

Fill in this information to identify the case

United States Bankruptcy Court for the

District of Delaware (State)

Case number (If known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Insys Therapeutics, Inc.

2. All other names debtor used in the last 8 years Neopharm, Inc.

Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 51-0327886

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

1333 South Spectrum Blvd., Suite 100 Number Street

Number Street

P.O. Box

Chandler Arizona 85286 City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Maricopa County County

Number Street

City State ZIP Code

5. Debtor's website (URL) www.insysrx.com

6. Type of debtor [X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) [ ] Partnership (excluding LLP) [ ] Other. Specify:

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above Pharmaceutical and Medicine Manufacturing

B. Check all that apply:

- Tax- entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3254

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

- Yes District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM/ DD/ YYYY
- District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD/ YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

- Yes Debtor See Schedule 1 Relationship See Schedule 1
- District See Schedule 1 When See Schedule 1
- Case number, if known \_\_\_\_\_ MM / DD/ YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- Other \_\_\_\_\_

Where is the property?

Number	Street
City	State
	ZIP Code

Is the property insured?

- No
- Yes. Insurance agency \_\_\_\_\_  
 Contact Name \_\_\_\_\_  
 Phone \_\_\_\_\_

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis)

- |                                  |  |  |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000             | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input checked="" type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000           | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |  |  |

15. Estimated assets

(on a consolidated basis)

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

16. Estimated liabilities

(on a consolidated basis)

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million               | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million              | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million             | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

Debtor Insys Therapeutics, Inc.  
Name

Case number (if known) \_\_\_\_\_

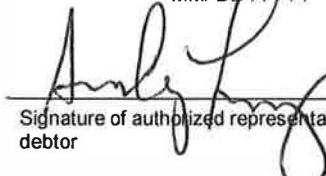
**Request for Relief, Declaration, and Signatures**

**WARNING** – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
  - I have been authorized to file this petition on behalf of the debtor.
  - I have examined the information in this petition and have a reasonable belief that the information is true and correct.
- I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 10, 2019  
MM/DD/YYYY

x  Andrew G. Long  
Signature of authorized representative of debtor Printed name

Chief Executive Officer  
Title

**18. Signature of attorney**

x /s/ Paul N. Heath Date June 10, 2019  
Signature of attorney for debtor MM/DD/YYYY

Paul N. Heath Gary T. Holtzer  
Printed Name

Richards, Layton & Finger, P.A. Weil, Gotshal & Manges LLP  
Firm Name

One Rodney Square, 920 North King Street 767 Fifth Avenue  
Address

Wilmington, Delaware 19801 New York, New York 10153  
City/State/Zip

(302) 651-7700 (212) 310-8000  
Contact Phone

heath@rf.com gary.holtzer@weil.com  
Email Address

3704 Delaware  
Bar Number State

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

-----	X	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
	:	
<b>INSYS THERAPEUTICS, INC.,</b>	:	<b>Case No. 19-_____ (___)</b>
	:	
<b>Debtor.</b>	:	
	:	
-----	X	

**Attachment to Voluntary Petition for Non-Individuals  
Filing for Bankruptcy under Chapter 11**

1. If any of the debtor’s securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0001516479.

2. The following financial data is the latest available information and refers to the debtor’s condition on March 31, 2019.

- a. Total assets \$ 175,114,056<sup>1</sup>
- b. Total debts (including debts listed in 2.c., below) \$ 262,504,755<sup>2</sup>
- c. Debt securities held by more than 500 holders

				Approximate number of holder
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____

- d. Number of shares of preferred stock \_\_\_\_\_
- e. Number of shares common stock \_\_\_\_\_

Comments, if any:  
\_\_\_\_\_  
\_\_\_\_\_

3. Brief description of debtor’s business: Development, manufacture, and commercialization of pharmaceutical cannabinoids and spray technology.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: John N. Kapoor, Ph.D. (Subject to voting trust).

<sup>1</sup> Consolidated with Debtor affiliates.

<sup>2</sup> Consolidated with Debtor affiliates.

