	34.30		\$ 29,227.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Vendor Matters

Invoice Number: 1010070700
Matter Number: 14581-63

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/21/20	Conor P. McNamara	1.00	Telephone conference with C. Hayes, Alix team re vendor and cash management issues.
05/23/20	Conor P. McNamara	0.50	Review, revise trade agreement (.3); research analyze digital media issues (.2).
05/25/20	Conor P. McNamara	3.00	Research and analyze issues re 503(b)(9) issues (2.0); draft, revise summary re same (.8); correspond with D. Latona re same (.2).
05/26/20	Conor P. McNamara	0.60	Review, analyze vendor issues.
05/27/20	Christopher Hayes	0.10	Correspond with client, Alix team re vendor payment considerations.
05/27/20	Conor P. McNamara	2.80	Review, analyze vendor issues (.6); review, analyze case law re same (.6); review, revise trade agreement re J. Baluzy comments (.8); review, revise summary re vendor issues (.5); correspond with J. Baluzy re same (.3).
05/28/20	Christopher Hayes	0.50	Correspond with client re vendor payment considerations (.3); follow-up re same (.2).
05/28/20	Conor P. McNamara	1.70	Correspond with K&E team re vendor issues (.5); review, analyze vendor issues re critical vendor order and trade agreement (.9); telephone conference and correspond with J. August re vendor issues (.3).
06/01/20	Christopher Hayes	0.40	Correspond with D. Latona, Alix team re vendor questions.
06/02/20	Christopher Hayes	0.20	Correspond with Company, D. Latona re vendor letters.
06/04/20	Christopher Hayes	0.60	Correspond with D. Latona, client re trade agreement, related considerations.
06/04/20	Dan Latona	0.50	Telephone conference with Company re vendor agreement.
06/05/20	Dan Latona	1.40	Telephone conference with opposing counsel re vendor agreement (.5); analyze same (.5); telephone conference with Company re same (.4).
06/08/20	Christopher Hayes	0.50	Correspond with Alix, D. Latona, Company re trade agreement comments (.2); review, analyze same (.3).
06/08/20	Dan Latona	0.50	Analyze vendor agreements (.4); correspond with Company re same (.1).

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Vendor Matters

Invoice Number: 1010070700
Matter Number: 14581-63

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/20	Haroula Gkotsi	0.30	Correspond with D. Latona re reclamation demand letter (.1); analyze precedent re response to reclamation demands (.2).
06/09/20	Christopher Hayes	0.80	Correspond with Company, D. Latona, K&E team re legal and strategic considerations re trade agreement (.3); telephone conference with Company re same (.2); analyze revisions re same (.2); correspond with D. Latona, K&E team re reclamation letter (.1).
06/09/20	Dan Latona	1.50	Analyze vendor agreements (.8); comment on same (.5); telephone conference with Company re same (.2).
06/09/20	Conor P. McNamara	0.40	Review, analyze vendor contracts.
06/10/20	Christopher Hayes	0.20	Correspond D. Latona, K&E team, client re trade agreement matters.
06/10/20	Dan Latona	0.90	Analyze comments re vendor matters (.2); analyze vendor agreements (.7).
06/11/20	Haroula Gkotsi	0.20	Correspond with D. Latona re reclamation demand letter.
06/11/20	Christopher Hayes	0.10	Correspond with K&E team, client re vendor issues.
06/11/20	Dan Latona	0.70	Telephone conference with Company re vendor matters (.6); analyze vendor agreement (.1).
06/11/20	Conor P. McNamara	1.00	Review, analyze issues re vendor contracts (.6); telephone conference with D. Latona, K&E team, J. Bonaccorsi re vendor issues (.4).
06/12/20	Haroula Gkotsi	1.70	Draft response to reclamation demand (1.4); review and revise same (.3).
06/12/20	Christopher Hayes	0.20	Correspond with Company, D. Latona, K&E team re vendor letter.
06/12/20	Dan Latona	0.10	Comment on reclamation letter.
06/12/20	Alex McCammon	0.40	Revise Company letter re vendor outreach with K&E team.
06/15/20	Christopher Hayes	0.30	Correspond with working group re creditor comments re vendor agreements.
06/15/20	Dan Latona	0.30	Telephone conference with Company re vendor matters.
06/16/20	Christopher Hayes	0.30	Correspond with Company, D. Latona, K&E team re vendor non-performance (.1); analyze legal and strategic considerations re same (.2).

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Vendor Matters

Invoice Number: 1010070700
 Matter Number: 14581-63

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/20	Dan Latona	0.90	Analyze vendor matters (.4); telephone conference with Company re same (.5).
06/16/20	Conor P. McNamara	0.50	Telephone conference with D. Latona, Company re vendor issues (.4); telephone conference with D. Latona re follow-up re same (.1).
06/18/20	Dan Latona	1.10	Analyze vendor agreement (.3); telephone conference with Company re same (.2); telephone conference with opposing counsel re same (.6).
06/22/20	Dan Latona	2.90	Telephone conferences with Company re vendor matter (1.1); analyze termination letter, agreement (.7); analyze research re same (.2) analyze diligence re same (.9).
06/29/20	Alex Hevia	2.70	Correspond and conference with Alix Partners, C. Hayes, K&E team re critical vendor matters (1.5); review and analyze critical vendor order (.6); review and analyze precedent correspondence re same (.6).
06/29/20	Conor P. McNamara	0.50	Telephone conference with A. Hevia re vendor issues (.3); correspond with AlixPartners team re vendor issues (.2).
06/30/20	Alex Hevia	1.30	Correspond with C. Hayes, Alix team, and various vendors re vendor status and related payments (.9); review and analyze critical vendors motion re critical vendor criteria (.4).
06/30/20	Conor P. McNamara	0.70	Correspond with A. Hevia re vendor agreement (.5); telephone conference with A. Hevia re same (.2).
Total		34.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073545
Client Matter: 14581-39

In the Matter of Adversary Proceedings/Contested Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 170,615.50

Total legal services rendered

\$ 170,615.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	34.00	1,165.00	39,610.00
Justin A. Barker	35.10	1,430.00	50,193.00
Haroula Gkotsi	0.30	740.00	222.00
Shannon L. Gonyou	29.20	835.00	24,382.00
Stephen C. Hackney, P.C.	1.50	1,525.00	2,287.50
Christopher Hayes	8.90	1,135.00	10,101.50
Elizabeth Helen Jones	0.60	740.00	444.00
Dan Latona	1.30	1,035.00	1,345.50
Emily N. Malloy	37.20	435.00	16,182.00
Ruth Mulvihill	0.20	740.00	148.00
Patrick J. Nash Jr., P.C.	5.10	1,635.00	8,338.50
Dan Raffle	0.70	435.00	304.50
Sam G. Rose	19.20	835.00	16,032.00
Jenna Marie Stupar	1.00	1,025.00	1,025.00
TOTALS	174.30		\$ 170,615.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Bill Arnault	0.10	Participate in telephone conference with lender re discovery.
07/01/20	Emily N. Malloy	0.50	Coordinate with K&E team re preferred vendors and pricing information (.3); correspond with W. Arnault re same (.2).
07/02/20	Bill Arnault	2.30	Participate in telephone conference with W. Pruitt, C. Hayes and Cravath re insurance policies (.7); correspond with team re insurance policies (.6); review document requests and correspond with Alix re same (1.0).
07/02/20	Justin A. Barker	2.10	Draft protection order (1.3); correspond with K&E litigation team re same (.4); review and analyze Committee's second request for documents (.4).
07/02/20	Christopher Hayes	0.90	Correspond with W. Arnault, K&E team re opt out strategy, next steps re same (.3); follow-up re same (.2); correspond with P. Nash, client re Takla considerations (.2); correspond with Cravath, P. Nash, K&E team re opt out update for district court (.2).
07/03/20	Bill Arnault	0.90	Participate in telephone conference with P. Nash, C. Hayes and Cravath re opt-out litigation (.4); participate in telephone conference with P. Nash, J. Bonaccorsi and C. Hayes re Fresenius litigation (.5).
07/03/20	Justin A. Barker	2.70	Review and analyze relevant intentions re insurance policies.
07/03/20	Christopher Hayes	1.20	Telephone conference with P. Nash, W. Arnault, Cravath, client re opt out settlement strategy (.5); telephone conference and correspond with W. Arnault, K&E team, client re Takla litigation and related considerations (.5); correspond with B. Arnault, K&E team re litigation strategy (.2).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/03/20	Patrick J. Nash Jr., P.C.	2.20	Telephone conference with J. Bonaccorsi and Cravath re opt-out claimants (.4); telephone conference with J. Bonaccorsi re preserving class settlement (.3); telephone conference with L. Rolnick, counsel to opt out plaintiffs re potential settlement (.2); telephone conference with J. Bonaccorsi re L. Rolnick conversation (.2); telephone conference with D. Portwood re L. Rolnick conversation (.2); correspond with L. Rolnick re same (.2); correspond with J. Bonaccorsi and D. Portwood re same (.1); telephone conference with J. Bonaccorsi re Fresenius claim (.6).
07/04/20	Justin A. Barker	4.20	Review and analyze relevant intentions of insurance policies (2.8); outline litigation strategy (1.4).
07/06/20	Bill Arnault	0.60	Participate in telephone conference with J. Barker, J. Stupar, S. Rose, C. Hayes and D. Latona re insurance policies.
07/06/20	Justin A. Barker	1.70	Prepare for and participate in telephone conference with with J. Barker, J. Stupar, S. Rose, C. Hayes and D. Latona re litigation strategy (.8); review and analyze insurance policies in connection with strategy call (.9).
07/06/20	Christopher Hayes	1.10	Correspond with client, W. Arnault, K&E team re confidential investigation matters (.1); review, analyze materials re same (.4); telephone conference with W. Arnault, K&E team re insurance considerations (.6).
07/06/20	Elizabeth Helen Jones	0.60	Revise potential motion re settlement.
07/06/20	Dan Latona	0.80	Telephone conference with C. Hayes, A. McCammon, K&E team re insurance matters, shareholder settlement (.7); correspond with Polsinelli team re same (.1).
07/07/20	Bill Arnault	1.90	Participate in telephone conference with UCC re document requests (.6); prepare for meeting (.6); participate in telephone conference with J. Barker re litigation (.5); correspond with J. Stupar and S. Rose re discovery (.2).
07/07/20	Justin A. Barker	3.10	Prepare for and participate in telephone conference with B. Arnault re litigation strategy (1.9); prepare for and participate in meet and confer with Jenner & Block (1.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/20	Stephen C. Hackney, P.C.	0.50	Telephone conference with W. Arnault re update.
07/07/20	Emily N. Malloy	0.50	Review dockets re related litigations to compile recent filings for J. Stupar review (.4); update document management system (.1).
07/07/20	Patrick J. Nash Jr., P.C.	0.10	Correspond with B. Baron re opt out litigation status conference.
07/08/20	Bill Arnault	3.80	Review, revise and edit discovery responses (1.3); correspond with client, Cravath, J. Stupar, J. Barker, S. Rose and AlixPartners re discovery and documents to collect (1.5); outline strategy re same (1.0).
07/08/20	Justin A. Barker	2.70	Draft responses and objections re second set of requests for documents (1.0); correspond with B. Arnault re same (.2); review and analyze potential motion re settlement (.9); correspond with B. Arnault re same (.2); analyze document production strategy and issues (.4).
07/08/20	Emily N. Malloy	2.50	Compile and organize productions (2.3); analyze recent discovery requests (.2).
07/09/20	Bill Arnault	0.70	Participate in telephone conference with J. del Monaco re automatic stay (.3); participate in telephone conference with J. Barker, J. Stupar and S. Rose re litigation (.4).
07/09/20	Justin A. Barker	0.40	Prepare for and participate in litigation strategy telephone conference.
07/09/20	Haroula Gkotsi	0.30	Review and analyze motion to subordinate claim.
07/09/20	Christopher Hayes	0.40	Correspond with MDL plaintiff counsel re confirmation discovery (.1); follow-up re same (.3).
07/09/20	Emily N. Malloy	2.50	Correspond with D. Wood re SOW (.5); upload production to file transfer account for UCC (1.5); correspond with UCC re same (.3); analyze report re potential new litigation and compile docket sheet and complaint re same (.2).
07/09/20	Patrick J. Nash Jr., P.C.	0.60	Review correspondence from MDL plaintiffs re confirmation discovery (.2); review issues re Fresenius claim (.4).

Legal Services for the Period Ending July 31, 2020

Invoice Number:

1010073545

Akorn, Inc.

Matter Number:

14581-39

Adversary Proceedings/Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/20	Bill Arnault	4.50	Participate in telephone conference with Cravath re discovery (.5); participate in telephone conference with J. Barker re same (.2); participate in telephone conference with Kasowitz re due diligence (.3); correspond with J. Stupar, S. Rose and J. Barker re discovery and collection and review plan, including custodians and search terms (2.5); revise and send responses to document requests (1.0).
07/10/20	Justin A. Barker	5.80	Revise motion to subordinate (1.9); revise estimation motion (3.6); conference with B. Arnault re same (.3).
07/10/20	Christopher Hayes	0.70	Correspond with B. Arnault, K&E team, Cravath re litigation status updates, strategy re same (.2); telephone conference with same re same (.5).
07/10/20	Emily N. Malloy	2.00	Prepare and upload separate production volumes to file transfer account for UCC (1.3); correspond with UCC re file transfer account issues (.2); correspond with A. Soto and J. Stupar re copying of hard drives received from Cravath for delivery to UCC (.5) .
07/11/20	Bill Arnault	0.30	Correspond with UCC re discovery.
07/12/20	Sam G. Rose	6.90	Review and analyze objections to disclosure statement and reply (.9); draft motion related to the investigation of potential claims (5.7); correspond with J. Stupar re same (.3).
07/13/20	Bill Arnault	4.20	Participate in diligence telephone conference (.5); analyze settlement information (.6); correspond with UCC, J. Stupar, C. Hayes and J. Barker re discovery (1.5); participate in telephone conference with J. Barker re case (.1); correspond with J. Bonaccorsi re discovery (.5); draft document collection and discovery strategy (1.0).
07/13/20	Dan Latona	0.50	Analyze settlement agreement (.3); correspond with C. Hayes re same (.1); telephone conference with J. Komsky re same (.1).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/13/20	Emily N. Malloy	1.00	Correspond with A. Soto and UCC re decryption of hard drives containing production (.5); correspond with vendor re execution of statement of workt (.3); update document management system (.2).
07/14/20	Bill Arnault	3.60	Telephone conference with C. Hayes re case (.6); draft and respond to discovery correspondence from J. Stupar, J Barker, creditors and client (2.5); review and revise protective order (.5).
07/14/20	Justin A. Barker	0.70	Review and analyze certain insurance policies and corresponding analysis for litigation.
07/14/20	Christopher Hayes	1.00	Correspond with B. Arnault, K&E team re research re securities litigation matters (.2); telephone conference with B. Arnault re litigation strategy, next steps re same (.6); correspond with MDL plaintiffs, B. Arnault, K&E team re confirmation discovery (.2).
07/14/20	Patrick J. Nash Jr., P.C.	0.20	Review correspondence from counsel to MDL litigation plaintiffs re discovery schedule.
07/14/20	Sam G. Rose	4.00	Revise draft motion re potential claims and incorporate edits re same.
07/15/20	Bill Arnault	1.10	Correspond with K&E litigation team re discovery action items.
07/15/20	Shannon L. Gonyou	4.00	Analyze background materials (2.0); analyze Akorn compensation plan (1.0); draft chart of search terms (1.0) .
07/15/20	Emily N. Malloy	0.20	Compile requested filings from parent bankruptcy matter.
07/15/20	Ruth Mulvihill	0.20	Correspond with Company re large file transfer link re complaint files.
07/15/20	Patrick J. Nash Jr., P.C.	0.50	Telephone conference with A. Glenn re status and next steps.
07/16/20	Bill Arnault	2.40	Telephone conference with J. Bonaccorsi and C. Hayes re discovery (.2); telephone conference with UCC and advisors re same (.5); telephone conference with Cravath re discovery (.2); analyze project list and discovery correspondence from J. Stupar re protective order and discovery (1.5).
07/16/20	Justin A. Barker	2.80	Review and analyze motion for summary judgment damages briefing.
07/16/20	Stephen C. Hackney, P.C.	0.50	Conference with W. Arnault re update.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/16/20	Sam G. Rose	0.30	Review and analyze correspondence re next steps and tasks (.2); correspond with J. Stupar re same (.1).
07/17/20	Bill Arnault	1.90	Participate in telephone conference with J. Barker, J. Stupar, S. Rose and S. Gonyou re case (.7); participate in telephone conference with UCC re discovery (.3); analyze estimation motion (.5); correspond with P. Nash and C. Hayes re same (.3); participate in telephone conference with C. Hayes re same (.1).
07/17/20	Justin A. Barker	2.60	Prepare for and participate in telephone conference with K&E litigation team re strategy (.9); prepare for and attend telephone conference with Jenner re discovery issues (.4); revise estimation motion and conference with J. Stupar re same (1.3).
07/17/20	Shannon L. Gonyou	1.00	Telephone conference with K&E litigation team re update (.5); draft transaction slide deck (.5).
07/17/20	Emily N. Malloy	0.70	Correspond with Litigation Support staff and vendor re processing specs and data for processing.
07/17/20	Dan Raffle	0.70	Coordinate data processing specifications.
07/17/20	Sam G. Rose	5.80	Telephone conferences with J. Stupar, W. Arnault, J. Baker and S. Gonyou re litigation tasks and draft motion (1.3); telephone conference with A. McCammon and J. Stupar re same (1.3); revise draft motion re same (3.2).
07/17/20	Jenna Marie Stupar	1.00	Review status of ongoing tasks and develop strategy and project list regarding same.
07/20/20	Bill Arnault	1.90	Telephone conference with J. Clarke, R. Baron, C. Hayes and P. Nash re shareholder litigation (.4); participate in telephone conference with J. Bonaccorsi, C. Hayes and D. Latona re discovery (.4); correspond with J. Bonaccorsi re discovery (.5); correspond with J. Stupar and UCC re discovery (.6).
07/20/20	Shannon L. Gonyou	6.50	Analyze documents re privilege and responsiveness.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/20	Christopher Hayes	1.40	Correspond with MDL counsel, B. Arnault, K&E team re discovery considerations (.1); follow-up correspondence with B. Arnault, K&E team re same (.3); telephone conference with Cravath, P. Nash, K&E team re shareholder litigation and related considerations (.5); telephone conference with client, B. Arnault, K&E team re UCC discovery responses (.5).
07/20/20	Emily N. Malloy	3.70	Draft file transfer account for transmission of materials to EPP Creditors group (.2); upload volumes to same (.7); download materials received from PJT and coordinate with vendor re processing of same (1.0); download materials received from Cravath and upload same to UCC group(.5); draft correspondence re transmission of same (.3); analyze recent correspondence and agreements for integration into document management system (.3); coordinate with Litigation Support staff re copying of hard drives for EPP Creditors group (.7).
07/20/20	Patrick J. Nash Jr., P.C.	1.50	Analyze strategy re litigation claims and plan confirmation (1.2); telephone conference with Cravath re opt out litigation claims (.3).
07/21/20	Justin A. Barker	1.00	Prepare for and conference with B. Arnault re strategy issues.
07/21/20	Christopher Hayes	0.30	Correspond with P. Nash, K&E team re litigation claims.
07/21/20	Emily N. Malloy	3.70	Correspond with vendor re search terms, creation of searches, and batches for review (.8); quality check production (.8); upload production to EPP Creditors group and UCC group (.5); draft correspondence re service of same (.3); update file transfer account access for EPP Creditors group (.2); upload production received from Cravath to EPP group (.5); draft correspondence re service of same (.2); analyze recent correspondence re integration into document management system (.2); update tracking chart (.2).
07/22/20	Bill Arnault	0.60	Correspond with UCC re search parameters and discovery.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/22/20	Justin A. Barker	0.50	Prepare for and participate in telephone conference with MDL plaintiffs re settlement (.3); review and analyze proposed search terms (.2).
07/22/20	Shannon L. Gonyou	2.00	Analyze documents re privilege.
07/22/20	Stephen C. Hackney, P.C.	0.50	Telephone conference with W. Arnault re status.
07/22/20	Christopher Hayes	1.90	Telephone conference with MDL plaintiff counsel re settlement considerations (.4); telephone conference with B. Arnault re considerations re same (.4); telephone conference with B. Arnault, K&E team, RLF re strategic considerations re claim subordination (.6); telephone conference with P. Heath re same (.2); correspond with P. Nash, K&E team re UCC discovery requests (.3).
07/22/20	Emily N. Malloy	3.00	Correspond with vendor re processing of documents for production (.7); quality check production received from vendor (.8); upload same to file transfer accounts for EPP Creditors and UCC (.5); draft correspondence re service of same (.5); analyze recent correspondence re integration into document management system (.2); update tracking chart (.3).
07/23/20	Bill Arnault	2.10	Correspond with client, J. Stupar, and J. Barker re discovery, document collection and informal interviews.
07/23/20	Shannon L. Gonyou	3.00	Analyze documents re privilege calls.
07/24/20	Sam G. Rose	0.20	Review correspondence re document review.
07/25/20	Shannon L. Gonyou	2.00	Analyze documents re privilege.
07/26/20	Bill Arnault	0.40	Analyze compensation documents.
07/26/20	Sam G. Rose	2.00	Review and analyze documents re responsiveness and privilege re Creditors' requests for production.
07/27/20	Justin A. Barker	1.60	Prepare for and participate in telephone conference with Jenner re various discovery issues (.4); research re waiver of attorney-client privilege (1.2).
07/27/20	Shannon L. Gonyou	1.50	Conference with J. Stupar re slide deck and outline slide deck.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/20	Emily N. Malloy	3.70	Correspond with vendor re processing of documents for production (.6); quality check production received from vendor (.5); upload production to EPP Creditors group and UCC group (.5); correspondence with EPP Creditors group and to UCC group re service of same (.5); analyze recent correspondence for integration into document management system (.3); update tracking chart (.3); organize materials received from client (.5); coordinate with vendor re processing of same (.5) .
07/28/20	Shannon L. Gonyou	0.70	Draft outline of slides (.5); conference with J. Stupar re same (.2).
07/28/20	Emily N. Malloy	2.00	Correspond with IT staff re uploaded files and account issues (.5); confer with client re same (.5); organize materials received from client (.5); correspond with vendor re processing of same (.5).
07/29/20	Bill Arnault	0.70	Participate in telephone conference with J. Barker re interviews (.4); review correspondence re liens (.3).
07/29/20	Justin A. Barker	3.20	Prepare for witness meetings (2.7); conference with B. Arnault re same, privilege issues (.5).
07/29/20	Shannon L. Gonyou	3.50	Research re board presentation slide deck (1.0); draft of same (2.5).
07/29/20	Emily N. Malloy	3.00	Compile stats on productions to UCC (.5); create additional file transfer account for transmission of materials from client (.2); download and organize materials received from client (.8); coordinate with vendor re processing of same (.8); compile requested information re settlements and dismissals (.1); update EPP Creditors file transfer account access t (.1); telephone conference with M. Singh and T. Lundy re export failures, custodians, and search terms (.5).
07/30/20	Shannon L. Gonyou	0.50	Telephone conference with K&E team re retention payments.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Adversary Proceedings/Contested Matters

Invoice Number: 1010073545
 Matter Number: 14581-39

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/20	Emily N. Malloy	5.70	Correspond with vendor re processing of documents for production (.7); code additional documents for production (.3); quality check production received from vendor (.5); upload production to EPP Creditors and UCC (.5); correspondence with EPP Creditors and UCC re service of same (.5); analyze recent correspondence re integration into document management system (.2); revise tracking chart (.3); organize materials received from client (.5); correspond with vendor re processing of same (.5); transmit productions received from Cravath to vendor for inclusion in Relativity workspace and correspond re same (1.0); analyze error log received from UCC and correspond with B. Arnault re same (.2); respond to questions re search terms, threading, and batching (.5).
07/31/20	Shannon L. Gonyou	4.50	Analyze documents re privilege and responsiveness (1.5); analyze board minutes(.5); revise transaction slides re same (2.5).
07/31/20	Emily N. Malloy	2.50	Organize materials received from client (.7); correspond with vendor re processing of same (.8); update tracking chart (.2); correspond with vendor re data received from Cravath and loading of same (.5); correspond with vendor re upcoming production (.3).
Total		174.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073544
Client Matter: 14581-40

In the Matter of Automatic Stay Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 3,270.50

Total legal services rendered

\$ 3,270.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Automatic Stay Matters

