

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

-----X  
:
  
In re: : Chapter 11
  
:
  
VALERITAS HOLDINGS, INC., *et al.*,<sup>1</sup> : Case No. 20-10290 (LSS)
  
:
  
Debtors. : (Jointly Administered)
  
:
  
: **Re: D.I. 10, 55**
  
-----X

**FINAL ORDER AUTHORIZING THE DEBTORS  
TO PAY CERTAIN PREPETITION TAXES**

Upon the *Motion of the Debtors for Entry of an Order Authorizing the Debtors to Pay Certain Prepetition Taxes* (the “Motion”)<sup>2</sup> filed by the above-captioned debtors (collectively, the “Debtors”) for entry of an interim order (the “Interim Order”) and final order (the “Final Order”), authorizing, but not directing, the Debtors to pay, in their discretion, certain prepetition taxes and related obligations; all as further described in the Motion; and upon consideration of the First Day Declaration and the record of these Chapter 11 Cases; and this Court having found (i) this Court has jurisdiction over the Debtors, their estates, property of their estates and to consider the Motion and the relief requested therein under 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, (ii) this Court may enter a final order consistent with Article III of the United States Constitution, (iii) this is a core proceeding under 28 U.S.C § 157(b)(2)(A), (iv) venue of this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409, and (v) no

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Valeritas Holdings, Inc. (8907); Valeritas, Inc. (1056); Valeritas Security Corporation (9654); Valeritas US, LLC (0007). The corporate headquarters and the mailing address for the debtors is 750 Route 202 South, Suite 600, Bridgewater, New Jersey 08807.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meaning ascribed to such terms in the Motion.



further or other notice of the Motion is required under the circumstances; the Court having reviewed the Motion and the First Day Declaration and having considered the statements of counsel and the evidence adduced with respect to the Motion; and this Court having granted the interim relief requested in the Motion [D.I. 55]; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted in this Final Order; and any objections to the requested relief having been withdrawn or overruled;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED on a final basis, as set forth in this Final Order.
2. The Debtors are authorized, but not directed, to pay prepetition Taxes to the Taxing Authorities in the ordinary course of their business, including, without limitation, all Taxes subsequently determined upon audit or otherwise to be owed for periods prior to the Petition Date, subject to an aggregate maximum of \$9,190.
3. This Final Order is without prejudice to the rights of the Debtors and their estates to contest the validity, priority or amounts of any Taxes or audit amounts on any grounds they deem appropriate, and any rights of the Debtors and their estates with respect to such matters shall be reserved.
4. Notwithstanding the relief granted in this Motion and any actions taken hereunder, nothing contained in the Motion, this Final Order, or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute: (i) an admission as to the validity or priority of any claim or lien against the Debtors, (ii) an admission or consent by any Taxing Authority as to the amount of its claim, (iii) a waiver of the Debtors' rights to subsequently dispute any unpaid portion of such claim or lien, (iv) an undertaking, obligation, or commitment

to pay any claims hereunder, or (v) the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

5. The Banks shall be and hereby are authorized and directed to receive, process, honor and pay all checks and fund transfers on account of the Taxes that had not been honored and paid as of the Petition Date, *provided* that sufficient funds are on deposit in the applicable accounts to cover such payments. The Banks are authorized to rely on the representations of the Debtors as to which checks and fund transfers are authorized to be honored and paid pursuant to this Final Order.

6. The Debtors retain the sole discretion whether to pay any claim that the Court authorizes under this proposed Final Order.

7. The requirements of Bankruptcy Rule 6003(b) are satisfied.

8. The requirements of Bankruptcy Rule 6004(a) are waived.

9. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and provisions of this Final Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are hereby authorized to take all actions they deem necessary to effectuate the relief granted in this Final Order.

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

**Dated: March 11th, 2020**  
**Wilmington, Delaware**

  
**LAURIE SELBER SILVERSTEIN**  
**UNITED STATES BANKRUPTCY JUDGE**