**Schedule 1****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

<b>COMPANY</b>
Insys Therapeutics, Inc.
IC Operations, LLC
Insys Development Company, Inc.
Insys Manufacturing, LLC
Insys Pharma, Inc.
IPSC, LLC
IPT 355, LLC

**RESOLUTIONS OF THE  
RESTRUCTURING COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
INSYS THERAPEUTICS, INC.**

**June 9, 2019**

**WHEREAS**, the Board of Directors (the “Board”) of Insys Therapeutics, Inc., a Delaware corporation (the “Company”), previously delegated to the Restructuring Committee (the “Committee”) of the Board the authority to, among other things, consider and evaluate various strategic alternatives, including but not limited to, the sale or divestiture or licensing of one or more of the Company’s assets and/or product lines, a filing of petitions by the Company and certain of its subsidiaries seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), other restructuring transactions or transactions to otherwise address the Company’s liquidity constraints, that may be available to the Company and its subsidiaries (each such strategic alternative, a “Transaction” and collectively, the “Transactions”) and if the Committee deems it to be in the best interests of the Company to authorize and approve the entry into a Transaction by the Company;

**WHEREAS**, the Committee, with the assistance of financial and legal advisors, has been conducting a review of the various Transactions available to the Company;

**WHEREAS**, the Committee has met on various occasions to review and has had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the various Transactions available to the Company, consequences of not pursuing any Transactions and the impact of the foregoing on the Company’s business; and

**WHEREAS**, in connection therewith, the Committee desires to approve the following resolutions.

**NOW, THEREFORE, BE IT HEREBY**

**Commencement of Chapter 11 Cases**

**RESOLVED**, that the Committee has determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest to approve and authorize the filing of petitions by the Company and certain of its subsidiaries seeking relief under the provisions of chapter 11 of the Bankruptcy Code; be it further

**RESOLVED**, that any officer of the Company (each, an “Authorized Officer”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the Company all petitions, schedules, motions, lists, applications, pleadings, and other documents in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment

bankers and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the chapter 11 cases (the “Chapter 11 Cases”), including, without limitation, (i) implementing a sales process to sell substantially all of the Company’s assets, and (ii) negotiating, executing, delivering and performing any and all documents, agreements, certificates and/or instruments in connection with such sales process and the other transactions and professional retentions set forth in these resolutions, with a view to the successful prosecution of the Chapter 11 Cases; and be it further

**Retention of Advisors**

**RESOLVED**, that, in connection with the Chapter 11 Cases, any Authorized Officer, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, on behalf of the Company, which such Authorized Officer deems necessary, appropriate or advisable in connection with, or in furtherance of, the Chapter 11 Cases, with a view to the successful prosecution of the Chapter 11 Cases (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and be it further

**RESOLVED**, that the firm of FTI Consulting, Inc., located at Two North Central Avenue, #12000, One Renaissance Square, Phoenix, AZ 85004, is hereby retained as financial advisor for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the firm of Lazard Frères & Co. LLC, located at 30 Rockefeller Plaza #5440, New York, NY 10020, is hereby retained as investment banker for the the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, NY 10153, is hereby retained as legal counsel for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the law firm of Richards, Layton & Finger, P.A., located at One Rodney Square, 920 North King Street, Wilmington, DE 19801, is hereby retained as legal counsel for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

**RESOLVED**, that the firm of Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, 12th Floor, New York, New York 10017, is hereby retained as claims, noticing, and solicitation agent and administrative advisor for the Company in the Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

**Approval of Actions of Subsidiaries**

**RESOLVED**, that in the judgment of the Committee, it is desirable and in the best interests of certain of the Company’s direct and indirect subsidiaries for each such entity or



entities to take any and all action, and to execute and deliver all documents, agreements, motions and pleadings as are necessary, proper, or desirable to enable such subsidiary to carry out the filing in the Bankruptcy Court contemplated hereby, including granting any director, officer, or other authorized representative as applicable according to local law, the authority to take action in support thereof; and be it further

**General**

**RESOLVED**, that any Authorized Officer is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, perform and approve any necessary public disclosures and filings related to, such documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities and certificates as may be required in connection with the Chapter 11 Cases, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper or desirable in connection therewith; and be it further

**RESOLVED**, that any actions taken by any Authorized Officer, for or on behalf of the Company, prior to the date hereof that would have been authorized by these resolutions but for the fact that such actions were taken prior to the date hereof be, and they hereby are, authorized, adopted, approved, confirmed and ratified in all respects as the actions and deeds of the Company.

## Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 THE UNITED STATES UNITED STATES DEPARTMENT OF JUSTICE CIVIL DIVISION / FRAUD SECTION 175 N STREET, N.E. WASHINGTON, DC 20002	CONTACT: DAVID T. COHEN, SENIOR TRIAL COUNSEL PHONE: (202) 307-0136 david.t.cohen@usdoj.gov	LITIGATION				SEE FOOTNOTE 1
2 THE UNITED STATES CHIEF, HEALTH CARE FRAUD UNIT US ATTORNEY'S OFFICE FOR THE DISTRICT OF MASSACHUSETTS ONE COURTHOUSE WAY, SUITE 9200 BOSTON, MA 02210	CONTACT: AMANDA STRACHAN PHONE: (617) 748-3643 Amanda.Strachan@usdoj.gov	LITIGATION				\$30,000,000.00
3 WILKINSON WALSH & ESKOVITZ LLP 2001 M STREET, NW, SUITE 1000 WASHINGTON, DC 20036	CONTACT: BETH WILKINSON PHONE: (202) 847-4010 FAX: (202) 847-4005 bwilkinson@wilkinsonwalsh.com	INDEMNITY - COUNSEL FOR JOHN KAPOOR	C, D			\$8,894,828.47
4 KING & SPALDING 1700 PENNSYLVANIA AVENUE, NW 2ND FLOOR WASHINGTON, DC 20006	CONTACT: WICK SOLLERS PHONE: (202) 626-5612 wsollers@kslaw.com	INDEMNITY - COUNSEL FOR MIKE BABICH	C, D			\$2,162,222.10
5 NIXON PEABODY LLP EXCHANGE PLACE 53 STATE STREET BOSTON, MA 02109-2835	CONTACT: BRIAN T. KELLY PHONE: (617) 345-1065 FAX: (855)714-9513 bkelly@nixonpeabody.com	INDEMNITY - COUNSEL FOR JOHN KAPOOR	C, D			\$1,183,721.97
6 WHITE & CASE LLP 75 STATE STREET BOSTON, MA 02109	CONTACT: MICHAEL KENDALL PHONE: (617) 979-9310 michael.kendall@whitecase.com	INDEMNITY - COUNSEL FOR JOE ROWAN	C, D			\$1,001,378.70
7 CRAVATH, SWAINE & MOORE LLP WORLDWIDE PLAZA 825 EIGHTH AVENUE NEW YORK, NY 10019-7475	CONTACT: DAVID M. STUART PHONE: (212) 474-1519 FAX: (212) 474-3700 dstuart@cravath.com	PROFESSIONAL SERVICES	D			\$827,038.37
8 PAUL HASTINGS LLP 875 15TH STREET, N.W. WASHINGTON, DC 20005	CONTACT: NAVEEN MODI PHONE: (202) 551-1990 FAX: (202) 551-1705 naveenmodi@paulhastings.com	PROFESSIONAL SERVICES	D			\$781,021.42
9 ROPES & GRAY LLP PRUDENTIAL TOWER 800 BOYLSTON STREET BOSTON, MA 02199-3600	CONTACT: BRIEN OCONNOR PHONE: (617) 951-7385 FAX: (617) 951-7050 Brien.O'Connor@ropesgray.com	INDEMNITY - COUNSEL FOR JOHN KAPOOR	C, D			\$596,655.00
10 PAUL, WEISS, RIFKIND, WHARTON & GARRISON 1285 AVENUE OF THE AMERICAS NEW YORK, NY 10019-6064	CONTACT: JACOB A. ADLERSTEIN, PARTNER PHONE: (212) 373-3142 FAX: (212) 492-0142 jadlerstein@paulweiss.com	INDEMNITY - COUNSEL FOR JOHN KAPOOR	C, D			\$564,616.77