Invoice Number: 1010073544
Matter Number: 14581-40

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	0.50	1,135.00	567.50
Dan Latona	1.30	1,035.00	1,345.50
Alex McCammon	1.10	965.00	1,061.50
Ruth Mulvihill	0.40	740.00	296.00
TOTALS	3.30		\$ 3,270.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Automatic Stay Matters

Invoice Number: 1010073544
Matter Number: 14581-40

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/20	Dan Latona	1.00	Telephone conference with Company, local counsel re automatic stay re state court action (.7); analyze pleadings re same (.3).
07/07/20	Alex McCammon	0.80	Review and comment on shareholder settlement comfort motion (.6); correspond with E. Jones re same (.2).
07/08/20	Alex McCammon	0.30	Revise shareholder settlement comfort motion.
07/09/20	Christopher Hayes	0.30	Telephone conference with B. Arnault, K&E team re stayed litigation matter.
07/14/20	Christopher Hayes	0.20	Correspond with client, D. Latona, K&E team re new complaint.
07/14/20	Dan Latona	0.30	Telephone conference with A. Polikoff re new litigation and automatic stay.
07/23/20	Ruth Mulvihill	0.30	Correspond with K&E team, RLF team re filing stipulation.
07/24/20	Ruth Mulvihill	0.10	Correspond with P. Silverman re Ironshore stipulation.
Total		3.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073543
Client Matter: 14581-41

In the Matter of U.S. Trustee Issues and Communications

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 4,151.50

Total legal services rendered

\$ 4,151.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
U.S. Trustee Issues and Communications

Invoice Number: 1010073543
Matter Number: 14581-41

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	1.00	1,135.00	1,135.00
Alex Hevia	0.40	845.00	338.00
Dan Latona	1.00	1,035.00	1,035.00
Patrick J. Nash Jr., P.C.	0.10	1,635.00	163.50
Donna H. Ni	2.00	740.00	1,480.00
TOTALS	4.50		\$ 4,151.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 U.S. Trustee Issues and Communications

Invoice Number: 1010073543
 Matter Number: 14581-41

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Patrick J. Nash Jr., P.C.	0.10	Analyze U.S. Trustee letter declining to appoint equity committee.
07/08/20	Christopher Hayes	0.10	Correspond with Alix team re MOR timing.
07/15/20	Christopher Hayes	0.40	Participate in telephonic 341 meeting (1); conduct follow-up re same (.3).
07/15/20	Dan Latona	1.00	Telephonically attend 341 meeting.
07/20/20	Donna H. Ni	2.00	Review notices of violation to revise SoFA spreadsheet (1.4); correspond with C. Rodriguez re same (.3); correspond with C. Rodriguez and Akorn re SoFAs (.3).
07/28/20	Christopher Hayes	0.20	Correspond with D. Latona, K&E team re monthly operating report.
07/29/20	Alex Hevia	0.40	Review and revise MOR.
07/30/20	Christopher Hayes	0.10	Correspond with K&E team, Company re monthly operating report.
07/31/20	Christopher Hayes	0.20	Finalize and coordinate filing of MOR.
Total		4.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073542
Client Matter: 14581-42

In the Matter of Business Operations

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 18,833.00

Total legal services rendered

\$ 18,833.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Business Operations

Invoice Number: 1010073542
Matter Number: 14581-42

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tim Cruickshank, P.C.	0.50	1,295.00	647.50
James B. Dickson	0.40	1,085.00	434.00
Thomas James Dobleman Jr.	2.90	1,195.00	3,465.50
Christopher Hayes	4.90	1,135.00	5,561.50
Alex Hevia	2.10	845.00	1,774.50
Dan Latona	5.20	1,035.00	5,382.00
Alex McCammon	0.10	965.00	96.50
Patrick J. Nash Jr., P.C.	0.90	1,635.00	1,471.50
TOTALS	17.00		\$ 18,833.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Business Operations

Invoice Number: 1010073542
Matter Number: 14581-42

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Thomas James Dobleman Jr.	0.50	Telephone conference with K&E team and Company advisors re status.
07/01/20	Christopher Hayes	0.80	Telephone conference with Company, P. Nash, K&E team, advisors re updates.
07/01/20	Dan Latona	1.20	Telephone conference with K&E team, Alix team, PJT team, Company re weekly update (.5); telephone conference with K&E team, Alix team, PJT team, ad hoc group advisors re same (.7).
07/02/20	Thomas James Dobleman Jr.	0.30	Telephone conference with K&E team and Company advisors re status.
07/02/20	Christopher Hayes	0.20	Correspond with Company, D. Latona, K&E team re vendor outreach.
07/02/20	Christopher Hayes	0.30	Telephone conference with T. Dobleman, K&E team, Company advisors re updates, workstreams.
07/02/20	Dan Latona	0.50	Telephone conference with K&E team, Alix team, PJT team re weekly workstreams.
07/02/20	Alex McCammon	0.10	Review correspondence re insurance matters.
07/07/20	Dan Latona	0.30	Telephone conference with K&E team, PJT team, Alix team re weekly update.
07/08/20	Thomas James Dobleman Jr.	0.60	Telephone conference with K&E team and Company advisors re status.
07/08/20	Christopher Hayes	0.60	Telephone conference with Company, Company advisors re updates, status of workstreams.
07/08/20	Dan Latona	1.80	Telephone conference with K&E team, Alix team, PJT team, Company re weekly workstreams (.8); telephone conference with K&E team, Alix team, PJT team, ad hoc group re same (.7); analyze work in process materials (.3).
07/09/20	Christopher Hayes	0.30	Telephone conference with D. Latona, K&E team, advisors re updates, coordination.
07/14/20	Thomas James Dobleman Jr.	0.20	Telephone conference with K&E team and Company advisors re status.
07/14/20	Christopher Hayes	0.30	Telephone conference with D. Latona, K&E team, PJT re coordination, updates.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Business Operations

Invoice Number: 1010073542
Matter Number: 14581-42

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/15/20	Tim Cruickshank, P.C.	0.50	Telephone conference with advisors re update.
07/15/20	James B. Dickson	0.40	Telephone conference with K&E team re status.
07/15/20	Thomas James Dobleman Jr.	0.50	Telephone conference with K&E team and Company advisors re status.
07/15/20	Christopher Hayes	1.50	Telephone conference with K&E team, advisors, Company re updates (.9); telephone conference with Company re reporting (.3); follow-up re same (.3).
07/16/20	Christopher Hayes	0.50	Telephone conference with Company advisors re business updates, coordination.
07/18/20	Alex Hevia	0.40	Draft slide re case timeline re board meeting.
07/19/20	Alex Hevia	0.40	Draft board slide re critical dates.
07/22/20	Thomas James Dobleman Jr.	0.60	Telephone conference with K&E team and Company advisors re status.
07/22/20	Christopher Hayes	0.30	Telephone conference with Company, advisors re business updates, coordination.
07/23/20	Thomas James Dobleman Jr.	0.20	Telephone conference with K&E team and Company advisors re status.
07/23/20	Christopher Hayes	0.10	Correspond with A. Hevia, K&E team re customer outreach.
07/23/20	Dan Latona	1.00	Telephone conference with K&E team, PJT team, Alix team, Company re update.
07/24/20	Patrick J. Nash Jr., P.C.	0.90	Telephone conference with D. Booth re status of case and next steps (.5); telephone conference with S. Greenberg re same (.4).
07/27/20	Alex Hevia	1.30	Draft board deck re critical deadlines (1.1); conference with A. McCammon and D. Latona re same (.2).
07/28/20	Dan Latona	0.40	Telephone conference with K&E team, PJT team, Alix team re update.
Total		17.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073541
Client Matter: 14581-43

In the Matter of Case Administration

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 5,083.00

Total legal services rendered

\$ 5,083.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Case Administration

Invoice Number: 1010073541
Matter Number: 14581-43

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matt Darch	0.20	1,085.00	217.00
Christopher Hayes	1.40	1,135.00	1,589.00
Dan Latona	0.70	1,035.00	724.50
Library Factual Research	2.00	375.00	750.00
Liz Miller	2.60	340.00	884.00
Carrie Therese Oppenheim	0.30	445.00	133.50
Robert Orren	1.50	445.00	667.50
Sarah Schaedler	0.10	1,175.00	117.50
TOTALS	8.80		\$ 5,083.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Case Administration

Invoice Number: 1010073541
Matter Number: 14581-43

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Matt Darch	0.20	Correspond with N. Hirshman re matter status.
07/01/20	Library Factual Research	2.00	Research on Pink Sheet, Generics Bulletin and Scrip publications.
07/01/20	Carrie Therese Oppenheim	0.30	Coordinate attorney telephonic appearances re disclosure statement hearing.
07/01/20	Robert Orren	0.80	Prepare for Akorn disclosure statement hearing (.4); correspond with K&E team re same (.2); prepare telephonic hearing conference of same (.2).
07/01/20	Sarah Schaedler	0.10	Correspondence re status update call.
07/02/20	Robert Orren	0.10	Prepare July 1 hearing transcript for storage.
07/17/20	Christopher Hayes	0.20	Correspond with local counsel re agenda.
07/20/20	Robert Orren	0.40	Retrieve telephonic hearing appearances for July 21 hearing (.3); prepare calendar notification of same (.1).
07/28/20	Liz Miller	1.30	Analyze audit inquiry letter (.2); analyze file and previous letter (.5); create client record and KENI client/matter search (.2); prepare and send out internal survey memorandum (.4).
07/28/20	Robert Orren	0.20	Distribute calendar notification for August 11 hearing to K&E team.
07/29/20	Christopher Hayes	0.60	Telephone conference with advisors and Company re updates, coordination.
07/29/20	Christopher Hayes	0.60	Participate in telephone conference with company and lender advisors re weekly update.
07/29/20	Dan Latona	0.70	Telephone conference with K&E team, PJT team, Alix team, Company re status (.6); conference with C. Hayes re same (.1).
07/31/20	Liz Miller	1.30	Analyze responses re internal survey memo (.3); prepare audit letter re Akorn, Inc. (.5); prepare cover memo to staff contact attorney (.3); obtain approval from Risk Management Department (.2).
Total		8.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073488
Client Matter: 14581-44

In the Matter of Cash Collateral/Cash Manag./DIP

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 75,112.00

Total legal services rendered

\$ 75,112.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010073488
 Matter Number: 14581-44

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cathy Aebischer	0.50	445.00	222.50
James B. Dickson	25.50	1,085.00	27,667.50
Thomas James Dobleman Jr.	17.80	1,195.00	21,271.00
Christopher Hayes	3.90	1,135.00	4,426.50
Elizabeth Helen Jones	0.30	740.00	222.00
Dan Latona	0.30	1,035.00	310.50
Conor P. McNamara	5.50	845.00	4,647.50
Patrick J. Nash Jr., P.C.	0.50	1,635.00	817.50
Robert Orren	0.40	445.00	178.00
Curt Ostosh	6.90	965.00	6,658.50
Joe Patterson	8.10	965.00	7,816.50
Sheila J. Salehpour	0.20	845.00	169.00
Sarah Schaedler	0.60	1,175.00	705.00
TOTALS	70.50		\$ 75,112.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010073488
Matter Number: 14581-44

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Curt Ostosh	1.20	Draft K&E legal opinion matters.
07/01/20	Curt Ostosh	0.70	Analyze pledge agreement (.6); correspond with K&E team re lender due diligence matters (.1).
07/04/20	Joe Patterson	0.20	Correspond with K&E team re escrow account.
07/08/20	James B. Dickson	0.30	Review and comment on draft DIP opinion.
07/08/20	Curt Ostosh	1.10	Review and revise K&E legal opinion.
07/09/20	James B. Dickson	0.70	Review and revise draft ABL exit papers based on comments.
07/09/20	Elizabeth Helen Jones	0.30	Correspond with Company re lender fees (.2); correspond with counsel to lender re same (.1).
07/09/20	Curt Ostosh	0.50	Review and revise K&E legal opinion.
07/10/20	James B. Dickson	1.50	Review and comment on final DIP opinion (.5); review and revise draft ABL exit papers (1.0).
07/10/20	Christopher Hayes	0.20	Correspond with PJT, Company re exit financing considerations.
07/10/20	Robert Orren	0.40	Prepare docket reports for final DIP order transaction.
07/10/20	Curt Ostosh	0.60	Review and revise K&E legal opinion.
07/13/20	Cathy Aebischer	0.50	Organize final closing deliveries.
07/13/20	James B. Dickson	4.50	Review and revise draft ABL exit grid (2.0); review and revise term sheet based on comments (2.5).
07/13/20	Thomas James Dobleman Jr.	0.20	Review and analyze ABL exit proposals.
07/13/20	Christopher Hayes	0.30	Correspond with PJT, Company re exit ABL proposals.
07/13/20	Patrick J. Nash Jr., P.C.	0.30	Analyze status of proposals re exit ABL.
07/13/20	Joe Patterson	0.20	Analyze post-closing matters re DIP facility.
07/14/20	James B. Dickson	0.80	Review and revise draft ABL exit grid (.2); review and revise term sheet based on comments (.3); telephone conference with PJT team re exit financing (.3).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010073488
 Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/20	Thomas James Dobleman Jr.	2.40	Review and revise exit ABL commitment letters (.5); telephone conference with PJT re exit ABL (.4); telephone conference with J. Dickson re same (.5); review and analyze ABL grids (1.0).
07/14/20	Christopher Hayes	0.50	Correspond with T. Dobleman, K&E team re exit ABL commitment letter, considerations re same.
07/14/20	Conor P. McNamara	0.30	Review, analyze exit commitment letter.
07/14/20	Patrick J. Nash Jr., P.C.	0.20	Analyze updated deck re exit ABL process.
07/14/20	Curt Ostosh	0.70	Telephone conference with K&E team re exit financing proposals.
07/14/20	Sheila J. Salehpour	0.20	Analyze commitment letter.
07/14/20	Sarah Schaedler	0.60	Analyze commitment letter (.4); analyze correspondence re same (.2).
07/15/20	James B. Dickson	0.40	Review and comment on draft ABL exit papers.
07/15/20	Thomas James Dobleman Jr.	1.50	Telephone conference with Company and PJT re ABL exit facility and sale process (1.0); review and revise ABL exit commitment terms summary (.5).
07/15/20	Christopher Hayes	0.50	Correspond with J. Patterson, K&E team re ECL comments.
07/15/20	Dan Latona	0.30	Comment on commitment letter.
07/15/20	Conor P. McNamara	5.20	Review, analyze exit commitment letter precedent (3.0); review, comment on exit commitment letter (2.2).
07/15/20	Joe Patterson	1.00	Revise credit agreement re specialist comments.
07/16/20	Thomas James Dobleman Jr.	0.90	Telephone conference with K&E team and Company advisors re catch up (.5); review and revise ABL exit commitment letters (.4).
07/16/20	Joe Patterson	1.00	Revise commitment papers.
07/17/20	James B. Dickson	2.50	Review and revise draft ABL commitment letter.
07/17/20	Thomas James Dobleman Jr.	0.30	Correspond with PJT and AHG advisors re ABL commitments.
07/17/20	Christopher Hayes	0.40	Correspond with T. Dobleman, K&E team, PJT re exit ABL commitment letter and related process considerations.
07/17/20	Joe Patterson	0.20	Revise commitment papers.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010073488
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/20	James B. Dickson	2.50	Review, revise draft ABL commitment letter (2.1); correspond with K&E team re same (.4).
07/18/20	Thomas James Dobleman Jr.	2.50	Review and revise ABL exit commitment letter.
07/19/20	James B. Dickson	0.30	Review, revise draft ABL commitment letter (.2); correspond with K&E team re same (.1).
07/20/20	James B. Dickson	2.30	Review and comment on exit ABL commitment letter (2.0); review, comment on milestone deadlines (.3).
07/20/20	Thomas James Dobleman Jr.	1.70	Review and analyze DIP re Akorn India funding (.2); correspond with AHG advisors re ABL exit commitment letters (.2); review and revise ABL exit commitment letters (1.3).
07/20/20	Christopher Hayes	0.20	Correspond with PJT, T. Dobleman, K&E team re exit financing considerations.
07/21/20	Thomas James Dobleman Jr.	0.30	Correspond with PJT re DIP exit commitment.
07/21/20	Joe Patterson	0.50	Revise credit agreement and exhibits re. exit facility.
07/22/20	James B. Dickson	1.00	Prepare for and attend telephone conference with Wells counsel re ABL exit commitment (.4); review and comment on diligence requests re exit facility (.6).
07/22/20	Thomas James Dobleman Jr.	0.70	Telephone conference with PJT re ABL exit facility (.3); telephone conference with Wells' counsel re ABL exit facility (.4).
07/22/20	Christopher Hayes	0.60	Correspond with T. Dobleman, PJT re exit commitment letter considerations (.4); correspond with T. Dobleman, K&E team re exit financing, take-back debt (.2).
07/22/20	Curt Ostosh	0.40	Telephone conference re exit financing.
07/22/20	Joe Patterson	0.50	Analyze post-closing matters re DIP facility.
07/23/20	James B. Dickson	0.50	Correspond with K&E team re ABL exit facility diligence.
07/23/20	Joe Patterson	0.50	Analyze post-closing matters re DIP facility.
07/24/20	Joe Patterson	0.20	Analyze commitment papers.
07/25/20	James B. Dickson	0.30	Analyze ABL exit facility lender comments (.2); correspond with K&E team re same (.1).
07/27/20	James B. Dickson	4.00	Review and comment on draft ABL exit term sheets.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Cash Collateral/Cash Manag./DIP

Invoice Number: 1010073488
Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/20	Thomas James Dobleman Jr.	1.00	Review and analyze exit ABL commitment letters (.8); telephone conference with PJT team re same (.2).
07/27/20	Christopher Hayes	0.20	Correspond with lender counsel, K&E team re exit ABL commitment letters.
07/27/20	Joe Patterson	0.40	Analyze commitment papers.
07/28/20	James B. Dickson	2.00	Review and comment on draft ABL exit term sheets (1.8); telephone conference with PJT team, Company and K&E team re ABL exit term sheets (.2).
07/28/20	Thomas James Dobleman Jr.	2.00	Telephone conference with K&E team and Company advisors re status (.4); review and analyze changes re exit commitment letters (.9); telephone conference with Company re ABL exit proposals (.2); telephone conference with AHG advisors re same (.5).
07/28/20	Christopher Hayes	1.00	Telephone conference and correspond with T. Dobleman, K&E team, advisors re exit commitment letter (.4); telephone conference and correspond with lender advisors, Company advisors re same (.6).
07/28/20	Curt Ostosh	0.30	Review and analyze DIP insurance matters.
07/28/20	Curt Ostosh	1.00	Prepare for and attend telephone conference with K&E team, Company, PJT, Alix re ABL exit facility, next steps.
07/28/20	Joe Patterson	2.00	Analyze commitment papers.
07/29/20	James B. Dickson	0.80	Prepare for and attend telephone conference with K&E team, Company, PJT and Alix re ABL exit facility, next steps.
07/29/20	Thomas James Dobleman Jr.	2.30	Telephone conference with Company and PJT re ABL exit facility (.5); telephone conference with advisors re update; (.5); analyze debt commitment letters (1.0); correspond with C. Hayes and J. Dickson re unencumbered property analysis (.3).
07/29/20	Curt Ostosh	0.40	Review and analyze K&E legal opinion and deal tracking.
07/29/20	Joe Patterson	0.90	Analyze perfection memorandum re mortgages.
07/30/20	James B. Dickson	0.30	Review and comment on perfection, mortgage mechanics.
07/30/20	Joe Patterson	0.50	Analyze perfection memorandum re mortgages.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Cash Collateral/Cash Manag./DIP

Invoice Number: 1010073488
 Matter Number: 14581-44

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/20	James B. Dickson	0.80	Review and comment on ABL exit facility revised proposals, next steps.
07/31/20	Thomas James Dobleman Jr.	2.00	Review and revise exit commitment letters (.7); correspond with PJT re same (.3); review and analyze acquisition proposal (.2); telephone conference with PJT and Company re same (.8).
Total		70.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073540
Client Matter: 14581-45

In the Matter of Claims Analysis and Objections

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 142,760.50

Total legal services rendered

\$ 142,760.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010073540
 Matter Number: 14581-45

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	5.80	1,165.00	6,757.00
Justin A. Barker	31.40	1,430.00	44,902.00
Haroula Gkotsi	5.00	740.00	3,700.00
Christopher Hayes	12.70	1,135.00	14,414.50
Key Hemyari	0.50	965.00	482.50
Alex Hevia	2.90	845.00	2,450.50
Dan Latona	6.80	1,035.00	7,038.00
Alex McCammon	19.10	965.00	18,431.50
Ruth Mulvihill	28.00	740.00	20,720.00
Patrick J. Nash Jr., P.C.	5.40	1,635.00	8,829.00
Sam G. Rose	7.90	835.00	6,596.50
Jenna Marie Stupar	7.80	1,025.00	7,995.00
Nick Ustaski	0.60	740.00	444.00
TOTALS	133.90		\$ 142,760.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Claims Analysis and Objections

Invoice Number: 1010073540
Matter Number: 14581-45

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/20	Haroula Gkotsi	0.20	Review and revise bar date notice.
07/02/20	Christopher Hayes	0.20	Correspond with D. Latona, KE team, RLF re bar date notice.
07/02/20	Dan Latona	0.20	Comment on bar date notice.
07/05/20	Patrick J. Nash Jr., P.C.	0.70	Review and investigate subordination matters.
07/06/20	Haroula Gkotsi	1.60	Analyze legal memo re 510(b) subordination (1.4); telephone conference with A. McCammon, R. Mulvihill re same (.2).
07/06/20	Christopher Hayes	0.30	Correspond with A. McCammon, K&E team re subordination motion, settlement motion, next steps re same.
07/06/20	Alex McCammon	0.60	Correspond with R. Mulvihill, R. Gkotsi re subordination motion (.1); telephone conference with same re same (.2); correspond with E. Jones re shareholder settlement (.2); analyze issues re same (.1).
07/06/20	Ruth Mulvihill	2.10	Telephone conference with A. McCammon, H. Gkotsi re Fresenius claim subordination motion (.1); draft, revise solicitation motion (.5); research precedent re same (1.3); correspond with H. Gkotsi re same (.2).
07/07/20	Haroula Gkotsi	3.20	Draft motion to subordinate claim.
07/07/20	Ruth Mulvihill	7.10	Draft, revise subordination motion (4.9); correspond with H. Gkotsi re same (.6); review precedent re same (.8); research re Fresenius litigation (.8).
07/08/20	Alex McCammon	0.40	Review and revise subordination motion.
07/09/20	Justin A. Barker	2.80	Research and work on strategy for estimation motion.
07/09/20	Alex McCammon	2.70	Review and revise subordination motion (2.4); correspond with R. Mulvihill, K&E team re same (.3).
07/09/20	Ruth Mulvihill	4.00	Revise subordination motion (3.0); research re same (.7); correspond with H. Gkotsi, A. McCammon re same (.3).
07/09/20	Sam G. Rose	0.30	Telephone conference with J. Stupar, J. Baker and B. Arnault re investigation of potential claims.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010073540
 Matter Number: 14581-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/20	Christopher Hayes	0.30	Correspond with A. McCammon, KE team re claim subordination motion, considerations re same.
07/10/20	Dan Latona	3.20	Comment on objection re Fresenius claim (2.5); analyze case law re same (.7).
07/10/20	Ruth Mulvihill	0.30	Compile, organize caselaw cited in subordination motion (.2); correspond with K&E team re same (.1).
07/11/20	Justin A. Barker	2.00	Research issues re 510(b).
07/11/20	Alex McCammon	0.30	Correspond with R. Mulvihill re subordination motion.
07/12/20	Ruth Mulvihill	2.90	Revise motion re subordination memorandum (2.7); correspond with K&E team re same (.2).
07/13/20	Justin A. Barker	6.90	Revise motion to subordinate (3.0); conference with B. Arnault re same (.3); review and analyze objections of Fresenius to disclosure statement motion (1.4); research re 510(b) (2.2).
07/13/20	Christopher Hayes	0.20	Correspond with A. Hevia, KE team re diligence re filed proofs of claim.
07/13/20	Alex McCammon	1.30	Review and revise subordination motion.
07/13/20	Sam G. Rose	2.20	Draft motion related to potential claims.
07/13/20	Jenna Marie Stupar	0.70	Review and analyze potential creditor claim.
07/14/20	Justin A. Barker	4.80	Research and draft subordination motion (3.8); telephone conference with A. McCammon re same (1.0).
07/14/20	Christopher Hayes	1.20	Correspond with A. Hevia, KE team re diligence re filed proofs of claim (.2); Review, comment re claim subordination motion (.9); correspond with A. McCammon, KE team re same (.1).
07/14/20	Alex McCammon	1.00	Telephone conference with J. Barker re subordination motion.
07/14/20	Jenna Marie Stupar	3.00	Review and analyze alleged creditor claims.
07/15/20	Justin A. Barker	5.20	Research issues re 502(c) (2.5); revise estimation motion (2.7).
07/15/20	Christopher Hayes	1.20	Review, comment re claim subordination motion.
07/15/20	Alex McCammon	0.10	Revise subordination motion.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Claims Analysis and Objections

Invoice Number: 1010073540
Matter Number: 14581-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/15/20	Sam G. Rose	1.90	Revise draft motion re investigation into possible claims (1.6); correspond with B. Arnault and J. Baker re same (.3).
07/16/20	Justin A. Barker	1.90	Revise estimation motion.
07/16/20	Christopher Hayes	0.30	Correspond with A. McCammon, KE team re claims subordination, related matters.
07/16/20	Ruth Mulvihill	0.50	Correspond with Company re large file transfer re complaint files (.2); compile, organize same (.2); review same (.1).
07/17/20	Justin A. Barker	0.80	Conference with J. Stupar and S. Rose re estimation motion.
07/17/20	Alex McCammon	5.80	Review and revise subordination motion (5.3); telephone conference with J. Stupar, S. Rose re estimation motion (.5).
07/17/20	Jenna Marie Stupar	3.40	Review and analyze potential claims issues.
07/19/20	Patrick J. Nash Jr., P.C.	0.50	Analyze litigation claims in preparation of confirmation.
07/19/20	Sam G. Rose	1.00	Review and analyze document requests from creditor.
07/20/20	Christopher Hayes	1.00	Review, comment re revised Fresenius subordination motion.
07/20/20	Alex Hevia	0.60	Conference with A. McCammon re claims objection (.4); review and analyze claims for objection strategy (.2).
07/20/20	Alex McCammon	0.50	Review and revise subordination motion and correspond with Cravath re same.
07/20/20	Patrick J. Nash Jr., P.C.	0.90	Telephone conference with counsel to Rising re proof of claim and possible resolution re same (.3); analyze correspondence from Rising counsel re same (.2); analyze underlying agreement re Rising (.4).
07/21/20	Bill Arnault	2.10	Review and revise estimation motion (1.8); telephone conference with J. Barker re same (.3).
07/21/20	Justin A. Barker	3.80	Review and revise motion to estimate (1.7); conference with S. Rose re same (.2); review and analyze motion to subordinate (.8); review and analyze revised motion to estimate and conference with J. Stupar re same (1.1);
07/21/20	Christopher Hayes	0.20	Correspond with D. Latona, KE team re voting objections, considerations re same.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010073540
 Matter Number: 14581-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/21/20	Alex Hevia	1.00	Conference and correspond with C. Hayes, D. Latona, and A. McCammon re claims objection process (.4); analyze claims re same (.6).
07/21/20	Sam G. Rose	2.30	Review and incorporate edits into draft motion re claims (.3); prepare for and participate in telephone conference with J. Baker re same (.5); revise motion re same (1.5).
07/22/20	Bill Arnault	1.30	Review and revise motion to subordinate.
07/22/20	Christopher Hayes	0.20	Correspond with A. McCammon, KE team re claim subordination motion.
07/22/20	Key Hemyari	0.50	Telephone conference with KE Restructuring Team re objections to claims for voting purposes.
07/22/20	Alex Hevia	0.50	Telephonic conference with D. Latona, K&E team, and RLF team re claim objection strategy.
07/22/20	Dan Latona	0.60	Telephone conference with K&E team, RLF team re claims objections.
07/22/20	Alex McCammon	0.30	Analyze issues re potential claims objections and correspond with KCC re same.
07/22/20	Alex McCammon	2.30	Review and revise subordination motion (1.8); telephone conference with C. Hayes, B. Arnault, D. Latona, RLF re same (.5).
07/22/20	Patrick J. Nash Jr., P.C.	0.70	Analyze correspondence from Publix counsel re claims and set-off (.2); prepare correspondence to client re Rising claim (.2); analyze correspondence from client re Rising claim (.1); follow up with Rising counsel re same (.2).
07/22/20	Nick Ustaski	0.60	Attend and take notes on telephone conference call with KE team and RFL re objections and motions re confirmation hearing.
07/23/20	Christopher Hayes	0.80	Review, comment re subordination motion (.4); telephone conference with W. Arnault re strategic considerations re same (.2); correspond with P. Nash, KE team re same (.2).
07/23/20	Patrick J. Nash Jr., P.C.	0.30	Telephone conference with Rising Pharma attorney re proof of claim.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010073540
 Matter Number: 14581-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/23/20	Sam G. Rose	0.20	Correspond with B. Arnault and J. Stupar re draft motion.
07/24/20	Bill Arnault	0.50	Analyze Fresenius motion to re-classify.
07/24/20	Justin A. Barker	3.20	Review and analyze motion to reclassify (1.2); research re Rule 3013 and other statutes re to reclassification (2.0).
07/26/20	Patrick J. Nash Jr., P.C.	0.20	Analyze correspondence re GUC trade claims (.1); prepare response correspondence re same (.1).
07/27/20	Bill Arnault	1.90	analyze motion to re-classify (1.7); correspond with C. Hayes, D. Latona and A. McCammon re same (.2).
07/27/20	Christopher Hayes	2.20	Review, analyze Fresenius claim classification motion (1.4); correspond with A. McCammon, K&E team, Cravath re same (.2); telephone conference with P. Nash re same (.2); telephone conference with client re same (.3); telephone conference with A. McCammon re objection strategy re classification motion (.1).
07/27/20	Dan Latona	0.80	Analyze Fresenius motion to reclassify.
07/27/20	Ruth Mulvihill	3.70	Review, analyze Fresenius classification motion (.5); revise subordination objection (3.1); correspond with K&E team re same (.1).
07/27/20	Patrick J. Nash Jr., P.C.	1.60	Analyze correspondence from Rising attorney re claim (.1); telephone conference with Rising attorney re sam (.3); prepare correspondence to client re same (.2); analyze correspondence from client re same (.2); analyze Fresenius motion to reclassify claims (.8).
07/28/20	Christopher Hayes	1.20	Review, analyze research re response to Fresenius reclassification motion (.4); telephone conference with class action counsel re considerations re same (.5); correspond with P. Nash, K&E team, Cravath re same (.3).
07/28/20	Ruth Mulvihill	1.30	Research re waiver of objections in chapter 11 (1.2); correspond with A. McCammon re same (.1).
07/28/20	Patrick J. Nash Jr., P.C.	0.20	Analyze Provepharm joinder in Fresenius motion to reclassify.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Claims Analysis and Objections

Invoice Number: 1010073540
Matter Number: 14581-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/20	Jenna Marie Stupar	0.70	Review and analyze issues re potential claims.
07/29/20	Christopher Hayes	0.70	Correspond with P. Nash, creditor re claims resolution (.4); correspond with A. McCammon, KE team re claims register and follow-up re same (.3).
07/29/20	Christopher Hayes	0.50	Review, analyze materials re Fresenius classification motion (.3); review, comment re objection to motion (.2).
07/29/20	Alex Hevia	0.80	Review and analyze claim register (.5); review and analyze solicitation procedures re same (.2); correspond with C. Hayes and A. McCammon re same (.1).
07/29/20	Dan Latona	1.50	Comment on objection re reclassify claims.
07/29/20	Alex McCammon	0.30	Analyze claims register and correspond with C. Hayes, A. Hevia re same.
07/29/20	Alex McCammon	3.50	Review and revise objection to classification motion.
07/29/20	Patrick J. Nash Jr., P.C.	0.30	Analyze correspondence from Rising attorney re proof of claim (.1); prepare correspondence to Rising attorney re same (.1); prepare correspondence to client re same (.1).
07/30/20	Christopher Hayes	0.30	Review, analyze unsecured claims analysis (.2); correspond with Alix, D. Latona re same (.1).
07/30/20	Christopher Hayes	1.40	Review, comment re objection to Fresenius classification motion (.9); telephone conference with Fresenius counsel re same, next steps (.3); correspond with P. Nash, B. Arnault, K&E team re follow-up re same (.2).
07/30/20	Dan Latona	0.30	Analyze Alix GUC analysis.
07/30/20	Ruth Mulvihill	2.60	Analyze precedent re claims stipulation (1.0); draft, revise same (1.5); correspond with A. McCammon re same (.1).
07/31/20	Christopher Hayes	0.50	Correspond with R. Mulvihill, K&E team re revisions to Fresenius classification motion (.2); review, comment re revised motion (.2); telephone conference with Fresenius counsel re settlement considerations (.1).
07/31/20	Dan Latona	0.20	Comment on objection to motion to reclassify claims.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Claims Analysis and Objections

Invoice Number: 1010073540
 Matter Number: 14581-45

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/20	Ruth Mulvihill	3.50	Draft, revise classification objection (1.7); review Fresenius classification motion re same (.3); correspond with A. McCammon re same (.2); review Fresenius disclosure statement objection re claims against insurance policies (.5); correspond with C. Hayes re same (.1); revise classification objection re comments (.5); correspond with K&E team, J. Bonaccorsi, Cravath team re same (.2).
Total		133.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073539
Client Matter: 14581-46

In the Matter of Corporate and Securities Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 68,596.50

Total legal services rendered

\$ 68,596.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Corporate and Securities Matters

Invoice Number: 1010073539
 Matter Number: 14581-46

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shilpa J. Bhalerao	0.20	340.00	68.00
Tim Cruickshank, P.C.	2.30	1,295.00	2,978.50
Matt Darch	1.00	1,085.00	1,085.00
Shannon L. Gonyou	4.00	835.00	3,340.00
Christopher Hayes	4.90	1,135.00	5,561.50
Jennifer Karinen	24.10	1,035.00	24,943.50
Dan Latona	2.30	1,035.00	2,380.50
Mark Steven Lipschultz	1.20	965.00	1,158.00
Alex McCammon	0.30	965.00	289.50
Rohit Nafday	0.40	1,195.00	478.00
Patrick J. Nash Jr., P.C.	2.70	1,635.00	4,414.50
Joe Patterson	0.20	965.00	193.00
Enid Qin	28.60	740.00	21,164.00
Frances Thompson	0.50	1,085.00	542.50
TOTALS	72.70		\$ 68,596.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Corporate and Securities Matters

Invoice Number: 1010073539
Matter Number: 14581-46

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Jennifer Karinen	3.50	Revise 8-K (2.8); analyze presentation re same (.7).
07/01/20	Mark Steven Lipschultz	0.50	Analyze corporate matters.
07/01/20	Enid Qin	1.50	Review and revise cleansing material 8-K.
07/02/20	Jennifer Karinen	3.20	Revise presentation (2.1); analyze issues re 8-K filing (.9); analyze issues re Section 16 (.2).
07/02/20	Patrick J. Nash Jr., P.C.	0.30	Review 8-K re updated 2020 forecast (.2); correspond with PJT re updated forecast (.1).
07/03/20	Christopher Hayes	0.80	Attend board call.
07/06/20	Jennifer Karinen	2.20	Analyze Section 16-related matters.
07/07/20	Mark Steven Lipschultz	0.70	Analyze corporate matters.
07/10/20	Alex McCammon	0.20	Correspond with R. Mulvihill re successor liability research.
07/13/20	Tim Cruickshank, P.C.	0.50	Analyze SEC and compensation questions.
07/13/20	Jennifer Karinen	0.20	Analyze correspondence re Section 16 related matters.
07/14/20	Tim Cruickshank, P.C.	0.50	Attend board meeting.
07/14/20	Matt Darch	1.00	Analyze commitment letter and correspond with K&E team re same.
07/14/20	Jennifer Karinen	0.20	Analyze issues re distribution.
07/14/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with J. Bonaccorsi re upcoming board meeting.
07/15/20	Tim Cruickshank, P.C.	0.50	Analyze SEC disclosure matters.
07/15/20	Christopher Hayes	0.20	Correspond with client, D. Latona re governance matters.
07/15/20	Jennifer Karinen	0.50	Research legal proceedings question.
07/16/20	Tim Cruickshank, P.C.	0.30	Telephone conference with K&E team re SEC disclosure matters.
07/16/20	Jennifer Karinen	0.80	Analyze distribution and filing information obligations.
07/16/20	Enid Qin	0.50	Conference with K&E corporate team re disclosing litigation in quarterly report on form 10-Q .
07/17/20	Christopher Hayes	1.00	Participate in telephonic board call.
07/17/20	Dan Latona	1.00	Telephonically attend board call.
07/17/20	Patrick J. Nash Jr., P.C.	1.30	Participate in board meeting (1.0); correspond with A. Glenn re board meeting (.3).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Corporate and Securities Matters

Invoice Number: 1010073539
Matter Number: 14581-46

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/20	Alex McCammon	0.10	Correspond with A. Hevia re board update slide.
07/20/20	Jennifer Karinen	1.00	Analyze 10-Q disclosure.
07/20/20	Joe Patterson	0.20	Correspond with K&E team re Akorn India stock certificates.
07/20/20	Enid Qin	4.70	Review and revise draft note for 10-Q.
07/21/20	Tim Cruickshank, P.C.	0.50	Analyze disclosure questions.
07/21/20	Shannon L. Gonyou	4.00	Analyze documents re privilege and responsiveness.
07/21/20	Christopher Hayes	0.20	Correspond with A. Hevia, KE team re timeline re board activities; review, comment re materials re same.
07/21/20	Jennifer Karinen	2.70	Review and revise 10-Q disclosure (.8); research internal control attestation requirements and related disclosure (1.9).
07/21/20	Enid Qin	3.00	Review and revise draft note for 10-Q.
07/22/20	Jennifer Karinen	3.20	Review and revise 10-Q.
07/22/20	Dan Latona	0.50	Analyze materials re board call (.2); comment on 10-Q (.3).
07/23/20	Jennifer Karinen	0.80	Analyze litigation disclosure.
07/25/20	Jennifer Karinen	0.40	Analyze 10-Q draft.
07/26/20	Jennifer Karinen	0.30	Research 10-Q disclosure question.
07/26/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with J. Bonaccorsi re board meeting.
07/27/20	Jennifer Karinen	2.00	Analyze 10-Q (1.5); coordinate drafting and filing of monthly operating report 8-K (.5).
07/27/20	Dan Latona	0.80	Analyze board slide (.5); telephone conference with A. McCammon, A. Hevia re same (.3).
07/27/20	Rohit Nafday	0.40	Review and revise 10-Q.
07/27/20	Enid Qin	8.20	Review and revise draft 10-Q.
07/27/20	Frances Tompson	0.50	Analyze 10-Q.
07/28/20	Enid Qin	5.50	Review and revise draft 10-Q.
07/29/20	Christopher Hayes	0.70	Telephone conference with S. Toth re governance considerations (.2); correspond with P. Nash re same (.2); review, comment re materials re same (.3).
07/29/20	Jennifer Karinen	0.80	Revise 10-Q draft.
07/29/20	Enid Qin	1.00	Draft MOR 8-K.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Corporate and Securities Matters

Invoice Number: 1010073539
 Matter Number: 14581-46

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/20	Christopher Hayes	2.00	Telephone conference and correspond with P. Nash in advance of board meeting (.2); attend board meeting re bankruptcy updates (1.6); correspond with K&E securities team re 10-K considerations (.2).
07/30/20	Jennifer Karinen	1.80	Analyze 10-K and earnings release.
07/30/20	Patrick J. Nash Jr., P.C.	0.70	Participate in board meeting.
07/30/20	Enid Qin	2.70	Review and revise Monthly Operating Report 8-K (1.0); review and revise earnings release (1.7).
07/31/20	Shilpa J. Bhalerao	0.20	Review and revise draft audit letter and cover memorandum.
07/31/20	Jennifer Karinen	0.50	Analyze 10-Q and 8-K.
07/31/20	Enid Qin	1.50	Review and revise monthly operation report 8-K (.5); coordinate with printer re edgarize 8-K and exhibit (.2); review and revise printer proof (.6); correspond with printer re filing (.2).
Total		72.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073538
Client Matter: 14581-47

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 12,829.50

Total legal services rendered

\$ 12,829.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditor and Stakeholder Communications

Invoice Number: 1010073538
Matter Number: 14581-47

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	3.90	1,135.00	4,426.50
Dan Latona	4.40	1,035.00	4,554.00
Alex McCammon	0.60	965.00	579.00
Patrick J. Nash Jr., P.C.	2.00	1,635.00	3,270.00
TOTALS	10.90		\$ 12,829.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditor and Stakeholder Communications

Invoice Number: 1010073538
Matter Number: 14581-47

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Christopher Hayes	0.20	Correspond with creditors re vendor payment status (.1); conduct follow-up re same (.1).
07/02/20	Christopher Hayes	0.30	Telephone conference with lender re process updates.
07/02/20	Patrick J. Nash Jr., P.C.	0.30	Review NDA markup from A. Glenn, attorney for ad hoc equity group (.2); correspond with A. Glenn re same (.1).
07/06/20	Christopher Hayes	1.00	Participate in monthly telephone conference with lenders, client, company advisors.
07/06/20	Dan Latona	1.00	Telephone conference re monthly lender meeting.
07/06/20	Alex McCammon	0.10	Correspond with lender re RSA.
07/06/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with D. Portwood re lender call.
07/07/20	Dan Latona	0.90	Telephone conference with C. Hayes, K&E litigation team, Jenner team re document production (.8); telephone conference with Cravath re same (.1).
07/07/20	Alex McCammon	0.40	Telephone conference with lender re RSA and solicitation procedures.
07/07/20	Patrick J. Nash Jr., P.C.	0.30	Telephone conference with equity owner R. Berzinji re status and next steps.
07/08/20	Christopher Hayes	0.70	Telephone conference with lender advisors, PJT re updates.
07/08/20	Patrick J. Nash Jr., P.C.	0.40	Answer questions from counsel to ad hoc equity committee.
07/13/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with S. Carroll re cure notice.
07/14/20	Christopher Hayes	0.30	Correspond with A. Sexton, KE team, equity bidder counsel re tax diligence status (.1); correspond with client, advisors re 341 meeting prep (.2).
07/15/20	Christopher Hayes	0.90	Participate in telephonic 341 meeting (1); conduct follow-up re same (.3); correspond with equity counsel re contract notices (.2); telephone conference with lender advisors, company advisors re weekly coordination (.5).
07/15/20	Christopher Hayes	0.50	Telephone conference with lender advisors, company advisors re weekly coordination.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Creditor and Stakeholder Communications

Invoice Number: 1010073538
 Matter Number: 14581-47

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/15/20	Dan Latona	1.50	Telephone conference with K&E team, PJT team, Alix team, Company re weekly update (1.0); telephone conference with K&E team, PJT team, Alix team, ad hoc group re same (.5).
07/22/20	Dan Latona	1.00	Telephone conference with K&E team, PJT team, Alix team, Company re update (.3); telephone conference with K&E team, PJT team, Alix team, ad hoc group re same (.7).
07/27/20	Patrick J. Nash Jr., P.C.	0.60	Telephone conference with certain lender, equity holder re status of case and next steps (.3); telephone conference with second lender, equity holder re status of case and next steps (.3).
07/29/20	Alex McCammon	0.10	Correspond and telephone conference with creditor re RSA.
Total		10.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073537
Client Matter: 14581-48

In the Matter of Creditors' Committee Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 177,035.50

Total legal services rendered

\$ 177,035.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Creditors' Committee Matters

Invoice Number: 1010073537
 Matter Number: 14581-48

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	14.60	1,165.00	17,009.00
Justin A. Barker	8.40	1,430.00	12,012.00
James B. Dickson	0.30	1,085.00	325.50
Christopher Hayes	29.30	1,135.00	33,255.50
Dan Latona	7.40	1,035.00	7,659.00
Dan Latona	8.20	965.00	7,913.00
Alex McCammon	5.60	845.00	4,732.00
Patrick J. Nash Jr., P.C.	6.40	1,635.00	10,464.00
Gregory F. Pesce	9.00	1,175.00	10,575.00
Sam G. Rose	32.20	835.00	26,887.00
Sam G. Rose	7.90	725.00	5,727.50
Jenna Marie Stupar	34.00	1,025.00	34,850.00
Jenna Marie Stupar	5.80	970.00	5,626.00
TOTALS	169.10		\$ 177,035.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/20	Gregory F. Pesce	0.40	Conferences with K&E team re UCC formation.
06/02/20	Gregory F. Pesce	0.40	Conferences with K&E team re UCC formation.
06/03/20	Christopher Hayes	1.00	Correspond with G. Pesce, K&E team, U.S. Trustee re committee formation (.4); telephone conference with G. Pesce, K&E team re same, related matters (.2); conduct follow-up re same (.1); correspond with client re same (.2); correspond with interested parties re committee (.1).
06/03/20	Patrick J. Nash Jr., P.C.	0.30	Analyze notice of UCC appointment (.2); correspond with D. Katz re UCC (.1).
06/03/20	Gregory F. Pesce	1.10	Conferences with K&E team re UCC formation.
06/04/20	Patrick J. Nash Jr., P.C.	0.70	Analyze correspondence from S. Greenberg re possible equity committee (.1); prepare correspondence to S. Greenberg re same (.1); analyze issues re possible equity committee (.4); analyze correspondence from PJT re UCC (.1).
06/04/20	Gregory F. Pesce	0.60	Conferences with K&E team re UCC formation process.
06/05/20	Patrick J. Nash Jr., P.C.	0.30	Telephone conference with prospective UCC FA.
06/05/20	Gregory F. Pesce	0.60	Conferences with K&E team re UCC formation process.
06/06/20	Patrick J. Nash Jr., P.C.	0.40	Telephone conference with prospective counsel to UCC (.2); analyze correspondence from prospective UCC counsel (.1); prepare response correspondence to prospective UCC counsel (.1).
06/06/20	Gregory F. Pesce	0.50	Conferences with K&E team re UCC formation process.
06/07/20	Gregory F. Pesce	0.40	Conferences with K&E team re UCC formation process.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/20	Christopher Hayes	0.80	Telephone conference with C. Steege re case (.3); correspond with C. Steege re next steps (.2); draft correspondence to client re Jenner retention (.1); follow up on UCC extended objection deadline (.2).
06/08/20	Alex McCammon	0.20	Correspond with Jenner team re parties in interest list.
06/08/20	Patrick J. Nash Jr., P.C.	0.80	Telephone conference with C. Steege, newly retained UCC counsel (.3); correspond with C. Steege re next steps (.2); draft correspondence to client re Jenner retention by UCC (.1); follow up on UCC extended objection deadline (.2).
06/08/20	Gregory F. Pesce	0.40	Conferences with K&E team re UCC formation process.
06/09/20	Christopher Hayes	0.50	Correspond with D. Latona, K&E team, local counsel re committee counsel retention and related matters (.2); telephone conference with D. Latona re outreach strategy (.2); correspond with D. Latona, K&E team, UCC counsel re call coordination (.1).
06/09/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with C. Steege re UCC issues.
06/09/20	Gregory F. Pesce	0.80	Conferences with K&E team re UCC formation process.
06/10/20	Christopher Hayes	2.70	Prepare for meeting with UCC counsel re pleadings, resolutions re same (.7); telephone conference with D. Latona, K&E team, UCC counsel re same (1.0); follow-up re same (.4); correspond with P. Nash, K&E team re same (.1); correspond with D. Latona, A. McCammon re committee NDA (.2); review, comment re same (.3).
06/10/20	Dan Latona	2.00	Telephone conference with C. Hayes, Jenner re committee update (1.0); analyze, comment on committee NDA (.4); telephone conference with C. Hayes, Richards Layton re committee issues (.6).
06/10/20	Alex McCammon	2.30	Research precedent re Committee NDAs (.1); draft and revise same (1.0); analyze notices of appearance re Committee member contact information (.7); correspond with C. Hayes, D. Latona re same (.3); correspond with K&E teams re same (.2).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Creditors' Committee Matters