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
11	DLA PIPER 2525 EAST CAMELBACK ROAD SUITE 1000 PHOENIX, AZ 85016-4232	CONTACT: STEVEN PIDGEON PHONE: (480) 606-5124 FAX: (480) 606-5524 steven.pidgeon@dlapiper.com	PROFESSIONAL SERVICES				\$494,639.40
12	SENZER, LTD 2 ANGEL SQUARE LONDON EC1V 1NY UNITED KINGDOM	CONTACT: AMY HOLT, LEGAL COUNSEL PHONE: +44-(0)203-457-0453 info@senzer.com	TRADE VENDOR				\$464,431.00
13	HOLLAND & KNIGHT LLP 2300 US BANCORP TOWER 11 SW FIFTH AVENUE PORTLAND, OR 97204	CONTACT: MATT DONOHUE PHONE: (503) 517-2913 FAX: (503) 241-8014 Matt.Donohue@hklaw.com	PROFESSIONAL SERVICES				\$406,531.40
14	ANKURA CONSULTING GROUP, LLC 1220 19TH STREET, NW SUITE 700 WASHINGTON, DC 20036	CONTACT: JOHN YAGERLINE PHONE: (202) 721-0948 John.Yagerline@ankura.com	PROFESSIONAL SERVICES				\$401,746.15
15	MINER ORKAND SIDDALL LLP 470 ATLANTIC AVE 4TH FLOOR BOSTON, MA 02210	CONTACT: TRACY MINER PHONE: (617) 273-8421 tminer@mosllp.com	INDEMNITY - COUNSEL FOR MIKE GURRY	C, D			\$380,965.56
16	CARLTON FIELDS CORPORATE CENTER THREE AT INTERNATIONAL PLAZA 4221 W. BOY SCOUT BLVD, SUITE 1000 TAMPA, FL 33607-5780	CONTACT: ADAM SCHWARTZ PHONE: (813) 223-7000 FAX: (813) 229-4133 aschwartz@carltonfields.com	PROFESSIONAL SERVICES				\$344,712.00
17	HOGAN LOVELLS US LLP 100 HIGH STREET 20TH FLOOR BOSTON, MA 02110	CONTACT: BILL KETTLEWELL PHONE: (202) 637-5600 FAX: (617) 371-1037 bill.kettlewell@hoganlovells.com	INDEMNITY - COUNSEL FOR MIKE BABICH	C, D			\$329,864.28
18	NARDELLO & CO. LLC 565 FIFTH AVE. SUITE 200 NEW YORK, NY 10017	CONTACT: DANIEL NARDELLO, CEO PHONE: (212) 537-5300 FAX: (212) 537 5333 dnardello@nardelloandco.com	INDEMNITY - COUNSEL FOR JOHN KAPOOR	C, D			\$293,622.36
19	QUINN EMANUEL URQUHART & SULLIVAN, LLP 865 S. FIGUEROA STREET 10TH FLOOR LOS ANGELES, CA 90017	CONTACT: JONATHAN BUNGE PHONE: (312) 705-7476 FAX: (312) 705-7401 jonathanbunge@quinnemanuel.com	INDEMNITY COUNSEL FOR STEVE MEYER AND PIERRE LAPALME	C, D			\$282,352.18
20	PRA HEALTH SCIENCES 4130 PARKLAKE AVENUE SUITE 400 RALEIGH, NC 27612	CONTACT: CHRISTINE ROGERS, DIRECTOR PHONE: (919) 786-8463 rogerschristine@prahs.com	INDEMNITY - COUNSEL FOR JOHN KAPOOR	C, D			\$230,411.37
21	SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 155 N. WACKER DRIVE CHICAGO, IL 60606	CONTACT: MATTHEW R. KIPP PHONE: (312) 407-0728 FAX: (312) 407-8575 matthew.kipp@skadden.com	PROFESSIONAL SERVICES				\$179,799.83
22	KATTEN MUNCHIN ROSENMAN LLP 575 MADISON AVE NEW YORK, NY 10022	CONTACT: SCOTT RESNIK PHONE: (213) 443-3000 FAX: (212) 894-5513 scott.resnik@kattenlaw.com	INDEMNITY - COUNSEL FOR JEFF PEARLMAN	C, D			\$164,716.79