Invoice Number: 1010073537
 Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/10/20	Patrick J. Nash Jr., P.C.	1.20	Analyze UCC comments to first day motions and orders.
06/11/20	Christopher Hayes	4.10	Draft response re UCC issues list (.4); correspond with D. Latona, K&E team re same (.3); correspond with UCC counsel on diligence matters (.3); telephone conference with UCC counsel re same (1.0); follow-up telephone conference with D. Latona re same (.1); telephone conference with Alix re same (.2); telephone conference with W. Arnault re strategy re same (.4); correspond with UCC counsel, D. Latona, client re committee NDA (.3); telephone conferences and correspond with Alix re committee diligence matters (.4); review, analyze update UCC issues list (.7).
06/11/20	Dan Latona	1.50	Telephone conference with UCC re DIP, bidding procedures (.9); telephone conference with C. Hayes re same (.1); telephone conference with Company re committee NDA (.5).
06/11/20	Alex McCammon	1.70	Correspond with Company re Committee NDA (.1); revise same (.9); correspond with C. Hayes, D. Latona re same (.2); telephone conference with Company, D. Latona re same (.4); correspond with Jenner re same (.1).
06/11/20	Patrick J. Nash Jr., P.C.	0.80	Analyze committee objections, comments to DIP motion and possible resolution of same (.4); analyze committee objections, comments to bid procedures and possible resolution of same (.2); analyze committee objection to employee wage motion and possible resolution of same (.2).
06/12/20	Christopher Hayes	1.80	Correspond with UCC counsel, client re wages motion resolution and follow-up re same (.3); correspond with UCC counsel, D. Latona, K&E team re committee issues list (.2); analyze and respond re same (.4); telephone conference with UCC counsel re global resolution (.5); telephone conference with D. Latona, W. Arnault re same (.2); correspond with lender counsel re same (.2).
06/12/20	Dan Latona	0.80	Telephone conference with C. Hayes, committee re hearing (.5); telephone conference with C. Hayes, B. Arnault re same (.3).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/20	Patrick J. Nash Jr., P.C.	0.30	Analyze resolutions reached with UCC to remaining orders re second day hearing.
06/12/20	Gregory F. Pesce	0.40	Conferences with K&E team re UCC formation process.
06/13/20	Gregory F. Pesce	0.20	Conferences with K&E team re UCC formation process.
06/14/20	Alex McCammon	0.50	Analyze Committee markup of NDA (.2); correspond with D. Latona re same (.1); revise same (.2).
06/14/20	Gregory F. Pesce	0.20	Conferences with K&E team re UCC formation process.
06/15/20	Christopher Hayes	0.80	Correspond with D. Latona, K&E team re UCC NDA (.1); review, analyze comments re same (.2); correspond with A. McCammon, K&E team, client re same (.2); correspond with PJT, D. Latona, K&E team, UCC advisors re coordination call (.3).
06/15/20	Dan Latona	0.60	Analyze, comment on committee NDA.
06/15/20	Alex McCammon	0.70	Revise Committee NDA (.4); correspond with Company re same (.1); correspond with Jenner & Block re same (.2).
06/15/20	Gregory F. Pesce	0.60	Conferences with K&E team re UCC formation process.
06/16/20	Christopher Hayes	0.40	Correspond with UCC counsel, B. Arnault, K&E team re initial document requests (.1); review, analyze requests (.2); correspond re finalization of NDA (.1).
06/16/20	Patrick J. Nash Jr., P.C.	0.20	Analyze UCC document request to debtors (.1); analyze UCC document requests to ad hoc group (.1).
06/16/20	Gregory F. Pesce	0.60	Conferences with K&E team re UCC resolution issues.
06/16/20	Sam G. Rose	1.20	Review and analyze UCC discovery requests (.6); draft outline of document collection plan re same (.6).
06/16/20	Jenna Marie Stupar	0.50	Review and analyze issues related to UCC document requests.
06/17/20	Gregory F. Pesce	0.60	Conferences with K&E team re UCC resolution issues.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/17/20	Sam G. Rose	1.50	Draft outline of document collection plan re UCC discovery requests (.5); research, analyze and summarize key case law in support of response to UCC's first set of discovery requests (1.0).
06/17/20	Jenna Marie Stupar	2.30	Analyze issues re UCC document requests.
06/18/20	Christopher Hayes	1.20	Correspond with B. Arnault, K&E team re UCC document requests (.1); follow-up re same (.1); correspond with D. Latona re committee responses to second day motions (.1); follow-up re same (.2); correspond with UCC counsel re same (.1); telephone conference with Debtor advisors, UCC advisors re coordination (.5); finalize UCC NDA and correspond with UCC counsel, D. Latona, K&E team re same (.1).
06/18/20	Dan Latona	1.20	Telephone conference with Jenner team re comments to second day motions (.5); telephone conference with K&E team, Alix team, PJT team, Huron team, Jenner team re workstreams (.5); telephone conference with K&E team, Gibson team, WilmerHale team re Committee document requests (.2).
06/18/20	Alex McCammon	0.20	Finalize Committee NDA and compile executed version of same.
06/18/20	Patrick J. Nash Jr., P.C.	0.40	Telephone conference with UCC counsel re Douglas claim (.2); follow up re same (.2).
06/18/20	Gregory F. Pesce	0.60	Conferences with K&E team re UCC resolution issues.
06/18/20	Jenna Marie Stupar	0.20	Review and analyze document requests from UCC.
06/19/20	Christopher Hayes	0.30	Correspond with D. Latona, UCC counsel re responses re second day motions (.1); correspond with B. Arnault, K&E team re UCC document requests and responses re same (.2).
06/19/20	Gregory F. Pesce	0.60	Conferences with K&E team re UCC resolution issues.
06/22/20	Christopher Hayes	0.20	Correspond with UCC counsel, D. Latona, K&E team re access to data room (.1); conduct follow-up re same (.1).
06/22/20	Patrick J. Nash Jr., P.C.	0.10	Review correspondence from agent counsel re response to UCC document request.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Creditors' Committee Matters

Invoice Number: 1010073537
 Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/20	Sam G. Rose	2.70	Review and analyze correspondence re draft response to request for equity committee (.8); research and analyze case law re document discovery issues and UCC requests (1.4); correspond with J. Stupar re same (.5).
06/23/20	Christopher Hayes	0.30	Correspond with UCC counsel re data room access (.1); follow-up with company advisors re same (.1); correspond with B. Arnault, K&E team, Alix, client re committee document requests (.1).
06/23/20	Dan Latona	0.50	Telephone conference with PJT team, Alix team, Company re committee diligence requests (.4); telephone conference with K&E team, Committee re disclosure statement (.1).
06/23/20	Patrick J. Nash Jr., P.C.	0.20	Analyze response and objections to UCC document request.
06/24/20	Sam G. Rose	1.50	Review and analyze document collection in response to UCC production requests (1.0); draft summary and analysis re same (.5).
06/25/20	Dan Latona	0.50	Telephone conference with K&E team, Jenner team re disclosure statement.
06/25/20	Dan Latona	0.50	Telephone conference with K&E team, PJT team, Alix team, UCC advisors re weekly workstreams.
06/25/20	Jenna Marie Stupar	1.50	Review and analyze issues re UCC document requests.
06/26/20	Dan Latona	0.30	Telephone conference with C. Hayes, L. Raiford re disclosure statement.
06/26/20	Jenna Marie Stupar	0.80	Analyze issues related to UCC document requests.
06/29/20	Sam G. Rose	1.00	Review and analyze production in response to UCC's requests (.5); attend and participate in telephone conference with C. Ostosh re same (.2); draft overview and assessment for J. Stupar re same (.3).
06/30/20	Dan Latona	0.30	Telephone conference with K&E team, Jenner team re document production.
06/30/20	Jenna Marie Stupar	0.50	Review and analyze issues re document requests from UCC.
07/01/20	Sam G. Rose	1.00	Review and analyze draft protective order for Creditor Committee requests (.7); correspond with J. Stupar re same (.3).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Creditors' Committee Matters

Invoice Number: 1010073537
 Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Jenna Marie Stupar	0.30	Review and analyze issues re committee requests.
07/02/20	Christopher Hayes	0.90	Telephone conference with UCC advisors, company advisors re updates (.6); correspond with W. Arnault, KE team, advisors re UCC discovery requests, considerations re same (.3).
07/02/20	Dan Latona	0.50	Telephone conference with K&E team, Alix team, PJT team, Committee advisors re weekly update.
07/02/20	Sam G. Rose	2.30	Review and analyze Creditor Committee's edits to protective order and confidentiality agreement (.5); draft summary and analysis re same (1.8).
07/02/20	Jenna Marie Stupar	0.40	Review and analyze draft protective order.
07/03/20	Sam G. Rose	1.30	Review and analyze Creditors Committee's Second Set of Production Requests (.9); attend and participate in telephone conference with J. Stupar re draft response to same (.4).
07/03/20	Jenna Marie Stupar	0.80	Review and analyze document request from Creditors' Committee.
07/05/20	Sam G. Rose	2.30	Draft Responses and Objections to Creditors Committee's Second Set of Requests for Production.
07/06/20	Sam G. Rose	3.40	Draft Responses and Objections to Creditors Committee's Second Set of Requests for Production (1.3); revise same (1.9); correspond with B. Arnault, J. Baker and J. Stupar re same (.2).
07/06/20	Sam G. Rose	0.30	Revise and edit Protective Order and Confidentiality Agreement with Creditor's Committee.
07/07/20	Christopher Hayes	1.00	Correspond with PJT, D. Latona, KE team re committee check-in call (.2); telephone conference and correspond with B. Arnault, KE team, UCC counsel re document requests (.8).
07/07/20	Sam G. Rose	0.80	Prepare for and participate in telephone conference with Creditor's Committee re Committee's Second Set of Document Requests.
07/07/20	Jenna Marie Stupar	1.40	Review and analyze issues re committee's document requests.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/08/20	Christopher Hayes	0.60	Correspond with W. Arnault, KE team re committee discovery requests, follow-up re same (.3); correspond with D. Latona, UCC counsel re responses to requests re comp payments and India sale (.2); conduct follow-up re same (.1).
07/08/20	Sam G. Rose	1.00	Correspond with Document Vendor and Creditor's Committee re production issues re Creditor Committee's First Set of Requests (.5); correspond with C. Ostosh re Creditor Committee's request for information (.5).
07/08/20	Sam G. Rose	4.00	Revise responses and objections to Creditor Committee's Second Set of Requests for Production (3.0); correspond with J. Stupar and Litigation re same and next steps (1.0).
07/08/20	Jenna Marie Stupar	1.30	Review and analyze issues re Committee's document requests.
07/09/20	James B. Dickson	0.30	Review and comment on unsecured creditor committee diligence requests.
07/09/20	Christopher Hayes	0.70	Correspond with W. Arnault, KE team, client re committee discovery requests, document collection (.2); telephone conference with UCC advisors, company advisors re updates, coordination (.5).
07/09/20	Dan Latona	0.50	Telephone conference with PJT team, Alix team, Creditors Committee advisors re weekly update.
07/09/20	Sam G. Rose	0.70	Correspond with C. Ostosh and J. Stupar re Creditor Committee's request for information (.3); correspond with J. Stupar, B. Arnault and J. Barker re same (.2); review and analyze internal correspondence re same (.2).
07/09/20	Jenna Marie Stupar	1.80	Review and analyze issues re Committee's document requests.
07/10/20	Christopher Hayes	0.20	Correspond with W. Arnault, KE team, Jenner re document production re UCC discovery.
07/10/20	Dan Latona	0.50	Telephone conference with B. Arnault, C. Hayes, Cravath team re Committee document requests.
07/10/20	Sam G. Rose	2.20	Draft document tracker re Creditor Committee's Requests for Production (2.0); correspond with Debtor's financial consultant re same (.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/20	Jenna Marie Stupar	1.00	Review and analyze document requests from UCC.
07/13/20	Christopher Hayes	0.40	Correspond with W. Arnault, KE team, client re UCC discovery status, responses (.2); conduct follow-up re same (.2).
07/13/20	Sam G. Rose	1.20	Draft and revise document tracker for production for Creditor Committee's Second Set of Requests (1); correspond with litigation team re same (.20).
07/15/20	Sam G. Rose	0.70	Telephone conference with J. Stupar and S. Gonyou re search terms (.3); analyze document production to date and correspond with J. Stupar re same (.4).
07/15/20	Jenna Marie Stupar	1.30	Review and analyze committee document requests.
07/16/20	Christopher Hayes	0.80	Telephone conference and correspond with W. Arnault, KE team re UCC discovery responses, considerations re same (.2); telephone conference with W. Arnault, client re same (.2); telephone conference with Cravath, W. Arnault re same (.2); correspond with W. Arnault, KE team re follow-up re same (.2).
07/16/20	Dan Latona	0.60	Telephone conference with Alix team, PJT team, committee re weekly update.
07/16/20	Jenna Marie Stupar	1.50	Review and analyze issues re potential claims.
07/17/20	Christopher Hayes	0.60	Telephone conference and correspond with W. Arnault, KE team, UCC counsel re discovery requests (.4); follow-up telephone conference with W. Arnault re same (.2).
07/17/20	Dan Latona	0.30	Telephone conference with B. Arnault, Jenner re productions.
07/17/20	Sam G. Rose	0.50	Review and analyze internal case correspondence re document collection and review.
07/20/20	Dan Latona	0.50	Telephone conference with K&E team, UCC re document production.
07/20/20	Sam G. Rose	4.80	Draft responses and objections to Creditors' document requests (1.6); prepare for and participate in telephone conference with J. Stupar re same (.6); revise draft re same (2.4); correspond with S. Gonyou re document review for production requests (.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/20	Jenna Marie Stupar	3.20	Review and analyze document requests from UCC and various creditors.
07/21/20	Patrick J. Nash Jr., P.C.	0.20	Analyze protective order re UCC document production.
07/21/20	Sam G. Rose	1.70	Analyze documents for responsiveness and privilege re Creditors' requests for production.
07/21/20	Jenna Marie Stupar	4.70	Review and analyze document requests from creditors (3.7); review and analyze documents re same (1.0).
07/22/20	Patrick J. Nash Jr., P.C.	0.30	Review issue of UCC request re debtor interviews in lieu of depositions.
07/22/20	Sam G. Rose	1.50	Analyze documents for responsiveness and privilege re Creditors' requests for production (1.0); prepare for and participate in telephone conference with J. Stupar and S. Gonyou re same (.5).
07/22/20	Jenna Marie Stupar	3.70	Review and analyze documents responsive to creditors' document requests.
07/23/20	Christopher Hayes	1.30	Correspond with W. Arnault, KE team re UCC discovery considerations, next steps re same (.3); telephone conference with company advisors, UCC advisors re updates (.7); correspond with W. Arnault, KE team, lender advisors re follow-up re same (.1); correspond with defendant counsel, W. Arnault, KE team re witness interviews, considerations re same (.2).
07/23/20	Dan Latona	0.40	Telephonically conference (in part) with PJT team, Alix team, UCC re workstreams.
07/23/20	Jenna Marie Stupar	0.50	Review and analyze document requests from creditors.
07/24/20	Christopher Hayes	0.40	Correspond with W. Arnault, KE team, UCC counsel re discovery matters.
07/24/20	Jenna Marie Stupar	0.60	Review and analyze document requests from committee.
07/25/20	Jenna Marie Stupar	1.30	Review and analyze document requests from committee.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Creditors' Committee Matters

Invoice Number: 1010073537
Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/20	Bill Arnault	1.60	Telephone conference with J. Bonaccorsi re informal interviews with UCC (.5); telephone conference with R. Hanu re documents (.2); telephone conference with D. Collins re informal interviews (.2); telephone conference with UCC re informal interviews (.4); telephone conference with C. Hayes re same and case (.3).
07/27/20	Christopher Hayes	1.20	Correspond with W. Arnault, KE team, advisors re UCC discovery, responses re same (.2); correspond with W. Arnault, KE team, UCC advisors re same (.2); telephone conference with UCC counsel re settlement considerations (.3); telephone conference and correspond with W. Arnault re follow-up from UCC discovery call (.5).
07/27/20	Christopher Hayes	0.50	Telephone conference with lender counsel re UCC settlement considerations.
07/27/20	Dan Latona	0.80	Telephone conference with C. Hayes, L. Raiford re status (.3); telephone conference with K&E team, UCC re document production (.5).
07/27/20	Jenna Marie Stupar	3.20	Review and analyze creditors' committee request.
07/28/20	Bill Arnault	1.50	Telephone conference with J. Bonaccorsi re informal interviews (.2); correspond with UCC re informal interviews and discovery (1.3).
07/28/20	Christopher Hayes	0.90	Correspond and telephone conference with W. Arnault, KE team, PJT re UCC discovery considerations (.5); correspond with D. Latona, KE team re follow-up re same (.2); correspond with UCC counsel, W. Arnault, KE team re discovery responses (.2).
07/29/20	Christopher Hayes	1.30	Correspond with W. Arnault, KE team, client re UCC witness interviews and prep re same (.5); correspond with W. Arnault, KE team, UCC counsel re UCC discovery requests (.2); correspond with client re same (.1); correspond with T. Dobleman, P. Nash, KE team re unencumbered property analysis (.5).
07/29/20	Jenna Marie Stupar	0.50	Review and analyze requests from creditors committee.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Creditors' Committee Matters

Invoice Number: 1010073537
 Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/20	Bill Arnault	8.10	Prepare for preparation sessions with J. Bonaccorsi, J. Bowles and H. Kim (4.0); draft outline re same (1.9); telephone conference with client re discovery (.3); telephone conference with R. Nafday re retention payments (.5); telephone conference with UCC (.5); correspond with J. Stupar, E. Malloy and UCC re discovery and documents (.9).
07/30/20	Justin A. Barker	4.40	Prepare for witness meetings (3.4); telephone conference with R. Nafday, F. Thompson and K&E team re retention payments (.5); correspond with Jenner re interview protocol (.5).
07/30/20	Christopher Hayes	0.70	Telephone conference with UCC counsel re unencumbered assets (.3); correspond with same, P. Nash, KE team re follow-up (.2); correspond with W. Arnault, KE team, client, advisors re witness prep re interviews (.2).
07/30/20	Dan Latona	0.50	Telephone conference with K&E team, Alix team, PJT team, UCC re weekly update.
07/30/20	Jenna Marie Stupar	4.60	Review and analyze requests from UCC and produce documents.
07/31/20	Bill Arnault	3.40	Participate in prep session with J. Bonaccorsi (1.7); participate in prep session with J. Bowles (1.0); participate in prep session with H. Kim (.7).
07/31/20	Justin A. Barker	4.00	Prepare for and participate in interview prep session with J. Bonaccorsi (2.0); prepare for and participate in interview prep session with J. Bowles (1.2); prepare for and participate in interview prep session with H. Kim (.8).
07/31/20	Christopher Hayes	3.70	Participate in witness prep for UCC interviews, J. Bonaccorsi (1.7); follow-up telephone conference with J. Bonaccorsi re same (.1); correspond with W. Arnault, KE team, UCC advisors, witnesses re prep re same (.2); Participate in witness prep for UCC interviews, J. Bowles (1); Participate in witness prep for UCC interviews, H. Kim (.7).
07/31/20	Dan Latona	2.80	Telephone conference with B. Arnault, C. Hayes, J. Bonnacorsi re UCC interview (1.8); telephone conference with conference with B. Arnault, C. Hayes, J. Bowles re same (1.0).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Creditors' Committee Matters

Invoice Number: 1010073537
 Matter Number: 14581-48

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/20	Sam G. Rose	2.50	Correspond with Kirkland litigation team re document review (.5); analyze documents for privilege and responsiveness (2.0).
07/31/20	Jenna Marie Stupar	1.90	Review and analyze committee requests and gather responsive documents.
Total		169.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073536
Client Matter: 14581-49

In the Matter of Employee and Labor Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 8,952.50

Total legal services rendered

\$ 8,952.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Employee and Labor Matters

Invoice Number: 1010073536
 Matter Number: 14581-49

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Flynn-Tabloff	0.70	970.00	679.00
Christopher Hayes	1.80	1,135.00	2,043.00
R.D. Kohut	1.00	1,175.00	1,175.00
Dan Latona	0.30	1,035.00	310.50
Peter J. Mee	1.00	1,165.00	1,165.00
Alexandra Mihalas	0.50	1,475.00	737.50
Rohit Nafday	1.00	1,195.00	1,195.00
Kimberly Pageau	0.30	845.00	253.50
Sam G. Rose	0.50	835.00	417.50
Frances Tompson	0.90	1,085.00	976.50
TOTALS	8.00		\$ 8,952.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Employee and Labor Matters

Invoice Number: 1010073536
Matter Number: 14581-49

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Christopher Hayes	0.20	Correspond with opposing counsel, D. Kumar, K&E team re treatment of benefit plan.
07/02/20	Christopher Hayes	0.10	Correspond with Alix team re implementation of wages order.
07/02/20	Rohit Nafday	0.10	Correspond with J. Karinen re RSU vesting.
07/02/20	Kimberly Pageau	0.30	Correspond with K&E team, Blue Cross Blue Shield re benefit plans.
07/06/20	Christopher Hayes	0.60	Correspond with Company, Alix re share vesting (.2); telephone conference with T. Cruickshank, K&E team re same (.3); conduct follow-up re same (.1).
07/06/20	Dan Latona	0.30	Telephone conference with C. Hayes, K&E team re employee matters.
07/06/20	Rohit Nafday	0.30	Telephone conference with K&E team re RSU vesting.
07/07/20	Christopher Hayes	0.30	Correspond with Company, J. Karinen, K&E team re RSU vesting and related considerations.
07/07/20	Frances Tompson	0.20	Analyze questions on RSUs.
07/08/20	Christopher Hayes	0.20	Correspond with Company, K&E securities team re RSU vesting, considerations re same.
07/08/20	Rohit Nafday	0.10	Correspond with Akorn re RSU vesting.
07/10/20	Christopher Hayes	0.20	Correspond with K. Pageau, K&E team re benefit plan payments (.1); follow-up re same (.1).
07/13/20	Christopher Hayes	0.20	Correspond with J. Karinen, K&E team re RSU vesting.
07/28/20	Alexander Flynn-Tabloff	0.70	Analyze inquiry re transfer of employees to NewCo (.5); correspond with P. Mee and R.D. Kohut re same (.2) .
07/28/20	R.D. Kohut	0.50	Analyze employment structuring issues.
07/28/20	Peter J. Mee	1.00	Analyze strategy re employment transfer.
07/29/20	R.D. Kohut	0.50	Analyze employment structuring issues (.2); conference with corporate re same (.3).
07/29/20	Alexandra Mihalas	0.50	Analyze employee benefits matters and telephone conference with K&E team re same.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Employee and Labor Matters

Invoice Number: 1010073536
 Matter Number: 14581-49

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/20	Rohit Nafday	0.50	Telephone conference with K&E team re retention payments.
07/30/20	Sam G. Rose	0.50	Prepare for and participate in telephone conference with W. Arnault, J. Stupar, J. Barker, R. Nafday and F. Thompson re issues related to retention payments.
07/30/20	Frances Thompson	0.70	Analyze notes re retention (.2); telephone conference with litigation team re same (.5) .
Total		8.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073535
Client Matter: 14581-50

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 5,416.50

Total legal services rendered

\$ 5,416.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Executory Contracts and Unexpired Leases

Invoice Number: 1010073535
Matter Number: 14581-50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	3.30	1,135.00	3,745.50
Dan Latona	1.40	1,035.00	1,449.00
Ruth Mulvihill	0.30	740.00	222.00
TOTALS	5.00		\$ 5,416.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Executory Contracts and Unexpired Leases

Invoice Number: 1010073535
Matter Number: 14581-50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/20	Christopher Hayes	0.30	Correspond with A. Hevia, K&E team re Santen contracts, next steps re same.
07/08/20	Christopher Hayes	0.20	Correspond with A. Hevia, K&E team, contract counterparties re contract assumption matters.
07/10/20	Christopher Hayes	0.20	Correspond with A. Hevia, K&E team, Iron Mountain re cure reconciliation matters.
07/13/20	Christopher Hayes	0.40	Correspond with A. Hevia, K&E team re contract cure matters (.3); conduct follow-up re same (.1).
07/14/20	Christopher Hayes	0.20	Correspond with A. Hevia re contract cure matters.
07/20/20	Christopher Hayes	0.40	Correspond with P. Nash, K&E team re considerations re contract treatment.
07/21/20	Christopher Hayes	0.50	Telephone conference with Company re trade agreement (.2); conduct follow-up re same (.3).
07/22/20	Christopher Hayes	0.20	Correspond with Company, D. Latona re trade agreement, related considerations.
07/23/20	Dan Latona	0.90	Telephone conference with Company re contract matter (.3); analyze same (.6).
07/24/20	Dan Latona	0.50	Telephone conference with Company re contract matter.
07/24/20	Ruth Mulvihill	0.30	Telephone conference with K&E team, Alix re assumed contracts and retained causes of action.
07/27/20	Christopher Hayes	0.20	Correspond with Company, P. Nash, K&E team re resolution of contract rejection claim.
07/28/20	Christopher Hayes	0.30	Correspond and telephone conference with A. Hevia re counterparty outreach re contracts.
07/30/20	Christopher Hayes	0.20	Correspond with A. Hevia, Alix team re contract notices (.1); follow-up re same (.1).
07/31/20	Christopher Hayes	0.20	Correspond with A. Hevia, D. Latona, Company re contract termination matters.
Total		5.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073534
Client Matter: 14581-51

In the Matter of Hearings

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 11,671.00

Total legal services rendered

\$ 11,671.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Hearings

Invoice Number: 1010073534
 Matter Number: 14581-51

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	0.90	1,165.00	1,048.50
Haroula Gkotsi	1.00	740.00	740.00
Christopher Hayes	1.00	1,135.00	1,135.00
Alex Hevia	0.90	845.00	760.50
Dan Latona	1.00	1,035.00	1,035.00
Alex McCammon	0.80	965.00	772.00
Ruth Mulvihill	1.00	740.00	740.00
Patrick J. Nash Jr., P.C.	1.30	1,635.00	2,125.50
Joe Patterson	1.00	965.00	965.00
Sam G. Rose	0.70	835.00	584.50
Jenna Marie Stupar	1.00	1,025.00	1,025.00
Nick Ustaski	1.00	740.00	740.00
TOTALS	11.60		\$ 11,671.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Hearings

Invoice Number: 1010073534
 Matter Number: 14581-51

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Bill Arnault	0.90	Participate in Disclosure Statement hearing.
07/01/20	Haroula Gkotsi	1.00	Telephonically attend disclosure statement hearing.
07/01/20	Christopher Hayes	1.00	Telephonically attend and present at disclosure statement hearing.
07/01/20	Alex Hevia	0.90	Telephonically attend disclosure statement hearing.
07/01/20	Dan Latona	1.00	Telephonically attend disclosure statement hearing.
07/01/20	Alex McCammon	0.80	Telephonically attend disclosure statement hearing.
07/01/20	Ruth Mulvihill	1.00	Telephonically attend disclosure statement hearing.
07/01/20	Patrick J. Nash Jr., P.C.	1.30	Participate telephonically in disclosure statement hearing.
07/01/20	Joe Patterson	1.00	Telephonically attend hearing.
07/01/20	Sam G. Rose	0.70	Telephonically attend disclosure statement hearing.
07/01/20	Jenna Marie Stupar	1.00	Attend disclosure statement hearing.
07/01/20	Nick Ustaski	1.00	Telephonically attend disclosure statement hearing.
Total		11.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073533
Client Matter: 14581-52

In the Matter of Insurance and Surety Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 4,484.00

Total legal services rendered

\$ 4,484.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Insurance and Surety Matters

Invoice Number: 1010073533
Matter Number: 14581-52

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Han Cui	0.70	970.00	679.00
Christopher Hayes	0.10	1,135.00	113.50
Alex McCammon	0.60	965.00	579.00
William T. Pruitt	1.40	1,220.00	1,708.00
Sam G. Rose	0.70	835.00	584.50
Jenna Marie Stupar	0.80	1,025.00	820.00
TOTALS	4.30		\$ 4,484.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Insurance and Surety Matters

Invoice Number: 1010073533
 Matter Number: 14581-52

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/20	Christopher Hayes	0.10	Telephone conference with Company, Cravath, W. Pruitt, K&E team re insurance coverage matters.
07/02/20	William T. Pruitt	0.70	Analyze D&O insurance and settlement issues (.2); telephone conference with restructuring and litigation teams re same (.5).
07/06/20	Han Cui	0.50	Telephone conference with K&E team re insurance issues.
07/06/20	Alex McCammon	0.60	Telephone conference with B. Arnault, W. Pruitt, K&E team re insurance matters.
07/06/20	William T. Pruitt	0.70	Review and analyze D&O summary and analysis and policies (.5); correspond with H. Cui re same (.2).
07/06/20	Sam G. Rose	0.70	Telephone conference with K&E team re insurance issues.
07/06/20	Jenna Marie Stupar	0.80	Review and analyze issues re insurance policies.
07/14/20	Han Cui	0.20	Analyze D&O policy re coverage.
Total		4.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073532
Client Matter: 14581-53

In the Matter of Investigation of Potential Claims

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 1,980.50

Total legal services rendered

\$ 1,980.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Investigation of Potential Claims

Invoice Number: 1010073532
Matter Number: 14581-53

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	0.20	1,135.00	227.00
Sam G. Rose	2.10	835.00	1,753.50
TOTALS	2.30		\$ 1,980.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Investigation of Potential Claims

Invoice Number: 1010073532
Matter Number: 14581-53

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/11/20	Sam G. Rose	2.10	Review and analyze case law and precedent re investigation of potential claims.
07/24/20	Christopher Hayes	0.20	Correspond with W. Arnault re investigation matters.
Total		2.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073531
Client Matter: 14581-54

In the Matter of Plan/Disclosure Statement/Confirmation

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 106,691.50

Total legal services rendered

\$ 106,691.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
 Matter Number: 14581-54

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	0.50	1,165.00	582.50
Haroula Gkotsi	25.50	740.00	18,870.00
Susan D. Golden	0.50	1,175.00	587.50
Christopher Hayes	9.00	1,135.00	10,215.00
Alex Hevia	11.80	845.00	9,971.00
Elizabeth Helen Jones	0.60	740.00	444.00
Dan Latona	12.90	1,035.00	13,351.50
Alex McCammon	8.70	965.00	8,395.50
Conor P. McNamara	16.20	845.00	13,689.00
Ruth Mulvihill	10.90	740.00	8,066.00
Patrick J. Nash Jr., P.C.	11.50	1,635.00	18,802.50
Robert Orren	3.60	445.00	1,602.00
Gregory F. Pesce	1.80	1,175.00	2,115.00
TOTALS	113.50		\$ 106,691.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
Matter Number: 14581-54

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Haroula Gkotsi	1.30	Review and revise disclosure statement documents.
07/01/20	Christopher Hayes	4.80	Correspond with opposing counsel re DS resolution (.4); correspond with P. Nash, KE team re same (.3); telephone conference with Provepharm counsel re DS resolution (.3); revise DS order (1.0); prepare for hearing (2.0); follow-up from hearing (.8).
07/01/20	Alex Hevia	1.80	Review and analyze solicitation procedures (1.2); correspond and conference with L. Scott and KCC re same (.4); correspond with N. Moore re term loan addresses (.2).
07/01/20	Dan Latona	0.20	Conference with P. Nash, C. Hayes, A. McCammon re disclosure statement hearing, next steps.
07/01/20	Alex McCammon	1.80	Correspond with R. Mulvihill re disclosure statement order (.1); analyze disclosure statement (.1); correspond with C. Hayes re disclosure statement, related order (.2); correspond with Jenner re order and solicitation procedures (.2); revise disclosure statement (.1); correspond with RLF re same (.1); finalize solicitation version of disclosure statement (.2); analyze issues re solicitation version of plan, disclosure statement order (.2); conferences with C. Hayes, A. Hevia re solicitation (.6).
07/01/20	Alex McCammon	0.60	Prepare for disclosure statement hearing.
07/01/20	Ruth Mulvihill	4.00	Revise disclosure statement schedules (1.4); separate, compile, and organize disclosure statement schedules and ballots (.7); research re pharmaceutical publication notice alternatives (1.2); correspond with library re same (.1); correspond with S. Golden, A. McCammon re same (.1); correspond with C. Hayes, K&E team re same (.4); revise disclosure statement order re same (.1).
07/01/20	Patrick J. Nash Jr., P.C.	1.30	Prepare for disclosure statement hearing.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Patrick J. Nash Jr., P.C.	2.50	Analyze ad hoc lender statement in support of disclosure statement approval (.2); participate in client and advisor telephone conference re status and next steps (.9); correspond with Akorn re disclosure statement hearing (.4); correspond with D. Katz re same (.2); prepare update to board re disclosure statement hearing and equity counsel outreach (.3); correspond with counsel to ad hoc equity group re equity proposal and next steps (.5).
07/01/20	Gregory F. Pesce	0.60	Conference with K&E team re disclosure statement hearing.
07/02/20	Haroula Gkotsi	3.30	Review and revise disclosure statement.
07/02/20	Susan D. Golden	0.50	Telephone conference with A. Miller re publication in pharmaceutical trade publications (.3); telephone conference with A. McCammon re issues with same (.2).
07/02/20	Christopher Hayes	1.10	Correspond with D. Latona, KE team, re solicitation matters (.2); review, analyze solicitation materials (.5); finalize same (.3); correspond with A. Hevia, KE team re same (.1).
07/02/20	Alex Hevia	3.90	Review and revise disclosure documents (1.7); correspond with R. Mulvihill re same (.3); review and revise disclosure statement (.8); correspond with H. Gkotsi re same (.2); correspond and conference with L. Scott re solicitation (.5); review and research re solicitation procedures (.4).
07/02/20	Alex McCammon	0.20	Telephone conference with S. Golden re publication notice matters.
07/02/20	Conor P. McNamara	0.20	Analyze disclosure statement re plan supplement timing.
07/02/20	Ruth Mulvihill	2.80	Revise solicitation and voting procedures, ballots, and notices re entered DS Order (1.2); correspond with A. Hevia re same (.2); research re publication notice alternatives (.8); correspond with K&E team re same (.4); correspond with K&E team re solicitation timing (.2).
07/02/20	Patrick J. Nash Jr., P.C.	0.20	Correspond with J. Bonaccorsi re next steps in plan approval process.
07/02/20	Robert Orren	0.10	Correspond with C. Hayes re DS Order.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/20	Gregory F. Pesce	0.60	Conference with K&E team re disclosure statement hearing.
07/03/20	Haroula Gkotsi	0.20	Correspond with KCC re disclosure statement.
07/03/20	Christopher Hayes	0.20	Correspond with D. Latona, KE team re solicitation considerations.
07/03/20	Alex Hevia	2.10	Correspond with D. Latona, KCC and L. Scott re solicitation matters (1.1); review and analyze solicitation procedures (.8); correspond and conference with R. Mulvihill re publication matters (.2).
07/03/20	Ruth Mulvihill	1.00	Correspond with K&E team re publication notice (.2); telephone conference with A. Hevia re same (.1); correspond with pharmaceutical trade publications re publication notice (.4); research re same (.2); correspond with A. McCammon, A. Hevia re same (.1).
07/03/20	Patrick J. Nash Jr., P.C.	0.30	Correspond with A. Glenn re NDA markup.
07/05/20	Alex Hevia	0.10	Correspond with S. Golden re publication of notice.
07/05/20	Conor P. McNamara	0.20	Review, analyze precedent plan administrator agreements.
07/06/20	Christopher Hayes	0.50	Correspond with A. Hevia, KE team re solicitation matters (.3); correspond with A. McCammon, D. Latona re RSA matters (.2).
07/06/20	Alex Hevia	3.50	Review and analyze solicitation procedures (1.2); review and analyze solicitation parties list (1.6); correspondences and conferences with A. McCammon and KCC re same (.4); correspond with R. Mulvihill and A. McCammon re publication (.3).
07/06/20	Alex McCammon	0.20	Telephone conference with A. Hevia re solicitation launch.
07/06/20	Ruth Mulvihill	1.40	Research re pharmaceutical trade publications (.6); correspond with A. Hevia, A. McCammon re same (.2); correspond with U.S. Pharmacist re publication notice (.3); correspond with C. Hayes, K&E team re same (.3).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/20	Patrick J. Nash Jr., P.C.	0.20	Review J. Clarke correspondence re status report for District Court re opt out litigation (.1); prepare response to J. Clarke re same (.1).
07/07/20	Christopher Hayes	0.40	Correspond with D. Latona, KE team re plan supplement (.2); correspond with R. Mulvihill, KE team re solicitation considerations (.2).
07/07/20	Alex Hevia	0.30	Conference with KCC team and A. McCammon re solicitation classes (.1); review and analyze excel list of same (.2).
07/07/20	Elizabeth Helen Jones	0.60	Telephone conference with D. Latona, K&E team re plan supplement materials.
07/07/20	Dan Latona	0.30	Telephone conference with A. McCammon, C. McNamara, E. Jones re plan workstreams.
07/07/20	Alex McCammon	1.10	Analyze voting amounts spreadsheet (.3); correspond with A. Hevia, KCC re same (.1); telephone conference with D. Latona, C. McNamara, E. Jones re confirmation documents and plan supplement (.5); correspond with R. Orren re same (.2).
07/07/20	Conor P. McNamara	0.50	Telephone conference with D. Latona, A. McCammon, E. Jones re plan supplement.
07/07/20	Robert Orren	3.40	Draft confirmation brief, supporting declarations and confirmation order.
07/08/20	Christopher Hayes	0.30	Correspond with A. McCammon, KE team re solicitation status.
07/08/20	Alex Hevia	0.10	Correspond with C. Hayes re solicitation status.
07/08/20	Conor P. McNamara	1.90	Review, analyze precedent plan supplements re sale transactions (1.0); draft, revise summary re same (.8); correspond with D. Latona re same (.1).
07/08/20	Patrick J. Nash Jr., P.C.	0.80	Review status of indications of interest and follow up re next steps in sale process.
07/09/20	Conor P. McNamara	0.30	Review, analyze disclosure statement re confirmation timeline.
07/09/20	Patrick J. Nash Jr., P.C.	0.70	Review issues re piecemeal bids and follow up re same.
07/10/20	Haroula Gkotsi	3.20	Draft confirmation order.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/20	Dan Latona	0.50	Telephone conference with PJT team, potential exit facility lenders re litigations matters.
07/10/20	Robert Orren	0.10	Correspond with RLF re affidavits of publication of confirmation notice.
07/10/20	Gregory F. Pesce	0.60	Analyze correspondence re plan voting matters.
07/11/20	Haroula Gkotsi	1.20	Draft confirmation order.
07/11/20	Patrick J. Nash Jr., P.C.	0.90	Consider issues re ad hoc equity owner proposal (.3); correspond with A. Glenn re same (.2); telephone conference with PJT re equity proposal issues (.4).
07/12/20	Haroula Gkotsi	4.50	Draft confirmation order.
07/12/20	Conor P. McNamara	0.30	Review, analyze confirmation brief precedent.
07/13/20	Haroula Gkotsi	3.60	Draft confirmation order.
07/13/20	Dan Latona	2.00	Telephone conference with PJT team, Polsinelli team, potential exit facility lenders re litigation matters (.5); analyze research re same (1.5).
07/13/20	Patrick J. Nash Jr., P.C.	0.60	Correspond with A. Glenn re Valiant NDA and Jefferies NDA (.3); follow up with Company re Jefferies NDA (.3).
07/14/20	Haroula Gkotsi	7.00	Draft confirmation order (3.9); review and revise same (3.1).
07/14/20	Alex McCammon	1.00	Correspond and telephone conferences with H. Gkotsi re confirmation order.
07/14/20	Patrick J. Nash Jr., P.C.	0.10	Review correspondence from counsel to ad hoc equity committee re BofA NDA.
07/14/20	Patrick J. Nash Jr., P.C.	0.40	Review strategy re certain plan confirmation issues.
07/15/20	Haroula Gkotsi	1.20	Review and revise confirmation order.
07/15/20	Alex McCammon	2.00	Review and revise confirmation order.
07/17/20	Christopher Hayes	0.20	Correspond with P. Nash re milestones.
07/17/20	Alex McCammon	0.20	Correspond with A. Hevia re solicitation issues.
07/19/20	Conor P. McNamara	5.80	Research, analyze precedent re confirmation brief (1); review, revise confirmation brief re same (4.8).
07/20/20	Dan Latona	0.50	Telephone conference with K&E team re transaction structure.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/20	Alex McCammon	0.90	Analyze issues re solicitation (.3); analyze filed claims re KCC inquiry (.1); telephone conference with A. Hevia re voting amounts objections (.3); correspond with C. Hayes, D. Latona, A. Hevia re same (.2).
07/20/20	Conor P. McNamara	2.70	Review, revise confirmation brief.
07/21/20	Dan Latona	3.80	Comment on confirmation order (2.5); analyze plan re same (1.3).
07/21/20	Patrick J. Nash Jr., P.C.	0.60	Review and revise issues re plan confirmation.
07/22/20	Bill Arnault	0.50	Telephone conference with RLF, C. Hayes and D. Latona re confirmation hearing.
07/22/20	Alex McCammon	0.60	Telephone conference with C. Hayes, D. Latona, Obermayer re claims treatment, confirmation objections (.3); review correspondence re plan confirmation (.2); review disclosure statement order re timeline (.1).
07/22/20	Conor P. McNamara	1.00	Review, analyze plan supplement issues.
07/22/20	Patrick J. Nash Jr., P.C.	0.40	Telephone conference with A. Glenn re ad hoc equity bid.
07/23/20	Conor P. McNamara	1.30	Review, analyze plan supplement issues.
07/23/20	Ruth Mulvihill	1.10	Research re precedent plan administrators (1.0); correspond with K&E team re same (.1).
07/24/20	Christopher Hayes	1.00	Correspond with P. Nash, KE team re confirmation strategy (.3); analyze issues re same (.5); correspond with C. McNamara, KE team re plan supplement considerations (.2).
07/24/20	Dan Latona	0.50	Telephone conference with K&E restructuring team, Alix team re plan supplement.
07/24/20	Conor P. McNamara	0.50	Review, analyze plan supplement issues.
07/26/20	Ruth Mulvihill	0.60	Draft, revise plan administration agreement.
07/26/20	Patrick J. Nash Jr., P.C.	0.10	Analyze correspondence from A. Glenn re NDA.
07/27/20	Dan Latona	0.50	Telephone conference with C. Hayes, J. Evans re status.
07/27/20	Conor P. McNamara	0.50	Review, analyze plan supplement issues.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Plan/Disclosure Statement/Confirmation

Invoice Number: 1010073531
 Matter Number: 14581-54

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/20	Dan Latona	0.80	Telephone conference with PJT team, Company re exit ABL (.3); telephone conference with K&E team, PJT team, Alix team, ad hoc group re same (.5).
07/29/20	Christopher Hayes	0.30	Correspond with D. Latona, KE team re plan supplement.
07/29/20	Dan Latona	0.50	Telephone conference with K&E team, PJT team, Alix team, ad hoc group re same.
07/29/20	Patrick J. Nash Jr., P.C.	2.40	Telephone conference with D. Boothe in preparation for call with ad hoc equity parties (.3); participate in telephone conference with D. Boothe and ad hoc equity parties (1.1); telephone conference with advisors to equity committee re bid diligence (.5); review correspondence from equity committee re capital source NDA (.1); review correspondence from equity committee lawyer re unencumbered assets (.1); follow up re unencumbered asset value (.3).
07/30/20	Christopher Hayes	0.20	Correspond with K&E restructuring team re plan supplement matters.
07/30/20	Alex McCammon	0.10	Telephone conference with KCC re solicitation matters.
07/31/20	Dan Latona	3.30	Analyze term sheet (1.0); analyze precedent re same (.5); telephone conference with K&E team, PJT team, Alix team, Company re same (1.0); comment on plan administrator agreement (.8).
07/31/20	Conor P. McNamara	1.00	Review, analyze plan supplement issues.
Total		113.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073530
Client Matter: 14581-55

In the Matter of Regulatory Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 4,677.00

Total legal services rendered

\$ 4,677.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Regulatory Matters

Invoice Number: 1010073530
Matter Number: 14581-55

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marin Boney	1.60	1,165.00	1,864.00
Katie Drummonds	2.90	970.00	2,813.00
TOTALS	4.50		\$ 4,677.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Regulatory Matters

Invoice Number: 1010073530
Matter Number: 14581-55

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Katie Drummonds	0.50	Analyze potential overlaps between Akorn portfolio.
07/02/20	Marin Boney	1.00	Analyze bidder overlap.
07/02/20	Katie Drummonds	1.20	Analyze potential pipeline overlaps.
07/20/20	Marin Boney	0.20	Draft FTC compliance report.
07/21/20	Marin Boney	0.20	Finalize and submit FTC compliance report.
07/24/20	Marin Boney	0.20	Analyze overlap analysis.
07/24/20	Katie Drummonds	1.20	Analyze overlaps re bidders.
Total		4.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073529
Client Matter: 14581-56

In the Matter of K&E Retention and Fee Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 27,501.00

Total legal services rendered

\$ 27,501.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1010073529
 Matter Number: 14581-56

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Haroula Gkotsi	4.00	740.00	2,960.00
Christopher Hayes	4.50	1,135.00	5,107.50
Alex Hevia	1.50	845.00	1,267.50
Elizabeth Helen Jones	1.50	740.00	1,110.00
Jane A. Komsky	1.30	845.00	1,098.50
Dan Latona	4.80	1,035.00	4,968.00
Alex McCammon	1.70	965.00	1,640.50
Conor P. McNamara	7.30	845.00	6,168.50
Ruth Mulvihill	1.40	740.00	1,036.00
Kimberly Pageau	2.20	845.00	1,859.00
Leo Rosenberg	0.50	275.00	137.50
Nick Ustaski	0.20	740.00	148.00
TOTALS	30.90		\$ 27,501.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1010073529
 Matter Number: 14581-56

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Christopher Hayes	0.20	Correspond with D. Latona, KE team re fee application considerations.
07/02/20	Christopher Hayes	0.30	Correspond with D. Latona, KE team re fee application preparations.
07/03/20	Conor P. McNamara	0.30	Review, analyze precedent fee statements.
07/06/20	Christopher Hayes	0.80	Review, revise May fee application for compliance with U.S. Trustee guidelines.
07/06/20	Dan Latona	1.80	Comment on K&E fee statement re U.S. Trustee guidelines.
07/06/20	Conor P. McNamara	0.30	Review, revise monthly fee statement precedent.
07/06/20	Leo Rosenberg	0.50	Prepare and shell fee statement.
07/07/20	Haroula Gkotsi	1.20	Review and revise K&E May fee statement.
07/07/20	Alex McCammon	0.60	Analyze schedules re supplemental declaration (.4); correspond with PJT team re M&A parties (.2).
07/08/20	Conor P. McNamara	1.90	Review, analyze monthly fee statement precedent (.7); review, revise monthly fee statement (1); correspond with K&E billing re same (.2).
07/09/20	Christopher Hayes	0.50	Review, revise K&E fee statement re compliance with U.S. Trustee guidelines.
07/10/20	Conor P. McNamara	0.20	Correspond with C. Hayes, D. Latona re monthly fee statement timing.
07/13/20	Nick Ustaski	0.20	Draft correspondence and send Company invoice owed for June services.
07/14/20	Christopher Hayes	0.20	Correspond with KE billing team re status of fee application, related matters.
07/15/20	Conor P. McNamara	0.70	Correspond with K&E team re fee statement (.2); review, analyze issues re same (.5).
07/15/20	Ruth Mulvihill	0.50	Draft, revise notice of filing of K&E fee statement.
07/16/20	Alex Hevia	0.70	Review K&E fee statement re U.S. Trustee guidelines.
07/16/20	Dan Latona	1.00	Analyze, comment on fee statement re US Trustee guidelines.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1010073529
 Matter Number: 14581-56

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/19/20	Haroula Gkotsi	1.50	Review and revise K&E fee statement re privilege, confidentiality, and compliance with U.S. Trustee guidelines.
07/19/20	Conor P. McNamara	0.50	Review, comment on K&E June fee statement re privilege and compliance with U.S. Trustee guidelines.
07/19/20	Kimberly Pageau	0.70	Review, revise K&E fee statement for privilege and compliance with UST guidelines.
07/20/20	Alex McCammon	0.70	Review and revise K&E fee statemnt for privilege and confidentiality and compliance with U.S. Trustee guidelines.
07/20/20	Conor P. McNamara	1.50	Review, comment on K&E June fee statement re privilege and compliance with U.S. Trustee guidelines.
07/20/20	Kimberly Pageau	0.90	Review, revise K&E fee statements for privilege, compliance with UST guidelines.
07/21/20	Christopher Hayes	0.50	Review, analyze fee application re compliance with U.S. Trustee guidelines.
07/21/20	Jane A. Komsky	0.60	Revise fee statement re U.S. Trustee, confidentiality, privilege.
07/22/20	Elizabeth Helen Jones	0.80	Revise fee statement re compliance with U.S. Trustee guidelines and privilege.
07/22/20	Conor P. McNamara	1.40	Correspond with K&E team re fee statement review, issues.
07/23/20	Haroula Gkotsi	1.30	Review and revise K&E fee statement re privilege, confidentiality, and compliance with U.S. Trustee guidelines.
07/23/20	Alex Hevia	0.80	Review and revise K&E fee statements to ensure compliance with UST guidelines.
07/24/20	Elizabeth Helen Jones	0.70	Revise June fee statement re compliance with U.S. Trustee guidelines.
07/24/20	Ruth Mulvihill	0.90	Revise fee invoice re accuracy and privilege.
07/26/20	Alex McCammon	0.40	Review and revise K&E fee statement re privilege, confidentiality, and compliance with U.S. Trustee guidelines.
07/27/20	Jane A. Komsky	0.70	Review, analyze fee statement re U.S. Trustee guidelines, confidentiality, privilege.
07/27/20	Kimberly Pageau	0.60	Review, revise K&E fee statement for privilege and compliance with UST guidelines.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 K&E Retention and Fee Matters