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
23	SHOOK, HARDY & BACON L.L.P. 2555 GRAND BOULEVARD KANSAS CITY, MO 64108 Washington, District of Columbia 20001	CONTACT: JAMES MUEHLBERGER PHONE: (816) 559-2372 FAX: (816) 421-5547 jmuehlberger@shb.com	PROFESSIONAL SERVICES				\$160,740.96
24	COVINGTON & BURLING LLP ONE CITY CENTER 850 TENTH ST NW WASHINGTON, DC 20001	CONTACT: GEOFFREY HOBART PHONE: (202) 662-6000 ghobart@cov.com	PROFESSIONAL SERVICES				\$138,448.85
25	SPECIAL COUNSEL DEPT CH 14305 PALANTINE, IL 60055-4305	CONTACT: MICHAEL MANFREDI PHONE: (267) 507-2638 michael.manfredi@specialcounsel.com	PROFESSIONAL SERVICES				\$135,711.54
26	MCKESSON SPECIALTY AZ 4343 N SCOTTSDALE RD STE 150 SCOTTSDALE, AZ 85251-3351	CONTACT: JEFF REINKE, SVP PHONE: (480) 663-4000 jeff.reinke@mckesson.com	CUSTOMER PROGRAM				\$134,618.45
27	K&L GATES LLP K&L GATES CENTER 210 SIXTH AVENUE PITTSBURGH, PA 15222-2613	CONTACT: JEFFREY W ACRE, PARTNER PHONE: (412) 355-6506 FAX: (412) 355-6501 jeffrey.acre@klgates.com	PROFESSIONAL SERVICES	D			\$122,693.62
28	PATTERSON BELKNAP WEBB & TYLER LLP 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	CONTACT: DANIEL A. LOWENTHAL, PARTNER PHONE: (212) 336-2720 FAX: (212) 336-1253 dalowenthal@pbwt.com	INDEMNITY - COUNSEL FOR PATRICK FORTEAU	C, D			\$122,147.54
29	BERKELEY RESEARCH GROUP, LLC 2200 POWELL STREET SUITE 1200 EMERYVILLE, CA 94608	CONTACT: LAURA DORMAN, MANAGING DIRECTOR & ASSOC. GENERAL COUNSEL PHONE: (510) 285-3288 FAX: (510) 654-7857 ldorman@thinkbrg.com	INDEMNITY - COUNSEL FOR JOHN KAPOOR	C, D			\$118,555.34
30	MARINO, TORTORELLA & BOYLE, P.C. 437 SOUTHERN BLVD CHATHAM TOWNSHIP, NJ 07928	CONTACT: KEVIN H. MARINO, PRINCIPAL PHONE: (973) 824-9300 FAX: (973) 824-8425 kmarino@khmarino.com	PROFESSIONAL SERVICES				\$110,344.43

**Footnote 1:** Prior to filing this petition, on June 5, 2019, the Debtors entered into an agreement (the “Civil Settlement Agreement”) with the United States to settle a civil action brought by the United States against the Debtors relating to certain Covered Conduct (as defined therein) for \$195 million paid over five years, plus interest. The Debtors intend to file a motion in short order seeking approval under Bankruptcy Rule 9019 of a stipulation to be entered into between Insys Therapeutics, Inc. and the United States after the filing of this petition that fixes a general unsecured claim of the United States in these Chapter 11 Cases in the amount of \$243 million, capped at a recovery of \$195 million (inclusive of a \$5 million prepetition payment), on account of the Covered Conduct and any claims under the Civil Settlement Agreement, as the Debtors will set forth more fully in the motion. Absent entry into and approval of such stipulation, the United States has asserted it may have claims against the Debtors in amounts in excess of \$1 billion on account of the Covered Conduct.