Invoice Number: 1010073529
 Matter Number: 14581-56

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/20	Conor P. McNamara	0.50	Review, analyze fee statement re U.S. Trustee guidelines.
07/29/20	Christopher Hayes	1.50	Review, comment re May/June fee application and review re compliance with UST guidelines.
07/29/20	Dan Latona	2.00	Comment on fee statement re US Trustee guidelines.
07/30/20	Christopher Hayes	0.50	Correspond with K&E billing team re fee application matters.
Total		30.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073528
Client Matter: 14581-57

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 9,362.50

Total legal services rendered

\$ 9,362.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Non-K&E Retention and Fee Matters

Invoice Number: 1010073528
Matter Number: 14581-57

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alex Hevia	0.80	845.00	676.00
Jane A. Komsky	3.80	845.00	3,211.00
Conor P. McNamara	0.70	845.00	591.50
Ruth Mulvihill	6.60	740.00	4,884.00
TOTALS	11.90		\$ 9,362.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Non-K&E Retention and Fee Matters

Invoice Number: 1010073528
 Matter Number: 14581-57

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/20	Jane A. Komsky	0.80	Correspond with D. Latona re OCP (.2); correspond with RLF re OCP declaration (.2); review same (.4).
07/02/20	Ruth Mulvihill	0.80	Research re precedent fee statements (.7); correspond with K&E team re same (.1).
07/06/20	Ruth Mulvihill	0.90	Correspond with L. Rosenberg re fee statement shell (.1); draft, revise Grant Thornton fee statement (.4); review precedent re same (.3); correspond with C. McNamara re same (.1).
07/08/20	Jane A. Komsky	2.80	Correspond with D. Latona, Ropes and Gray re DoD (.3); correspond with RLF re same (.3); review settlement agreement re ordinary course of business (.8); research re settlement (1.1); draft response re same (.3).
07/20/20	Jane A. Komsky	0.10	Correspond with D. Latona re OCP declaration of disinterestedness; correspond with RLF re same.
07/20/20	Ruth Mulvihill	0.90	Review Grant Thornton fee application (.4); review precedent re same (.4); correspond with K&E team re same (.1).
07/21/20	Conor P. McNamara	0.70	Review, comment on fee statements.
07/21/20	Ruth Mulvihill	1.80	Correspond with K&E team, Alix, PJT re fee applications (.3); correspond with Grant Thornton re same (.2); review, revise same (.5); review PJT fee application (.5); review precedent re same (.3).
07/22/20	Ruth Mulvihill	0.20	Correspond with K&E team, RLF re Grant Thornton fee application (.1); correspond with D. Latona re automatic stay stipulation (.1).
07/23/20	Jane A. Komsky	0.10	Correspond with D. Latona re OCP declaration of disinterestedness.
07/23/20	Ruth Mulvihill	0.60	Correspond with J. Baluzy, K&E team re retained professionals (.1); review PJT fee statement (.2); review precedent re same (.2); correspond with RLF team re filing same (.1).
07/25/20	Alex Hevia	0.80	Correspond with AlixPartners re retainer schedules (.2); telephonic conference with A. McCammon re same (.2); review and analyze conflict schedules (.4).

Legal Services for the Period Ending July 31, 2020

Invoice Number:

1010073528

Akorn, Inc.

Matter Number:

14581-57

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/20	Ruth Mulvihill	1.20	Correspond with K&E team re Alix fee statement (.2); review, revise same (.5); review precedent re same (.4); correspond with Alix team re same (.1).
07/29/20	Ruth Mulvihill	0.20	Correspond with K&E team, Alix re fee statement.
Total		11.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073527
Client Matter: 14581-58

In the Matter of Schedules and Statements

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 8,318.50

Total legal services rendered

\$ 8,318.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Schedules and Statements

Invoice Number: 1010073527
Matter Number: 14581-58

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Hayes	2.20	1,135.00	2,497.00
Alex Hevia	3.80	845.00	3,211.00
Carleigh Trappe Rodriguez	2.30	1,135.00	2,610.50
TOTALS	8.30		\$ 8,318.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Schedules and Statements

Invoice Number: 1010073527
Matter Number: 14581-58

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Alex Hevia	0.50	Correspond and conference with C. Hayes, L. Scott and AlixPartners re schedules.
07/09/20	Christopher Hayes	0.30	Correspond with A. Hevia, KE team re amended SoFAs, schedules.
07/09/20	Alex Hevia	1.10	Conference with N. McGrath, KCC and AlixPartners re amended schedules (.3); correspond with D. Latona and C. Hayes re same (.2); review and analyze precedent re same (.6).
07/10/20	Alex Hevia	0.30	Review and analyze schedules re potential proofs of claim (.2); correspond with C. Hayes re same (.1).
07/16/20	Christopher Hayes	0.30	Correspond with A. Hevia, K&E team re amended schedules, considerations re same.
07/16/20	Alex Hevia	0.40	Conference with J. Baluzy re revising schedules (.2); correspond with C. Hayes re same (.2).
07/19/20	Alex Hevia	0.20	Correspond with C. Hayes and D. Latona re amended SoFA.
07/20/20	Christopher Hayes	0.40	Correspond with A. Hevia, K&E team, Alix re amendments to schedules and SoFAs, considerations re same.
07/20/20	Alex Hevia	0.60	Correspond with C. Hayes, D. Latona, AlixPartners team and Company re amended schedules.
07/20/20	Carleigh Trappe Rodriguez	1.50	Analyze environmental information re SoFA (.4); review and comment on amended SoFA (.5); review and correspond with K&E team re same (.6).
07/21/20	Carleigh Trappe Rodriguez	0.80	Review and correspond with K&E team re SoFA environmental questions.
07/22/20	Christopher Hayes	0.20	Correspond with A. Hevia, K&E team re amended schedules.
07/22/20	Alex Hevia	0.10	Correspond with E. Ma and AlixPartners team re SoFA.
07/23/20	Christopher Hayes	0.30	Correspond with A. Hevia, K&E team, Alix team re amended schedules and SoFAs, next steps re same.
07/23/20	Alex Hevia	0.10	Review and analyze amended SoFAs and SoALs.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Schedules and Statements

Invoice Number: 1010073527
 Matter Number: 14581-58

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/20	Christopher Hayes	0.30	Correspond with A. Hevia, K&E team, client, Alix re amended schedules and SoFAs.
07/24/20	Alex Hevia	0.50	Review and analyze amended SoFAs and SoALs (.4); correspond with C. Hayes and D. Latona re same (.1).
07/27/20	Christopher Hayes	0.20	Correspond with advisors, client re amended schedules and statements.
07/28/20	Christopher Hayes	0.20	Finalize and coordinate filing of amended schedules and SoFAs.
Total		8.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073526
Client Matter: 14581-59

In the Matter of Tax Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 41,054.50

Total legal services rendered

\$ 41,054.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Tax Matters

Invoice Number: 1010073526
 Matter Number: 14581-59

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thomas James Dobleman Jr.	0.30	1,195.00	358.50
Christopher Hayes	0.30	1,135.00	340.50
Elizabeth Helen Jones	1.00	740.00	740.00
Dan Latona	0.80	1,035.00	828.00
Patrick J. Nash Jr., P.C.	0.30	1,635.00	490.50
Joe Patterson	0.10	965.00	96.50
Aime E. Salazar	27.70	895.00	24,791.50
Anthony Vincenzo Sexton	10.60	1,265.00	13,409.00
TOTALS	41.10		\$ 41,054.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Tax Matters

Invoice Number: 1010073526
 Matter Number: 14581-59

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Aime E. Salazar	2.00	Prepare structure slides re G-reorganization discussions (.8); prepare tax comments re form of restructuring agreement (.9); correspond with A. Sexton re draft materials (.1); analyze correspondence from E. Wei and Grant Thornton re transfer taxes, review transfer taxes summary (.2).
07/02/20	Aime E. Salazar	1.20	Analyze correspondence from L. Jeong, S. Nowakowski, S. Toth and A. Sexton re LLC conversion and G-reorg timeline and prepare summary notes re same (.2); analyze correspondence from Company, S. Toth and A. Sexton re G-reorg planning and slide deck and prepare summary notes re same (.2); correspond with A. Sexton re slide deck revisions, revise same (.1); correspond with S. Toth re final slides for corporate review (.7).
07/02/20	Anthony Vincenzo Sexton	0.50	Telephone conference with working group re deal status (.3); review and revise structuring materials (.2).
07/07/20	Aime E. Salazar	2.60	Correspond with A. Sexton and S. Toth re G-reorganization slides (.1); revise draft slides and correspond with A. Sexton re same (.3); correspond with S. Toth re revised slides (.1); telephone conference with H. Gkotsi re billing (.2); correspond with S. Toth re telephone conference with Company re subsidiary conversions (.1); analyze revisions re draft slides and correspond with A. Sexton with comments re same (.1); revise same (.4); revise draft billing entries (.1); telephone conference with Company and K&E team re G-reorganization steps and process of filing subsidiary conversions (.7); correspond with A. Sexton re timing of tax filings in connection with annual report for LLC conversions and re timing of LLC conversions relative to actual sale (.3); analyze LLC conversion chart (.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Tax Matters

Invoice Number: 1010073526
Matter Number: 14581-59

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/20	Anthony Vincenzo Sexton	1.30	Telephone conference with K&E team re structuring issues (.2); correspond with K&E team re same (.3); review and revise structuring materials (.6); telephone conference with debtor advisors re deal status (.2).
07/08/20	Dan Latona	0.80	Telephone conference with K&E team, PJT team, Alix team, Kasowitz team, Pericles team re tax matters.
07/08/20	Aime E. Salazar	2.60	Correspond with D. Kumar and A. Sexton re revised slide deck (.3); prepare summary notes re same (.3); revise slides reflecting S. Toth and A. Sexton additional comments and notes on conversion timeline (.4); correspond with R. Daniel and A. Sexton re timing of conversions and tax filings (.2); correspond with D. Latona and A. Sexton re Mauritius stock transfer (.2); analyze correspondence from Gibson Dunn tax team re application of 1146(a) to 363 sale, research re same, correspond with A. Sexton re research findings (1.2).
07/08/20	Anthony Vincenzo Sexton	1.40	Telephone conference with potential bidder re tax analysis (.6); review tax modeling materials (.8).
07/09/20	Christopher Hayes	0.20	Correspond with A. Sexton, K&E team, UCC advisors re tax diligence.
07/09/20	Aime E. Salazar	0.20	Analyze correspondence from Jenner team re tax call re Mauritius stock transfer (.1); research re state tax filings in Delaware for LLC conversions (.1).
07/09/20	Anthony Vincenzo Sexton	0.20	Analyze tax modeling materials.
07/10/20	Christopher Hayes	0.10	Correspond with A. Sexton, K&E team re tax considerations re India sale.
07/10/20	Aime E. Salazar	1.00	Telephone conference with Jenner & Block re tax considerations in Mauritius stock sale (.5); analyze correspondence from A. Sexton and C. Hayes debriefing same (.1); research re basis skipping issue in Granite Trust (.3); correspond with A. Sexton re same (.1).
07/10/20	Anthony Vincenzo Sexton	0.90	Telephone conference with UCC advisors re tax analysis (.5); analyze tax modeling information re same (.4).
07/11/20	Anthony Vincenzo Sexton	0.20	Review tax modeling materials.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Tax Matters

Invoice Number: 1010073526
Matter Number: 14581-59

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/20	Patrick J. Nash Jr., P.C.	0.30	Review Grant Thornton tax analysis re equity vs asset bid.
07/14/20	Aime E. Salazar	2.70	Analyze correspondence from SALT team re transfer taxes (.1); prepare tax comments re exit ABL commitment letter (.6); correspond with A. Sexton re tax comments to commitment letter (.2); prepare summary notes on the same (1.0); correspond with A. Sexton re exit ABL commitment letter tax comments and revisions to same, prepare summary notes on same (.8).
07/14/20	Anthony Vincenzo Sexton	0.60	Analyze tax diligence items (.2); review and revise deal implementation documents (.4).
07/15/20	Aime E. Salazar	0.40	Analyze A. Sexton replies to follow up questions, correspond with A. Sexton re same (.3); correspond with K&E team re commitment letter tax comments (.1).
07/16/20	Anthony Vincenzo Sexton	0.50	Telephone conference with working group re transaction status.
07/17/20	Aime E. Salazar	0.10	Analyze correspondence from D. Latona and A. Sexton re structure slides request.
07/19/20	Joe Patterson	0.10	Correspond with K&E team re tax structure.
07/20/20	Aime E. Salazar	4.00	Correspond with K&E team and A. Sexton re G-reorganization steps and prepare summary notes re same (.3); telephone conference with K&E teams re draft structure deck and prepare summary notes on same (.5); correspond with A. Sexton re revisions to structure slides (.2); prepare full corporate structure transaction slides (2.6); research re tax treatment of nonrecourse debt of DRE in bankruptcy (.4).
07/20/20	Anthony Vincenzo Sexton	0.80	Telephone conference with K&E team re exit structuring (.5); review and revise materials re same (.3).
07/21/20	Aime E. Salazar	0.50	Revise draft structure slides (.3); correspond with A. Sexton re same (.2).
07/22/20	Thomas James Dobleman Jr.	0.30	Correspond with K&E team re transaction structuring.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Tax Matters

Invoice Number: 1010073526
 Matter Number: 14581-59

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/22/20	Aime E. Salazar	5.30	Revise draft structure slides, review A. Sexton article on non-recourse financing (3.7); correspond with K&E team re form of exit financing (.3); correspond with A. Sexton, S. Toth and T. Dobleman re take-back debt and exit ABL terms, telephone conference with J. Dickson re same (1.3).
07/22/20	Anthony Vincenzo Sexton	0.50	Review and revise structuring materials.
07/23/20	Aime E. Salazar	0.50	Revise draft structure slides.
07/23/20	Anthony Vincenzo Sexton	1.00	Telephone conference with working group re deal status (.2); review and revise structuring materials (.4); correspond with K&E team and bankers re same (.4).
07/24/20	Aime E. Salazar	2.00	Analyze correspondence from PJT, A. Sexton re bid and restructuring steps plan and prepare summary notes re same (.5); correspond with A. Sexton re section 354(b) (.7); research re requirements for G-reorg under section 368(a)(1)(G) (.4); review correspondence from T. Dobleman, A. Sexton and S. Toth re ABL financing and prepare summary notes re same (.4).
07/24/20	Anthony Vincenzo Sexton	0.50	Review and analyze tax issues re bids.
07/27/20	Aime E. Salazar	1.00	Draft restructuring transactions memo.
07/28/20	Aime E. Salazar	1.40	Correspond with A. Sexton, S. Toth and D. Kumar re entity classifications of holdco, intermediate and purchaser entities and prepare summary notes on same (.2); telephone conference with R. Graham re entity classification of purchaser entities (.2); correspond with R. Graham and A. Sexton re entity classification telephone conference (.1); telephone conference with Company and K&E team re entity classification of purchaser entities and related issues and prepare summary notes re same (.9).
07/28/20	Anthony Vincenzo Sexton	0.80	Telephone conference with working group re deal status (.3); telephone conference with K&E team re structure issues (.5).
07/29/20	Aime E. Salazar	0.10	Analyze correspondence from A. Sexton and Gibson re Real Property valuation.
07/29/20	Anthony Vincenzo Sexton	0.40	Review and revise exit structuring materials (.2); review tax diligence requests and correspond with GT re same (.2).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Tax Matters

Invoice Number: 1010073526
 Matter Number: 14581-59

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/20	Elizabeth Helen Jones	0.80	Draft audit response letter re chapter 11 process (.6); correspond with D. Latona re same (.2).
07/31/20	Elizabeth Helen Jones	0.20	Correspond with D. Latona, C. Hayes re audit letter.
07/31/20	Aime E. Salazar	0.10	Correspond with D. Kumar re full structure slides and revisions.
07/31/20	Anthony Vincenzo Sexton	1.00	Telephone conference with GT re modeling issues (.4); review and analyze equity bid issues (.6).
Total		41.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073525
Client Matter: 14581-61

In the Matter of Use, Sale and Lease of Property

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 301,146.50

Total legal services rendered

\$ 301,146.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault	1.00	1,165.00	1,165.00
Tyler Burgess	0.50	845.00	422.50
Adria M. Crowe	0.20	1,135.00	227.00
Thomas James Dobleman Jr.	1.40	1,195.00	1,673.00
Alexander Flynn-Tabloff	0.50	970.00	485.00
Robert Graham	56.50	1,035.00	58,477.50
Christopher Hayes	21.70	1,135.00	24,629.50
Alex Hevia	3.70	845.00	3,126.50
Elizabeth Helen Jones	5.50	740.00	4,070.00
Dilen Kumar	73.60	1,275.00	93,840.00
Dan Latona	2.10	1,035.00	2,173.50
Mark Steven Lipschultz	1.50	965.00	1,447.50
Alex McCammon	0.60	965.00	579.00
Peter J. Mee	1.20	1,165.00	1,398.00
Roberto S. Miceli	0.90	1,385.00	1,246.50
Lauren A. Mitchell-Dawson	1.60	435.00	696.00
Jim Santiago Montelongo	4.70	740.00	3,478.00
Ruth Mulvihill	6.30	740.00	4,662.00
Patrick J. Nash Jr., P.C.	12.50	1,635.00	20,437.50
Donna H. Ni	8.60	740.00	6,364.00
Curt Ostosh	1.00	965.00	965.00
Joe Patterson	1.00	965.00	965.00
Carleigh Trappe Rodriguez	15.20	1,135.00	17,252.00
Sandy Ruiz	3.10	445.00	1,379.50
Steve Toth	38.60	1,295.00	49,987.00
TOTALS	263.50		\$ 301,146.50