**Fill in this information to identify the case:**

Debtor name: Insys Therapeutics, Inc.

United States Bankruptcy Court for the District of Delaware  
(State)

Case number (if known): \_\_\_\_\_

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

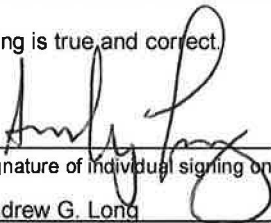
**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.  
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 10, 2019  
MM / DD /YYYY

x 

\_\_\_\_\_  
Signature of individual signing on behalf of debtor

Andrew G. Long  
\_\_\_\_\_  
Printed name

Chief Executive Officer  
\_\_\_\_\_  
Position or relationship to debtor

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

-----	x	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
	:	
<b>INSYS THERAPEUTICS, INC.,</b>	:	<b>Case No. 19-_____ (___)</b>
	:	
<b>Debtor.</b>	:	
	:	
-----	x	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in Insys Therapeutics Inc. and its affiliated debtors, as proposed debtors and debtors in possession (collectively, the “**Debtors**”). The Debtors respectfully represents as follows:

1. John N. Kapoor, Ph.D owns 63.2% of the equity interests of Insys Therapeutics, Inc.<sup>1</sup> To the best of the Debtors’ knowledge and belief, no other person or entity directly owns 10% or more of Insys Therapeutics, Inc.’s common stock.
2. Insys Therapeutics, Inc. directly owns 100% of the equity interests in Insys Pharma, Inc.
3. Insys Pharma, Inc. directly owns 100% of the membership interests or equity interests, as applicable, of:
  - a. IPT 355, LLC
  - b. IC Operations, LLC
  - c. Insys Development Company, Inc.; and

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<sup>1</sup> These shares are held in a voting trust through an agreement with Bessemer Trust Company of Delaware.