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Robert Graham	2.00	Revise non-disclosure agreement.
07/01/20	Elizabeth Helen Jones	0.30	Compile addresses for additional service parties re motion to sell Akorn India interests (.2); correspond with KCC re same (.1).
07/01/20	Dilen Kumar	5.10	Participate in telephone conference with advisors and client management team re update (.5); attend Disclosure Statement hearing (1.0) ; participate in telephone conference with advisors re update (.5); review and analyze APA re assumption of health welfare plans and respond to inquiries re same (.7); correspond with P. Sanders re foreign employees and review and analyze diligence summaries re same (1.2); review and analyze correspondence from Gibson Dunn re real estate estoppels (.4); correspond with M. Lipschultz and R. Graham re real estate matters (.5); review and analyze comments to NDA (.3).
07/01/20	Roberto S. Miceli	0.50	Analyze post-signing real estate deliveries.
07/01/20	Carleigh Trappe Rodriguez	0.50	Review and exchange correspondence re LSRP retention.
07/01/20	Steve Toth	1.40	Participate in telephone conference with Company, PJT, Alix and K&E team re update (.8); participate in weekly lender update teleconference with Greenhill, PJT and K&E team (.6).
07/02/20	Robert Graham	4.00	Revise non-disclosure agreement.
07/02/20	Christopher Hayes	0.40	Correspond with stakeholders, P. Nash, KE team re outreach re sale process (.1); conduct follow-up re same (.2); telephone conference with parties re process updates (.1).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/02/20	Dilen Kumar	4.50	Prepare for and participate in telephone conference with P. Sanders re closing matters and retention agreements (.7); correspond with R. Graham re real estate matters (.5); review and analyze Aerie NDA and comments to same (.7); review and analyze draft of G Reorganization steps deck and correspond with working group re same (1.5); review and analyze closing checklist (.6); correspond with working group re closing matters and preparation for the same (.5).
07/02/20	Donna H. Ni	1.20	Correspond with Akorn and C. Rodriguez re NJDEP letters (.2); analyze Langan proposal, leases and NJDEP letters (.8); correspond with Akorn and C. Rodriguez re Langan scope (.2).
07/02/20	Donna H. Ni	0.20	Correspond with B. Blum re: Langan retention.
07/02/20	Carleigh Trappe Rodriguez	1.20	Analyze correspondence re LSRP retention.
07/02/20	Steve Toth	1.00	Analyze NDA (.5); telephone conference with R. Graham re same (.2); correspond with working group re same (.3).
07/03/20	Robert Graham	1.00	Revise NDA.
07/03/20	Dilen Kumar	1.40	Correspond with P. Sanders re retention letters (.4); review and analyze G steps reorganization plan (.5); review and analyze comments to NDA (.5).
07/03/20	Jim Santiago Montelongo	0.70	Comment on nondisclosure agreement.
07/03/20	Donna H. Ni	0.20	Correspond with C. Rodriguez re: Langan retention letter.
07/03/20	Steve Toth	1.60	Participate in board update with Company, PJT and Alix (.5); correspondence with K&E team re NDA (1.1).
07/06/20	Robert Graham	4.00	Draft G-Reorg entity conversion checklist (3.5); participate in telephone conference with D. Kumar re entity conversion process (.5).
07/06/20	Dilen Kumar	1.60	Telephone conference with R. Graham re entity conversions (.5); review and analyze correspondence with equity holders' counsel re NDA and access (.8); review and analyze NDA (.3).
07/06/20	Patrick J. Nash Jr., P.C.	0.60	Participate in lender telephone conference re updated forecast.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/06/20	Patrick J. Nash Jr., P.C.	0.80	Fiinalize NDA with ad hoc equity group.
07/06/20	Carleigh Trappe Rodriguez	0.20	Review and exchange correspondence re LSRP retention and review.
07/06/20	Sandy Ruiz	0.20	Correspond R. Graham re multi-state conversions.
07/06/20	Steve Toth	3.40	Analyze and revise NDAs (1.9); prepare correspondence re same (.2); revise NDAs and prepare related correspondence (1.3).
07/07/20	Christopher Hayes	0.80	Correspond with A. Sexton, S. Toth, KE team re tax considerations re sale implementation (.2); conduct follow-up re same (.3); correspond with UCC counsel, D. Latona, KE team re India sale (.2); correspond with lender counsel re same (.1).
07/07/20	Christopher Hayes	0.30	Correspond with equity members, S. Toth, KE team re NDAs, diligence.
07/07/20	Dilen Kumar	5.00	Telephone conference with with S. Toth re structure slides (.3); review and analyze draft of Restructuring Transaction Agreement (.7); participate in telephone conference with advisors re update (.5); telephone conference with R. Graham re G reorg checklist (.5); review and revise same (.8); review and analyze step chart re G reorg (.6); prepare for and participate in telephone conference with R. Graham, S. Nowakowski, L. Jeong and A. Salazar re G reorganization (.7); research re Illinois and Georgia LLC conversion statutes (.4); correspond with working group re G reorg (.5).
07/07/20	Roberto S. Miceli	0.20	Analyze real estate estoppel certificate deliverables.
07/07/20	Jim Santiago Montelongo	0.70	Prepare documents to send to prospective bidder (.6); prepare litigation schedule for bankruptcy team (.1).
07/07/20	Patrick J. Nash Jr., P.C.	0.20	Prepare correspondence to PJT re equity advisor access to data room.
07/07/20	Sandy Ruiz	0.70	Correspond with R. Graham re GA and IL conversions (.1); research same (.6).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/07/20	Steve Toth	2.50	Analyze structure slides and prepare related correspondence (1.1); confer with A. Sexton re same (.1); telephone conference with D. Kumar re same (.1); analyze NDAs and related correspondence (.7); participate in telephone conference with PJT, Alix ,and K&E team re update (.2); analyze, comment on structure slides (.3).
07/08/20	Christopher Hayes	2.40	Correspond with S. Toth, KE team, advisors re potential bidder diligence (.3); correspond with A. Sexton, KE team, PJT re tax structuring considerations re equity bid (.4); telephone conference with A. Sexton, KE team, potential bidder re tax considerations (.7); correspond with S. Toth, KE team re bidder outreach (.2); telephone conference with PJT re sale process considerations (.8).
07/08/20	Alex Hevia	0.90	Correspond and conference with interest party re bidding procedures (.6); correspond with C. Hayes, D. Latona, and PJT re same (.3).
07/08/20	Elizabeth Helen Jones	0.90	Revise motion to assume settlement (.8); correspond with A. McCammon, K&E team re same (.1).
07/08/20	Dilen Kumar	3.90	Participate in telephone conference with advisors and client re update (.5); review and analyze G reorg step plan (.7); review and analyze correspondence from A. Sexton re tax attributes and tax structure (.6); correspond with working group and client re G reorg (.6); correspond with working group re real estate matters (.4); review and analyze restructuring transaction agreement (.5); review and analyze APA re G reorg (.6).
07/08/20	Mark Steven Lipschultz	0.50	Analyze correspondence re real estate matters.
07/08/20	Alex McCammon	0.10	Correspond with PJT re sale process.
07/08/20	Curt Ostosh	0.60	Review due diligence re real estate subsidiaries.
07/08/20	Steve Toth	0.40	Analyze and respond to correspondence re tax structure and bidder inquiry.
07/09/20	Christopher Hayes	0.40	Correspond with A. Hevia, KE team, PJT re potential bidder outreach (.2); correspond with D. Latona, UCC counsel re India sale process considerations (.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/09/20	Alex Hevia	0.20	Correspond with PJT and C. Hayes re sale status.
07/09/20	Dilen Kumar	1.50	Participate in telephone conference with advisors re update (.5); review and analyze potential bidder NDAs (1.0).
07/09/20	Curt Ostosh	0.40	Review due diligence re real estate subsidiaries.
07/09/20	Carleigh Trappe Rodriguez	0.40	Review and correspondence with K&E team re Langan retention and site visits.
07/09/20	Steve Toth	0.90	Analyze NDAs (.6); participate in telephone conference with PJT, Alix, and K&E team re update (.3).
07/10/20	Tyler Burgess	0.50	Review and revise retention letter and correspond with D. Ni re same.
07/10/20	Robert Graham	1.20	Revise NDAs.
07/10/20	Christopher Hayes	0.40	Telephone conference with D. Latona re research re successor liability (.2); conduct follow-up re same (.2).
07/10/20	Christopher Hayes	1.60	Correspond with D. Latona, KE team, equity counsel re litigation diligence (.3); telephone conferences with same re same (.4); follow-up telephone conference with W. Arnault re same (.1); conduct follow-up analysis re same (.8).
07/10/20	Dilen Kumar	3.70	Review and analyze disclosure schedules re sharing with potential bidders (1.0); correspond with working group re same (.3); assemble documents re same (1.0); review and analyze litigation diligence materials and correspond with C. Hayes re same (.5); review and analyze APA and disclosure schedules re employee indemnification matters and draft summary of same (.9).
07/10/20	Dan Latona	0.30	Telephone conference with B. Arnault, C. Hayes, Kasowitz team, Pericles team re litigation matters.
07/10/20	Jim Santiago Montelongo	0.70	Review on non-disclosure agreement.
07/10/20	Ruth Mulvihill	2.30	Research re successor liability in 363 sales (2.2); correspond with A. McCammon re same (.1).
07/10/20	Patrick J. Nash Jr., P.C.	0.70	Work on issues re ad hoc equity group potential bid.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/20	Donna H. Ni	2.00	Review and analyze Langan retention letter comments (1.8); correspond with C. Rodriguez re same (.2).
07/10/20	Donna H. Ni	0.20	Correspond with Akorn and C. Rodriguez re Langan retention.
07/10/20	Steve Toth	0.70	Analyze and respond to correspondence re NDAs.
07/11/20	Robert Graham	4.50	Revise NDA for potential bidder (3.5); participate in telephone conference with working group re involvement of potential financing source (1.0).
07/11/20	Christopher Hayes	0.90	Correspond and telephone conference with PJT, S. Toth, KE team re bidder considerations (.5); telephone conference and correspond with S. Toth re follow-up re same (.4).
07/11/20	Dan Latona	0.50	Telephone conference with K&E team, PJT team re sale matters.
07/11/20	Ruth Mulvihill	3.00	Research re successor liability in 363 sales (2.7); correspond with A. McCammon re same (.3).
07/11/20	Carleigh Trappe Rodriguez	0.80	Review and comment on retention letter.
07/11/20	Steve Toth	2.30	Telephone conference with PJT and K&E team re NDAs and related issues (.3); analyze revised NDA and respond to related correspondence (1.8); confer with C. Hayes re same (.2).
07/12/20	Robert Graham	0.50	Revise NDA for potential bidder.
07/12/20	Dilen Kumar	0.20	Correspond with A. Glenn re due diligence materials.
07/12/20	Ruth Mulvihill	1.00	Research re successor liability choice of law (.6); correspond with K&E team re same (.4).
07/12/20	Steve Toth	0.80	Analyze NDA and prepare related correspondence.
07/13/20	Robert Graham	4.50	Revise NDA and joinder letter for potential financing sources (3.5); participate in telephone conference with working group re FDA license transfer process re G-Reorg (1.0).
07/13/20	Christopher Hayes	0.70	Correspond with D. Latona, UCC advisors re India sale proceeds (.2); conduct follow-up re same (.2); review, analyze successor liability research (.3).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/13/20	Christopher Hayes	1.00	Correspond with counsel to equity bidders, S. Toth, KE team re NDAs, sale process diligence (.3); telephone conference with bidder counsel re litigation due diligence (.5); conduct follow-up re same (.2).
07/13/20	Dilen Kumar	4.80	Review and analyze summary re permit transfers from A. Solomon (.4); prepare for and participate in telephone conference with S. Nowakowski, R. Graham and A. Solomon re permit transfers and G Reorganization (.8); telephone conference with R. Graham re G Reorganization (.3); research and review Dunn & Bradstreet application and transfer process (1.0); analyze correspondence re real estate estoppels (.5); review and analyze data from A. Polikoff re permit transfers (.5); review and analyze Valiant NDA (.3); review and analyze revised G reorganization checklist and step deck (1.0).
07/13/20	Dan Latona	0.50	Telephone conference with K&E team, Company, Kasowitz team, Pericles team re litigation matters.
07/13/20	Mark Steven Lipschultz	0.50	Review and analyze Buyer questions.
07/13/20	Donna H. Ni	0.20	Correspond with K&E corporate team re environmental reports.
07/13/20	Carleigh Trappe Rodriguez	3.70	Review and comment on notices re environmental permits (1.5). telephone conferences with client re Decatur environmental reports (.6); telephone conference with D. Ni re same (.4); analyze Decatur environmental reports (1.2).
07/13/20	Steve Toth	1.70	Analyze and respond to correspondence re NDAs (.5); analyze NDA and joinder and prepare related correspondence (1.2).
07/14/20	Robert Graham	5.20	Revise NDA joinder letter re new potential financing source.
07/14/20	Christopher Hayes	0.20	Correspond with D. Latona, GDC re India sale order.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/14/20	Dilen Kumar	2.80	Participate in telephone conference with advisor group re update (.5); review and analyze draft of Exit ABL commitment letter (1.2); telephone conference with R. Graham re environmental diligence matters (.3); correspond with A. Sexton and S. Toth re G Reorg (.3); review and analyze correspondence with S. Toth and D. Latona re ABL commitment letter (.3); review and analyze NDA joinder (.2).
07/14/20	Donna H. Ni	2.50	Prepare for and participate in telephone conference with C. Rodriguez and R. Graham re: diligence (.5); review and analyze environmental reports (1.5); correspond with C. Rodriguez re same (.3); correspond with Akorn re diligence (.2).
07/14/20	Joe Patterson	1.00	Analyze matters relating to Akorn India stock certificate.
07/14/20	Carleigh Trappe Rodriguez	1.00	Review and exchange correspondence re Langan review and retention (.4); prepare for and participate in telephone conference with D. Ni and R. Graham re Decatur environmental reports (.3); telephone conference with D. Ni re same (.3).
07/14/20	Steve Toth	2.20	Analyze draft commitment letter (.8); analyze NDAs and related correspondence (1.4).
07/15/20	Robert Graham	4.00	Negotiate and revise NDA joinder letters.
07/15/20	Christopher Hayes	0.30	Correspond with D. Latona, UCC counsel, lender counsel re India sale order, comments to same (.2); telephone conference with counsel to potential bidder re interest (.1).
07/15/20	Christopher Hayes	0.20	Correspond with equity counsel re contract notices.
07/15/20	Dilen Kumar	3.10	Participate in telephone conference with advisors and Akorn management team re update (1.0); telephone conference with P. Sanders re closing matters (.5); prepare for and participate in telephone conference with PJT, Greenhill, Gibson Dunn, Alix, and K&E re update (.7); review and analyze closing checklist (.4); review and analyze NDA and joinder comments (.5).
07/15/20	Lauren A. Mitchell-Dawson	0.20	Analyze project needs.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/15/20	Donna H. Ni	1.30	Prepare for and participate in telephone conference with Akorn re Decatur diligence (1.0); correspond with L. Mitchell-Dawson re database searches (.3).
07/15/20	Carleigh Trappe Rodriguez	1.00	Prepare for and participate in telephone conference with client and D. Ni re Decatur environmental matters (.9); analyze agency information re the same (.1).
07/15/20	Steve Toth	2.60	Participate in telephone conference with Company, Alix, PJT and K&E team re update (1.0); analyze NDAs (.7); conference with R. Graham re same (.4); participate in telephone conference with lender advisors, PJT, Alix and K&E team re update (.5).
07/16/20	Robert Graham	3.70	Negotiate and revise NDA joinder letter.
07/16/20	Christopher Hayes	0.80	Correspond with PJT, P. Nash, KE team re equity bid, considerations re same (.1); correspond with client re same (.1); conduct follow-up re same (.1); correspond with S. Toth, KE team re NDAs re same (.2); correspond with UCC counsel, lender counsel re India sale order (.2); correspond with equity bidder re diligence (.1).
07/16/20	Alex Hevia	0.50	Participate in telephonic conference with with UCC advisors, PJT, and D. Latona re sale process.
07/16/20	Dilen Kumar	1.70	Participate in telephone conference with advisors re update (.5); review and analyze NDA and joinder comments for equity group (.5); review and analyze APA re closing matters (.7).
07/16/20	Lauren A. Mitchell-Dawson	1.20	Research re target related locations (1.0); review, compile and summarize findings (.2).
07/16/20	Patrick J. Nash Jr., P.C.	0.10	Review correspondence from A. Glenn re Valiant datatoom access.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/16/20	Patrick J. Nash Jr., P.C.	2.40	Analyze correspondence from M. Buschmann re ad hoc equity interest (.1); correspond with M. Buschmann re same (.2); analyze correspondence from GD re confidential plan matters (.1); correspond with GD re same (.1); telephone conference with certain creditor re ad hoc equity group (.2); correspond with J. Bonaccorsi re overture from RSA party (.2); analyze J. Bonaccorsi response re same (.2); analyze correspondence from M. Buschmann re ad hoc equity bid (.2); follow up re next steps ad hoc equity committee (.6); telephone conference with D. Boothe re ad hoc equity committee and next steps (.3); analyze cure costs schedule from Alix (.2).
07/16/20	Carleigh Trappe Rodriguez	1.40	Review and revise Langan retention letter (1.0); analyze environmental database search results and news articles re Decatur environmental matters (.4).
07/16/20	Steve Toth	1.80	Participate in advisor telephone conference with PJT, Alix and K&E team re update (.5); analyze NDAs and related correspondence (1.1); confer with R. Graham re same (.2).
07/17/20	Robert Graham	2.20	Revise NDA joinder letters.
07/17/20	Christopher Hayes	0.50	Correspond with S. Toth, KE team re considerations re equity bid (.3); conduct follow-up re same (.2).
07/17/20	Alex Hevia	0.40	Participate in telephone conference with AlixPartners and potential bidder re sale process.
07/17/20	Dilen Kumar	2.60	Participate in telephone conference with S. Nowakowski re permit transfers and closing matters (.5); research and review Dunn & Bradstreet filing requirements and number assignment system (1.0); review and analyze G Reorg steps and permit transfer process (.6); review and analyze APA re employee provisions and G Reorg (.5).
07/17/20	Patrick J. Nash Jr., P.C.	0.40	Correspond with A. Glenn re equity transaction.
07/17/20	Steve Toth	1.90	Participate in board update telephone conference with Company, PJT, Alix and K&E team (1.0); analyze correspondence re NDAs (.5); analyze SERB proposal (.4).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/18/20	Dilen Kumar	0.70	Review and revise G Reorg corporate restructuring checklist (.5); correspond with R. Graham re same (.2).
07/19/20	Bill Arnault	0.70	Review India sale motion and prepare for call re hearing.
07/20/20	Bill Arnault	0.30	Telephone conference re India sale motion with Company and C. Hayes.
07/20/20	Robert Graham	1.00	Prepare G Reorg checklist (.8); conference with K&E team re same (.2).
07/20/20	Christopher Hayes	1.50	Correspond with S. Toth, KE team re India sale, funding considerations (.3); correspond with local counsel re UST comments re India sale order (.2); conduct follow-up re same (.5); correspond and telephone conference with S. Toth, A. Sexton re tax considerations re credit bid (.5).
07/20/20	Elizabeth Helen Jones	0.70	Revise final order for Akorn India sale motion (.4); correspond with C. Hayes re same (.3).
07/20/20	Dilen Kumar	4.10	Correspond with working group re G Reorganization (.5); review and analyze APA re funding for AIPL and correspond with client and working group re same (1.0); prepare for and participate in telephone conference with S. Toth, C. Hayes, A. Sexton, D. Latona, A. Salazar, and R. Graham re G Reorganization (1.0); coordinate all-hands call with P. Sanders and S. Nowakowski (.4); review and analyze G Reorganization slide deck (.7); review and analyze correspondence from S. Nowakowski and working group re control opinions (.5).
07/20/20	Dan Latona	0.30	Telephone conference with K&E team, Company re India sale.
07/20/20	Mark Steven Lipschultz	0.50	Analyze real estate matters re schedules.
07/20/20	Alex McCammon	0.50	Correspond and telephone conference with C. Hayes, D. Kumar, A. Sexton, K&E team re sale and tax-related considerations.
07/20/20	Carleigh Trappe Rodriguez	1.10	Review and exchange correspondence re Decatur environmental matters (.6); prepare for and participate in telephone conferences with D. Ni re same (.3); telephone conference with D. Ni and re same (.2).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/20/20	Steve Toth	1.10	Conference with K&E team re APA structure (.5); correspond with working group re same (.2); prepare correspondence re APA questions (.4).
07/21/20	Christopher Hayes	2.50	Correspond with local counsel re COC re India sale order (.1); prepare for hearing on India sale (.4); participate in management call with potential bidder (1.5); correspond with S. Toth, KE team potential bidder, considerations re same (.2); conduct follow-up re India sale order (.3).
07/21/20	Dilen Kumar	2.90	Participate in telephone conference with Pericles and Akorn management team re diligence (1.6); review and analyze environmental diligence matters (.5); telephone conference with S. Toth re status (.4); review and revise summary of Pericles diligence call (.4).
07/21/20	Roberto S. Miceli	0.20	Analyze post-signing real estate deliveries.
07/21/20	Jim Santiago Montelongo	1.00	Telephone conference with working group, management re update.
07/21/20	Donna H. Ni	0.50	Review and analyze environmental reports and storage tank documentation (.3); correspond with C. Rodriguez re same (.2).
07/21/20	Steve Toth	0.30	Analyze and prepare correspondence re bidder inquiry.
07/22/20	Christopher Hayes	0.40	Correspond with client, D. Latona, KE team re India sale order, related closing considerations.
07/22/20	Dilen Kumar	2.80	Participate in telephone conference with Akorn management team and advisor group re update (.6); participate in telephone conference with advisor group re same (.5); telephone conference with R. Graham re environmental matters (.4); review and analyze comments re G Reorganization checklist (.6); review and analyze revised G Reorganization steps deck (.7).
07/22/20	Lauren A. Mitchell-Dawson	0.20	Update due diligence file.
07/22/20	Carleigh Trappe Rodriguez	0.10	Review and exchange correspondence re Decatur notices of violation.

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/22/20	Steve Toth	1.90	Participate in advisors telephone conference with PJT, Alix, and K&E team re update (.3); analyze reorganization checklist (.3); participate in telephone conference with GH, Alix, GDC, PJT and K&E team re update (.6); analyze plan and related correspondence (.7).
07/23/20	Thomas James Dobleman Jr.	1.40	Correspond with S. Toth re potential carve-out transaction (.2); telephone conference with debtor and advisors re same (.8); review and analyze G-Reorg structure slides (.4).
07/23/20	Christopher Hayes	0.70	Correspond with A. Sexton, KE team re transaction structuring considerations (.5); correspond with S. Toth, KE team, PJT re bidder considerations (.2).
07/23/20	Dilen Kumar	3.10	Research re Delaware D/B/A rules and policies (1.9); review and analyze comments and questions from potential bidder (.5); correspond with working group re G Reorganization (.7).
07/23/20	Patrick J. Nash Jr., P.C.	1.70	Telephone conference with counsel to ad hoc equity committee re potential bid (.4); review correspondence from counsel to ad hoc equity committee re potential bid (.1); prepare email correspondence to counsel for ad hoc equity committee re potential bid (.2); work on potential plan structure re equity overbid (.7); review details of Santen indication of interest (.3).
07/23/20	Carleigh Trappe Rodriguez	0.20	Review and exchange correspondence re New Jersey Industrial Site Recovery Act.
07/23/20	Steve Toth	1.50	Participate in telephone conference with K&E, PJT and Alix re update (.2); conference with Company re audit considerations (.4); participate in telephone conference with Company, PJT and K&E team re bid considerations (.7); correspond with working group re same (.2).
07/24/20	Robert Graham	3.70	Research re DBA naming issues
07/24/20	Christopher Hayes	0.20	Correspond with A. Sexton, KE team re transaction structuring considerations.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/24/20	Dilen Kumar	3.60	Telephone conference ewith S. Toth re G Reorganization (.3); prepare for and participate in telephone conference with P. Sanders, R. Graham and J. Montelongo re G Reorganization and closing preparations (.8); research re Delaware D/B/A rules and correspond with R. Graham and Delaware county offices re same (1.5); review and analyze G Reorganization and APA (1.0).
07/24/20	Jim Santiago Montelongo	0.50	Telephone conference with K&E team re internal reorganization.
07/24/20	Patrick J. Nash Jr., P.C.	0.80	Telephone conference with A. Glenn re equity bid (.3); review email from M. Buschmann re latest from equity committee (.1); prepare email response to M. Buschmann re same (.1); telephone conference with M. Buschmann re status of equity committee bid (.3).
07/24/20	Donna H. Ni	0.30	Correspond with New Jersey counsel and B. Graham re diligence call with Gibson Dunn.
07/24/20	Carleigh Trappe Rodriguez	0.50	Review and exchange correspondence re New Jersey Industrial Site Recovery Act.
07/24/20	Sandy Ruiz	0.70	Conferences with R. Graham re Delaware DBAs (.5); correspond with CT Corp. re same (.2).
07/24/20	Steve Toth	0.80	Conference with D. Kumar re G reorg (.2); analyze and respond to correspondence re tax considerations and cash bid (.3); analyze NDA (.3).
07/25/20	Steve Toth	0.30	Revise NDA.
07/26/20	Robert Graham	1.00	Review NDA joinder letter.
07/26/20	Steve Toth	0.30	Analyze and respond to correspondence re NDA.
07/27/20	Robert Graham	4.00	Revise NDA (3.2); conference with K&E team re environmental diligence issues (.6); conference with K&E team re G-Reorg status and next steps (.2).
07/27/20	Christopher Hayes	0.30	Correspond with S. Toth, KE team, potential bidder re process considerations (.1); conduct follow-up re same (.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/27/20	Dilen Kumar	3.40	Research and correspond with working group re d/b/a filings in Delaware (1.0); prepare for and participate in telephone conference with S. Toth and R. Graham re G Reorganization and closing matters (.7); review and analyze equity group NDAs (.5); review and analyze G Reorganization matters (1.2).
07/27/20	Patrick J. Nash Jr., P.C.	0.60	Review potential bid (.3); review second potential bid (.3).
07/27/20	Patrick J. Nash Jr., P.C.	1.20	Correspond with ad hoc equity counsel re Goldman NDA (.2); review correspondence from counsel to ad hoc equity committee re form of bid (.1); telephone conference with A. Glenn re status of equity committee proposal (.4); review correspondence from A. Glenn re same (.3); correspond with D. Boothe re equity committee proposal (.2).
07/27/20	Carleigh Trappe Rodriguez	1.30	Prepare for and participate in telephone conferences with opposing counsel, New Jersey counsel re New Jersey Industrial Site Recovery Act (.9); review and exchange correspondence with K&E team re same (.2); review and exchange correspondence with K&E team re Decatur environmental reports (.2).
07/27/20	Steve Toth	0.80	Analyze NDA and related correspondence (.3); conference with K&E team re DBA and G reorg (.2); analyze and respond to correspondence re APA and NDA issues (.3).
07/28/20	Robert Graham	3.00	Conference with K&E team re G-Reorg status and next steps (.5); research re dba filing issue (1.5); conference with K&E team re employee transfer issue (1.0).
07/28/20	Christopher Hayes	0.70	Correspond with A. Sexton, S. Toth, KE team re tax structuring considerations re sale (.2); correspond with client, D. Latona, KE team, bidder counsel re diligence (.2); telephone conference and correspond with client re India sale closing considerations (.3).
07/28/20	Christopher Hayes	0.40	Telephone conference with S. Toth, K&E team, advisors re coordination.
07/28/20	Elizabeth Helen Jones	0.30	Correspond with C. Hayes, Company, PwC re AIPL sale motion.

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/28/20	Dilen Kumar	2.30	Review and analyze G Reorganization matters (.6); prepare for and participate in telephone conference with S. Toth, A. Sexton, R. Graham, S. Nowakowski, L. Jeong and S. Keller re G Reorganization and closing structure (1.0); telephone conference with R. Graham re same (.3); correspond with Gibson Dunn re G Reorganization matters (.4).
07/28/20	Patrick J. Nash Jr., P.C.	1.60	Analyze correspondence from D. Boothe re equity bid (.1); prepare correspondence to A. Glenn re same (.1); analyze correspondence from A. Glenn re Boothe meeting (.1); prepare correspondence to D. Boothe re same (.1); analyze status of ABL proposals (.3); analyze status of equity bid and next steps (.4); analyze strategy re contested confirmation hearing (.4); analyze correspondence from A. Glenn re syndication (.1).
07/28/20	Carleigh Trappe Rodriguez	0.20	Review and exchange correspondence with K&E team re New Jersey Industrial Site Recovery Act letter of credit.
07/28/20	Steve Toth	1.30	Analyze and respond to correspondence re NDA and sale process (.5); participate in telephone conference with PJT, Alix, and K&E team re update (.3); participate in telephone conference with Company and K&E team re G reorg and related considerations (.5).
07/29/20	Adria M. Crowe	0.20	Telephone conference with K&E Corporate re structuring matters.
07/29/20	Alexander Flynn-Tabloff	0.50	Conferences with Labor, Benefits, and Corporate teams re employee transfers.
07/29/20	Robert Graham	4.00	Prepare drafts of form conversion documents in connection with G-Reorg (2.5); revise NDA (1.5).
07/29/20	Christopher Hayes	1.60	Participate in telephone conference with potential bidder re litigation liability (.3); correspond with S. Toth, KE team re sale closing items (.3); telephone conference with potential bidder re bid considerations (.5); correspond with W. Arnault, KE team re follow-up re same (.3); telephone conference with S. Toth re same (.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/29/20	Dilen Kumar	3.80	Review and revise draft of closing checklist from Gibson Dunn (1.0); prepare for and participate in call with R. Graham, R.D. Kohut, A. Flynn-Tabloff, A. Mihalas, and A. Crowe re employee transfer matters (.5); participate in telephone conference with Akorn management team and advisors re update (.5); participate in telephone conference with working group re litigation matters (.5); participate in telephone conference with advisors group re update (.4); review and analyze real estate valuation issues re title policies (.4); telephone conference with R. Graham re closing matters (.3); review and analyze ISRA matters (.2).
07/29/20	Dan Latona	0.50	Telephone conference with Company, Polsinelli, Kasowitz re investigations re sale process.
07/29/20	Peter J. Mee	1.20	Participate in telephone conference with K&E team re purchase structure and associated employment items.
07/29/20	Jim Santiago Montelongo	0.70	Analyze employment agreements.
07/29/20	Carleigh Trappe Rodriguez	1.30	Review and exchange correspondence with K&E team re New Jersey Industrial Site Recovery Act financial assurance (.9); review and exchange correspondence with K&E team re environmental permits and reports (.4).
07/29/20	Sandy Ruiz	1.50	Conferences with R. Graham re conversions (1.0); correspond with R. Graham re same (.5).
07/29/20	Steve Toth	1.40	Participate in telephone conference with Company, PJT, Alix and K&E team re update (.5); respond to correspondence re NDAs and APA (.2); participate in telephone conference with PJT, Alix, K&E team, GH and DPW re update (.5); confer with C. Hayes re transaction matters (.2).
07/30/20	Robert Graham	3.00	Revise NDA and joinder letter.
07/30/20	Christopher Hayes	1.20	Correspond with potential bidder counsel, P. Nash, KE team re bidder diligence, next steps (.1); correspond with Alix re same (.1); review, analyze equity bid letter (.9); correspond with P. Nash, KE team re same (.1).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Use, Sale and Lease of Property

Invoice Number: 1010073525
 Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/30/20	Dilen Kumar	2.30	Review and analyze bid package re equity group (1.0); review and revise form of LLC conversion documents for Delaware entities (.8); review and analyze revised G Reorganization steps deck (.5).
07/30/20	Jim Santiago Montelongo	0.20	Participate in telephone conference with K&E team re G reorganization.
07/30/20	Patrick J. Nash Jr., P.C.	0.70	Telephone conference with M. Buschmann re next steps in bid process (.3); review bid materials from ad hoc equity group (.4).
07/30/20	Carleigh Trappe Rodriguez	0.30	Draft audit letter response.
07/30/20	Steve Toth	1.90	Analyze and revise NDAs and joinders (1.2); analyze equity bid (.7).
07/31/20	Christopher Hayes	1.30	Correspond with P. Nash, KE team, advisors, client re equity proposal (.1); conduct follow-up re legal considerations re same (.2); telephone conference with management, advisors re same (1).
07/31/20	Alex Hevia	1.70	Review and analyze case law re plan confirmation (1.1); review and analyze case precedent re same (.3); correspond with C. Hayes and E. Jones re same (.3).
07/31/20	Elizabeth Helen Jones	3.30	Draft summary of key terms of equity bid (.6); correspond with C. Hayes, K&E team re same (.1); research issues re summary bid (2.0); draft summary re same (.3); correspond with A. Hevia re same (.3).
07/31/20	Dilen Kumar	2.70	Prepare for and participate in telephone conference with Gibson Dunn re closing checklist (1.0); correspond with client and Gibson Dunn re real estate valuation matters (.7); telephone conference with Akorn management team, PJT, and K&E working group re equity bid (1.0).
07/31/20	Jim Santiago Montelongo	0.20	Prepare Illinois and Georgia filings re G reorganization.
07/31/20	Patrick J. Nash Jr., P.C.	0.70	Telephone conference with A. Glenn re ad hoc equity reorganization proposal (.2); correspond with Rothschild re ad hoc equity reorganization proposal (.2); correspond with D. Katz re equity proposal (.1); correspond with DIP lender counsel re ad hoc equity proposal (.2).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Use, Sale and Lease of Property

Invoice Number: 1010073525
Matter Number: 14581-61

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/31/20	Steve Toth	1.80	Participate in telephone conference with GDC and K&E team re closing checklist (.5); participate in telephone conference with K&E team, PJT, Alix, and Company re transaction updates (1.3).
Total		263.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073524
Client Matter: 14581-63

In the Matter of Vendor Matters

For legal services rendered through July 31, 2020
(see attached Description of Legal Services for detail)

\$ 29,494.50

Total legal services rendered

\$ 29,494.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Vendor Matters

Invoice Number: 1010073524
Matter Number: 14581-63

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Haroula Gkotsi	8.90	740.00	6,586.00
Christopher Hayes	1.00	1,135.00	1,135.00
Alex Hevia	25.40	845.00	21,463.00
Dan Latona	0.30	1,035.00	310.50
TOTALS	35.60		\$ 29,494.50

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Vendor Matters

Invoice Number: 1010073524
Matter Number: 14581-63

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/01/20	Alex Hevia	0.20	Correspond with N. McGrath and KCC re vendor inquires (.2).
07/02/20	Alex Hevia	1.70	Conference and correspond with various vendors re critical vendor issues (1.4); conference with S. Nowakowski re same (.2); correspond with N. McGrath re same (.1).
07/03/20	Alex Hevia	0.40	Correspond and conference with vendors re critical vendor status.
07/06/20	Alex Hevia	0.50	Correspond with N. McGrath re vendor issues (.3); conference with related vendors re same (.2).
07/07/20	Haroula Gkotsi	1.20	Correspond with vendor re critical vendor status (.2); correspond with A. Hevia re same (.3); review critical vendor motion and order (.7).
07/07/20	Christopher Hayes	0.20	Correspond with Company, Alix, A. Hevia, K&E team re reclamation claim (.1); correspond with Company, D. Latona, K&E team re vendor settlement (.1).
07/07/20	Alex Hevia	1.70	Review and analyze correspondence re vendor matters (.4); draft tracker re same (.3); correspond and conference with related vendors re same (.6); correspond with N. McGrath and H. Gkotsi re same (.2); conference with H. Gkotsi re critical vendor issues (.2).
07/08/20	Haroula Gkotsi	1.80	Review and address issues with vendors.
07/08/20	Alex Hevia	0.90	Correspond and conference with vendor parties re potential critical vendor status (.6); draft a tracker re same (.2); correspond with H. Gkotsi re same (.1).
07/09/20	Alex Hevia	0.30	Correspond with H. Gkotsi re critical vendor tracker (.1); correspond with vendors re critical vendor qualifications (.2).
07/10/20	Haroula Gkotsi	0.80	Correspond with AlixPartners and A. Hevia re vendor issues including questions re assumption and cure amounts and notices (.5); review and analyze correspondence re same (.3).

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Vendor Matters

Invoice Number: 1010073524
Matter Number: 14581-63

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/10/20	Alex Hevia	1.30	Correspond and conference with vendors re critical vendor status (1.1); correspond with C. Hayes and H. Gkotsi re same (.2).
07/13/20	Haroula Gkotsi	1.00	Correspond with vendors re critical vendor status and other matters.
07/13/20	Christopher Hayes	0.30	Correspond with client, D. Latona, K&E team re potential vendor settlement, related considerations.
07/13/20	Alex Hevia	1.30	Correspond and conferences with vendors and counter parties re vendor issues (1.1); correspond with C. Hayes, N. McGrath and AlixPartners team re same (.2).
07/14/20	Haroula Gkotsi	1.40	Correspond with AlixPartners and A. Hevia re vendor issues including questions re assumption and cure amounts and notices (.3); review and analyze correspondence re same (1.1).
07/14/20	Alex Hevia	2.40	Conferences and correspond with vendors re cure amounts (1.8); correspondence and conferences with C. Hayes, D. Latona and AlixPartners team re same (.6).
07/15/20	Alex Hevia	0.70	Telephone conferences and correspondence with various vendors re vendor issues (.6); correspond with C. Hayes re same (.1).
07/16/20	Alex Hevia	0.20	Participate in telephone conferences with vendors re vendor issues.
07/16/20	Dan Latona	0.30	Telephone conference with K. Tshalis re vendor matter.
07/17/20	Alex Hevia	1.40	Telephone conferences and correspondence with several vendors re vendor issues (1.2); correspond with C. Hayes and D. Latona re same (2.).
07/20/20	Alex Hevia	1.80	Conferences and correspondence with various vendors re vendor related matters (1.2); correspond with C. Hayes, D. Latona, and AlixPartners for strategy re same (.6).
07/21/20	Haroula Gkotsi	0.60	Review and analyze correspondence with AlixPartners re cure notices.
07/22/20	Alex Hevia	1.20	Telephone conferences and correspondence with various vendors re vendor related inquiries (1.1); correspond with D. Latona and C. Hayes re same (.1).

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Vendor Matters

Invoice Number: 1010073524
 Matter Number: 14581-63

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
07/23/20	Haroula Gkotsi	2.10	Correspond with various vendors re critical vendor status, cure amounts and other matters.
07/23/20	Christopher Hayes	0.10	Correspond with Company, D. Latona re considerations re trade claims.
07/23/20	Alex Hevia	1.60	Conferences and correspondence with vendors re vendor related issues (1.3); conference with N. McGrath re same (.2); correspond with D. Latona re same (.1).
07/24/20	Christopher Hayes	0.20	Correspond with D. Latona re trade vendor resolution considerations.
07/24/20	Alex Hevia	0.90	Correspond and conference with vendors re vendor issues (.8); correspond and conferences with N. McGrath re same (.2).
07/27/20	Alex Hevia	0.10	Correspond with vendors re vendor related issues.
07/28/20	Christopher Hayes	0.20	Correspond with D. Latona re vendor agreement considerations.
07/28/20	Alex Hevia	3.20	Telephone conferences and correspond with various vendors, Company and N. McGrath re vendor related issues (2.8); review and analyze customer programs order re same (.2); telephone conference with C. Hayes re customer programs order and related relief (.2).
07/29/20	Alex Hevia	0.30	Conference and correspond with vendors re vendor related issues.
07/30/20	Alex Hevia	1.60	Conferences and correspondence with various vendors re vendor related issues (1.4); correspond with D. Latona and A. McCammon re same (.2).
07/31/20	Alex Hevia	1.70	Conferences and correspondence with various vendors re vendor issues (1.4); conference with N. McGrath re same (.3).
Total		35.60	

Exhibit J

Detailed Description of Expenses and Disbursements

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

August 10, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010070696
Client Matter: 14581-64

In the Matter of Expenses

For expenses incurred through June 30, 2020
(see attached Description of Expenses for detail)

\$ 2,780.72

Total expenses incurred

\$ 2,780.72

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010070696
 Matter Number: 14581-64

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	310.00
Standard Copies or Prints	1,004.48
Binding	5.60
Tabs/Indexes/Dividers	16.12
Color Copies or Prints	1.65
Computer Database Research	274.79
Westlaw Research	871.28
Overtime Meals - Attorney	77.62
Document Services Overtime	165.98
Computer Database Research - Soft	53.20
Total	\$ 2,780.72

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010070696
 Matter Number: 14581-64

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/20	Intrado Enterprise Collaboration Inc - Teleconferencing services for the period ending 5/31/2020	14.22
05/31/20	Intrado Enterprise Collaboration Inc - Conference Service	3.77
05/31/20	Intrado Enterprise Collaboration Inc - client telephone conferencing	25.94
05/31/20	Intrado Enterprise Collaboration Inc - May teleconferences	42.75
05/31/20	Intrado Enterprise Collaboration Inc - Teleconferences	1.08
05/31/20	Intrado Enterprise Collaboration Inc - Conference Calls.	9.44
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	1.62
05/31/20	Intrado Enterprise Collaboration Inc - Teleconference	8.91
05/31/20	Intrado Enterprise Collaboration Inc - Conference Calls.	7.94
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference charges for May - Dilen Kumar.	23.32
05/31/20	Intrado Enterprise Collaboration Inc - Teleconferences	4.75
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conference calls	3.30
05/31/20	Intrado Enterprise Collaboration Inc - Acct # 1787426	1.86
05/31/20	Intrado Enterprise Collaboration Inc - May conference call charges for account number 1615821.	7.66
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conferences in May 2020 with Adria Crowe as the telephone conference moderator	1.31
05/31/20	Intrado Enterprise Collaboration Inc - Conference calls including state and local taxes and fees.	4.31
05/31/20	Intrado Enterprise Collaboration Inc - Telephone conferencing service	32.39
05/31/20	Intrado Enterprise Collaboration Inc - McNamara 05/2020 TCfs	1.15
05/31/20	Intrado Enterprise Collaboration Inc - McNamara 05/2020 TCfs	0.76
05/31/20	Intrado Enterprise Collaboration Inc - Conference call	1.42
05/31/20	Intrado Enterprise Collaboration Inc - Jim Montelongo May 2020 Intrado invoice	17.79
06/13/20	Alex Hevia - Alex Hevia, Internet, WiFi expense. 06/13/2020	16.00
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference	3.57
06/30/20	Intrado Enterprise Collaboration Inc - Conference Calls.	13.09

Legal Services for the Period Ending June 30, 2020

Invoice Number:

1010070696

Akorn, Inc.

Matter Number:

14581-64

Expenses

06/30/20	Intrado Enterprise Collaboration Inc - McNamara 06/2020 TCfs	2.23
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference Services	1.96
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference Services	1.67
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conferences	14.49
06/30/20	Intrado Enterprise Collaboration Inc - Teleconference Services	0.36
06/30/20	Intrado Enterprise Collaboration Inc - Telephone Conferences	1.38
06/30/20	Intrado Enterprise Collaboration Inc - Conference Center	13.57
06/30/20	Intrado Enterprise Collaboration Inc - Acct # 1787426	1.97
06/30/20	Intrado Enterprise Collaboration Inc - Telephone conference charges for June - Dilen Kumar.	5.61
06/30/20	Intrado Enterprise Collaboration Inc - June teleconferences	14.58
06/30/20	Intrado Enterprise Collaboration Inc - Conference Center	3.83
	Total	310.00

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010070696
Matter Number: 14581-64

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/21/20	CH-10453	936.00
05/21/20	Standard Copies or Prints	56.16
06/29/20	Standard Copies or Prints	12.32
	Total	1,004.48

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010070696
Matter Number: 14581-64

Binding

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/21/20	Binding	5.60
	Total	5.60

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010070696
Matter Number: 14581-64

Tabs/Indexes/Dividers

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/21/20	Tabs/Indexes/Dividers	16.12
	Total	16.12

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010070696
Matter Number: 14581-64

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/21/20	Color Copies or Prints	1.65
	Total	1.65

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010070696
 Matter Number: 14581-64

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/31/20	LEXISNEXIS RISK SOLUTIONS - Accurint Usage for 05/2020	51.79
06/03/20	Bureau of National Affairs Inc - Bloomberg Dockets Usage for 05/2020 by Michael Quigley	5.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/25/2020	103.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/27/2020	35.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/21/2020	20.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/15/2020	20.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/15/2020	20.00
06/05/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on5/14/2020	20.00
	Total	274.79

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010070696
 Matter Number: 14581-64

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, Elizabeth Helen on 5/24/2020	17.51
05/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McNamara, Conor on 5/25/2020	403.17
05/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 5/26/2020	87.65
05/26/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, Elizabeth Helen on 5/26/2020	17.51
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McNamara, Conor on 5/27/2020	52.59
05/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 5/27/2020	120.13
05/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 5/28/2020	137.66
05/29/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 5/29/2020	35.06
	Total	871.28

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010070696
Matter Number: 14581-64

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/29/20	Alex Hevia - Alex Hevia, Overtime Meals - Attorney, Chicago Overtime meal expense. Alex Hevia 06/29/2020	38.81
06/30/20	Alex Hevia - Alex Hevia, Overtime Meals - Attorney, Chicago Overtime meal. Alex Hevia 06/30/2020	38.81
	Total	77.62

Legal Services for the Period Ending June 30, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010070696
 Matter Number: 14581-64

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/21/20	PDF to Word Convert Document. - Dane Graham	10.75
05/21/20	PDF to Word Convert Document, Word Format/Clean Up. - Joseph Dukes	21.50
05/21/20	From HTML Convert Document, Word Change-Pro Compare. - Erika Herzog	10.75
05/22/20	PDF to Word Convert Document, Revise/Update MS Word, Word Format/Clean Up. - Sharon Xie	39.99
05/24/20	PDF to Word Convert Document, Word Change-Pro Compare. - Tom Koscal	41.28
06/01/20	SEC Format/Clean Up. - Patricia Yu	19.78
06/05/20	Word Change-Pro Compare. - Gina Teran	3.87
06/17/20	Word Format/Clean Up. - Jacky Yeung	14.62
06/29/20	Revise/Update MS Word. - Wanda Roots	3.44
	Total	165.98

Legal Services for the Period Ending June 30, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010070696
Matter Number: 14581-64

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/20	PACER Usage for 06/2020	53.20
	Total	53.20
TOTAL EXPENSES		\$ 2,780.72

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle
Chicago, IL 60654

FEIN 36-1326630

September 11, 2020

Akorn, Inc.
1925 West Field Court
Suite 300
Lake Forest, IL 60045

Attn: Joseph Bonaccorsi

Invoice Number: 1010073523
Client Matter: 14581-64

In the Matter of Expenses

For expenses incurred through July 31, 2020
(see attached Description of Expenses for detail)

\$ 13,963.41

Total expenses incurred

\$ 13,963.41

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010073523
 Matter Number: 14581-64

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	168.05
Standard Copies or Prints	44.16
Color Copies or Prints	47.30
Postage	8.25
Outside Messenger Services	27.53
Calendar/Court Services	50.00
Catering Expenses	168.00
Computer Database Research	816.00
Westlaw Research	3,987.24
LexisNexis Research	268.78
Overtime Meals - Attorney	40.00
Document Services Overtime	7.31
Miscellaneous Office Expenses	6,850.00
Client Electronic Data Storage	1,054.72
Overnight Delivery - Hard	43.57
Computer Database Research - Soft	382.50
Total	\$ 13,963.41

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010073523
 Matter Number: 14581-64

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/30/20	Robert Orren - Robert Orren, Teleconference, Telephonic hearing appearance - Neda Devanipour 05/30/2020	38.25
06/30/20	Intrado Enterprise Collaboration Inc - Conference calls including state and local taxes and fees	0.58
06/30/20	Intrado Enterprise Collaboration Inc - Client telephone conferences	1.75
07/31/20	Intrado Enterprise Collaboration Inc - Client telephone conferences	2.81
07/31/20	Intrado Enterprise Collaboration Inc - Teleconferences	2.38
07/31/20	Intrado Enterprise Collaboration Inc - Conference Calls.	5.13
07/31/20	Intrado Enterprise Collaboration Inc - Telephone conferences	8.75
07/31/20	Intrado Enterprise Collaboration Inc - Telephone conference charges incurred through July 31, 2020.	28.93
07/31/20	Intrado Enterprise Collaboration Inc - July teleconferences	7.40
07/31/20	Intrado Enterprise Collaboration Inc - Conference Service	12.44
07/31/20	Intrado Enterprise Collaboration Inc - Conference call charges	1.80
07/31/20	Intrado Enterprise Collaboration Inc - Conference calls including State & Local Taxes and Fees	0.39
07/31/20	Intrado Enterprise Collaboration Inc - Teleconference	35.02
07/31/20	Intrado Enterprise Collaboration Inc - Teleconference Services	20.37
07/31/20	Intrado Enterprise Collaboration Inc - Teleconference Services	0.06
07/31/20	Intrado Enterprise Collaboration Inc - Teleconference Services	0.10
07/31/20	Intrado Enterprise Collaboration Inc - McNamara 07/2020 TCfs	1.89
	Total	168.05

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/30/20	Standard Copies or Prints	44.16
	Total	44.16

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/30/20	Color Copies or Prints	47.30
	Total	47.30

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/22/20	Postage	8.25
	Total	8.25

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/12/20	COMET MESSENGER SERVICE INC - 300 N LA SALLE to 353 N CLARK 07/10/2020	27.53
	Total	27.53

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010073523
 Matter Number: 14581-64

Calendar/Court Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/22/20	Check vendors to see if copy of transcripts are posted. Let the attorney know how much it is for the transcript regarding the summary judgment hearing.	25.00
07/22/20	Check vendors to see if copy of transcripts are posted. Let the attorney know how much it is for the transcript regarding the summary judgment hearing.	25.00
	Total	50.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/20	FLIK - Akorn Meeting on 7/1/2020	72.00
07/01/20	FLIK - Akorn Meeting on 7/1/2020	30.00
07/01/20	FLIK - Akorn Meeting on 7/1/2020	66.00
	Total	168.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010073523
 Matter Number: 14581-64

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/1/2020	102.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/10/2020	115.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/22/2020	20.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/9/2020	118.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/25/2020	20.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/4/2020	35.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/29/2020	23.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/29/2020	40.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/10/2020	15.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/2/2020	20.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/25/2020	44.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/23/2020	23.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/20/2020	65.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/16/2020	33.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/23/2020	23.00
07/06/20	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage on6/26/2020	120.00
	Total	816.00

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010073523
 Matter Number: 14581-64

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, Elizabeth Helen on 6/1/2020	17.89
06/02/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, Elizabeth Helen on 6/2/2020	62.79
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 6/3/2020	63.74
06/03/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, Elizabeth Helen on 6/3/2020	17.89
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 6/5/2020	15.28
06/05/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 6/5/2020	114.82
06/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 6/10/2020	33.18
06/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 6/11/2020	53.72
06/16/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 6/16/2020	35.81
06/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 6/17/2020	112.19
06/19/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 6/19/2020	17.91
06/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 6/20/2020	705.69
06/20/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, Elizabeth Helen on 6/20/2020	16.43
06/21/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gkotsi, Haroula on 6/21/2020	86.04
06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 6/22/2020	53.72

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010073523
 Matter Number: 14581-64

06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 6/22/2020	226.53
06/22/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 6/22/2020	250.68
06/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 6/23/2020	122.71
06/23/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 6/23/2020	17.91
06/24/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gkotsi, Haroula on 6/24/2020	17.89
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 6/25/2020	170.29
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 6/25/2020	17.91
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gkotsi, Haroula on 6/25/2020	53.66
06/25/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 6/25/2020	51.09
06/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gkotsi, Haroula on 6/27/2020	35.77
06/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McCammon, Alexander on 6/27/2020	35.81
06/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McCammon, Alexander on 6/28/2020	17.91
06/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Gkotsi, Haroula on 6/28/2020	48.40
07/01/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eggert, Mary B. on 7/1/2020	74.32
07/06/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wynn, Allanah A. on 7/6/2020	445.94
07/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 7/9/2020	124.61
07/09/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McCammon, Alexander on 7/9/2020	47.56
07/10/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 7/10/2020	65.23

Legal Services for the Period Ending July 31, 2020

Invoice Number:

1010073523

Akorn, Inc.

Matter Number:

14581-64

Expenses

07/11/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 7/11/2020	176.71
07/12/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 7/12/2020	55.74
07/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Latona, Dan on 7/13/2020	18.58
07/13/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Wynn, Allanah A. on 7/13/2020	18.58
07/17/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Rose, Samantha Genna on 7/17/2020	15.85
07/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McCammon, Alexander on 7/27/2020	18.58
07/27/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 7/27/2020	228.95
07/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mulvihill, Ruth on 7/28/2020	167.23
07/28/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hevia, Alex on 7/28/2020	18.58
07/31/20	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jones, Elizabeth Helen on 7/31/2020	37.12
	Total	3,987.24

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/09/20	LEXISNEXIS - LexisNexis Research on 7/9/2020 by Ruth Mulvihill	188.79
07/12/20	LEXISNEXIS - LexisNexis Research on 7/12/2020 by Ruth Mulvihill	79.99
	Total	268.78

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/01/20	Alex Hevia - Alex Hevia, Overtime Meals - Attorney, Chicago Overtime meal. Alex Hevia 07/01/2020	40.00
	Total	40.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/28/20	Word Format/Clean Up. - Wanda Roots	7.31
	Total	7.31

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Miscellaneous Office Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/16/20	Ruth Mulvihill - Ruth Mulvihill, Other, Publication Expense.	6,850.00
	07/16/2020	
	Total	6,850.00

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Client Electronic Data Storage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/20	Electronic Data Storage	1,054.72
	Total	1,054.72

Legal Services for the Period Ending July 31, 2020
Akorn, Inc.
Expenses

Invoice Number: 1010073523
Matter Number: 14581-64

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/22/20	FEDERAL EXPRESS - FEDEX overnight letter going to Navneet Khanna at Akorn India PVT. LTD in New Delhi on 07/14/2020	43.57
	Total	43.57

Legal Services for the Period Ending July 31, 2020
 Akorn, Inc.
 Expenses

Invoice Number: 1010073523
 Matter Number: 14581-64

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/20	PACER Usage for 06/2020	5.20
06/01/20	PACER Usage for 06/2020	9.30
06/01/20	PACER Usage for 06/2020	150.20
06/01/20	PACER Usage for 06/2020	0.20
07/01/20	PACER Usage for 07/2020	5.30
07/01/20	PACER Usage for 07/2020	168.70
07/01/20	PACER Usage for 07/2020	33.90
07/01/20	PACER Usage for 07/2020	5.90
07/01/20	PACER Usage for 07/2020	3.80
	Total	382.50
TOTAL EXPENSES		\$ 13,963.41