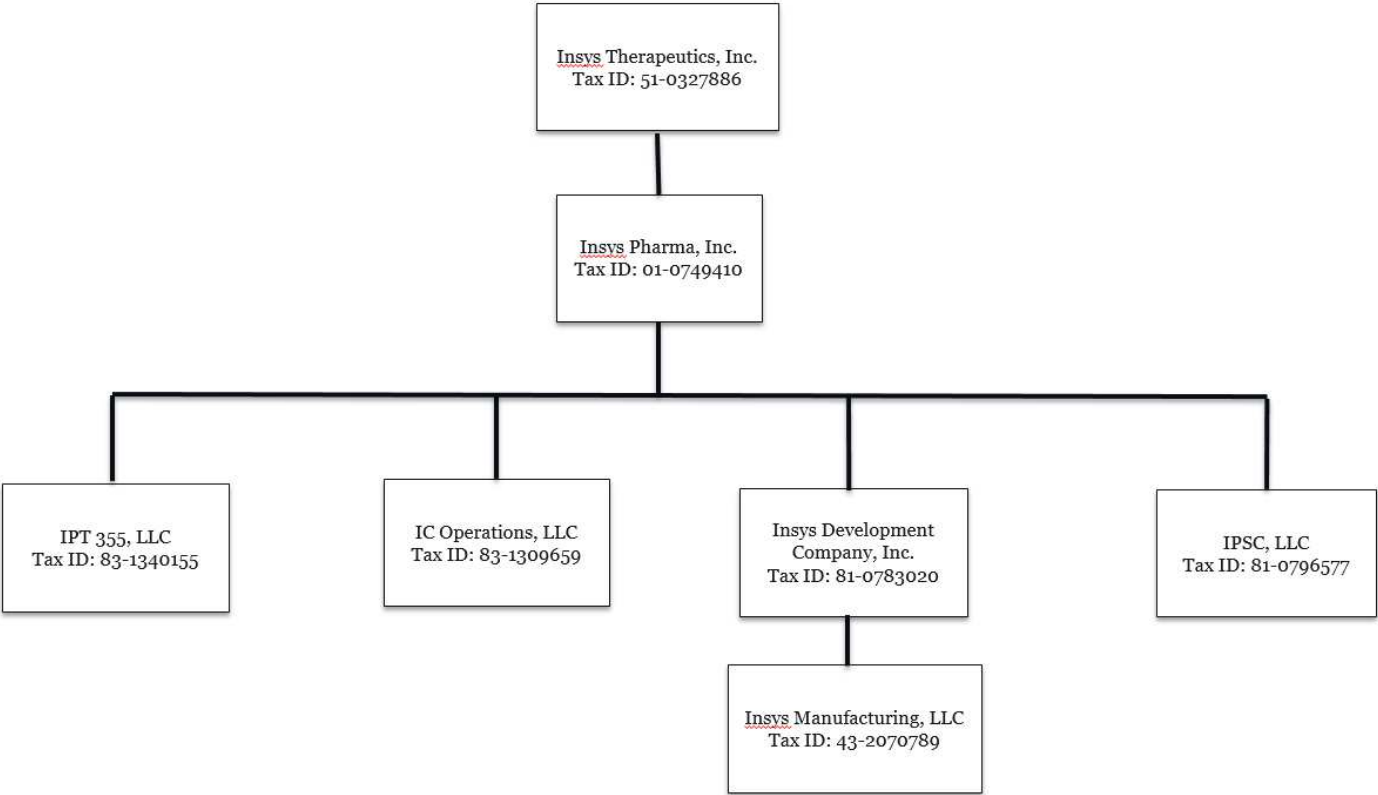
d. IPSC, LLC

4. Insys Development Company, Inc. directly owns 100% of the membership interests of Insys Manufacturing, LLC.

**Exhibit A**

**Organizational Chart**





Fill in this information to identify the case:

Debtor name: Insys Therapeutics, Inc.  
United States Bankruptcy Court for the District of Delaware  
(State)  
Case number (if known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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**Declaration and signature**

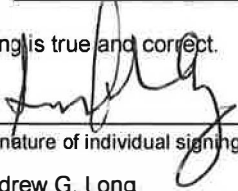
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.  
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 10, 2019  
MM / DD / YYYY

x

  
\_\_\_\_\_  
Signature of individual signing on behalf of debtor

Andrew G. Long  
\_\_\_\_\_  
Printed name

Chief Executive Officer  
\_\_\_\_\_  
Position or relationship to debtor

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

-----	x	
<b>In re</b>	:	
	:	<b>Chapter 11</b>
	:	
<b>INSYS THERAPEUTICS, INC.,</b>	:	<b>Case No. 19-_____ (___)</b>
	:	
<b>Debtor.</b>	:	
	:	
-----	x	

**LIST OF EQUITY HOLDERS<sup>1</sup>**

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct or indirect ownership interest of the above-captioned debtor in possession (the “**Debtor**”).

Check applicable box:

- There are no equity security holders or corporations that directly or indirectly own 10% or more of any class of the debtor’s equity interest.
- The following are the debtor equity security holders (list holders of each class, showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder):

Name and Last Known Address or Place of Business of Holder	Kind/Class of Interest	Number of Interests Held
John N. Kapoor, Ph.D. <sup>2</sup> 1333 South Spectrum Blvd., Suite 100 Chandler, Arizona 85286 Maricopa County	Equity	63.2%

<sup>1</sup> This list serves as the required disclosure by the Debtors pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the Chapter 11 Cases.

<sup>2</sup> These shares are held in a voting trust through an agreement with Bessemer Trust Company of Delaware.

Fill in this information to identify the case:

Debtor name: Insys Therapeutics, Inc.  
United States Bankruptcy Court for the District of Delaware  
(State)  
Case number (If known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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**WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

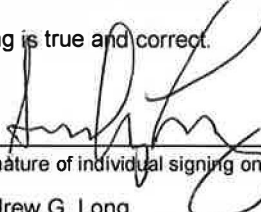
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 10, 2019  
MM / DD / YYYY

X

  
\_\_\_\_\_  
Signature of individual signing on behalf of debtor

Andrew G. Long  
\_\_\_\_\_  
Printed name

Chief Executive Officer  
\_\_\_\_\_  
Position or relationship to debtor