

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : **Chapter 11**
: :
PURDUE PHARMA L.P., et al., : **Case No. 19-23649 (RDD)**
: :
Debtors.¹ : **(Jointly Administered)**
: :
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**PRELIMINARY DECLARATION OF CHRISTINA PULLO
OF PRIME CLERK LLC REGARDING THE SOLICITATION
OF VOTES AND TABULATION OF BALLOTS CAST ON THE
FIFTH AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
PURDUE PHARMA L.P. AND ITS AFFILIATED DEBTORS**

I, Christina Pullo, declare, under the penalty of perjury:

1. I am a Managing Director and the Head of Corporate Actions at Prime Clerk LLC (“Prime Clerk”),² whose principal offices are located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

² All capitalized terms used by not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement Order (each as defined below), as applicable.

2. I submit this declaration (this “Declaration”)³ with respect to the solicitation of votes and the preliminary tabulation of Ballots cast on the *Fifth Amended Joint Chapter 11 Plan of Reorganization of Purdue Pharma L.P. and its Affiliated Debtors* dated June 3, 2021 [Dkt. No. 2982] (as may be amended, supplemented, or modified from time to time, including all exhibits and schedules thereto, the “Plan”). Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, knowledge obtained from the Debtors or their counsel, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk’s retention as the claims and noticing agent to the above-captioned debtors and debtors in possession (collectively, the “Debtors”) pursuant to the *Order Authorizing Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent for the Debtors*, dated September 18, 2019 [Dkt. No. 60], and as administrative advisor to the Debtors pursuant to the *Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Dkt. No. 531], dated November 21, 2019 (together, the “Retention Orders”). The Retention Orders authorize Prime Clerk to assist the Debtors with, among other things, the processing of Claims, the service of solicitation materials, and the tabulation of votes cast to accept or reject the Plan.

³ Pursuant to the Disclosure Statement Order, the Court established August 2, 2021 at 12:00 noon (prevailing Eastern Time) as the deadline to file the Voting Report. While Prime Clerk’s tabulation and quality assurance efforts remain ongoing, at the direction of the Debtors, I am submitting this Declaration to provide a preliminary tabulation of the voting results. I will submit an additional declaration setting forth the final tabulation of voting results prior to the August 2, 2021 deadline. The final tabulation may contain different voting results and will include additional detail regarding any Irregular Ballots.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order Approving (I) Disclosure Statement for Fifth Amended Chapter 11 Plan, (II) Solicitation and Voting Procedures, (III) Forms of Ballots, Notices, and Notice Procedures in Connection Therewith, and (IV) Certain Dates with Respect Thereto*, dated June 3, 2021 [Dkt. No. 2988] (the “Disclosure Statement Order”), the Court established procedures to solicit votes from, and tabulate Ballots submitted by, holders of Claims entitled to vote on the Plan, which were attached as Exhibit 1 to the Disclosure Statement Order (the “Solicitation and Voting Procedures”). Prime Clerk adhered to the Solicitation and Voting Procedures outlined in the Disclosure Statement Order and, among other things, distributed Solicitation Packages (including Ballots) to parties entitled to vote on the Plan. These efforts included the use of the Solicitation Directive approved by the Court as part of the Disclosure Statement Order. I supervised the solicitation and tabulation performed by Prime Clerk’s employees.

5. Pursuant to the Disclosure Statement Order and Solicitation and Voting Procedures, the Court established March 10, 2021 as the record date (the “Voting Record Date”) for determining which creditors were entitled to vote on the Plan. It is my understanding that pursuant to the Plan and the Solicitation and Voting Procedures, only holders of Claims as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (the “Voting Classes”):

[Chart of Voting Classes Included on Following Page]

Plan Class	Class Description
3	Federal Government Unsecured Claims
4	Non-Federal Domestic Governmental Claims
5	Tribe Claims
6	Hospital Claims
7	Third-Party Payor Claims
8	Ratepayer Claims
9	NAS Monitoring Claims
10(a)	NAS PI Claims
10(b)	Non-NAS PI Claims
11(c)	Other General Unsecured Claims

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation and Voting Procedures, Prime Clerk worked closely with the Debtors’ advisors to identify the holders of Claims in the Voting Classes as of the Voting Record Date who were entitled to vote, and to coordinate the distribution of Solicitation Packages to these holders. It is my understanding that pursuant to the Solicitation and Voting Procedures, to be entitled to vote a Claim in one of the Voting Classes (and as long as no other superseding tabulation rule applies), a claimant was required to file a proof of claim (i) by the applicable bar date (i.e., possess a “timely filed” Claim) and (ii) before the Voting Record Date. Additionally, only the noncontingent, liquidated, and undisputed portion of the asserted Claim was entitled to vote. The Solicitation and Voting Procedures further provide that an amending Claim in a Voting Class that was filed after the applicable bar date and before the Voting Record Date that amends a timely filed Claim is to be tabulated consistent with the Solicitation and Voting Procedures. Finally, pursuant to the Solicitation and Voting Procedures, any Claims (amended or otherwise) filed after the Voting Record Date shall not be considered for tabulation purposes.

7. A detailed description of Prime Clerk’s distribution of Solicitation Packages is set forth in Prime Clerk’s *Affidavit of Service of Solicitation Materials* [Dkt. No. 3319].

8. In accordance with the Solicitation and Voting Procedures, Prime Clerk received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to Prime Clerk was date-stamped, scanned (if received in physical form), assigned a ballot number, entered into Prime Clerk’s proprietary voting database, and processed in accordance with the Solicitation and Voting Procedures. To be included in the tabulation results as valid, a Ballot must have been (i) properly completed pursuant to the Solicitation and Voting Procedures, (ii) executed by the relevant holder entitled to vote on the Plan (or such holder’s authorized representative), (iii) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation and Voting Procedures, and (iv) received by Prime Clerk by 4:00 p.m. (prevailing Eastern Time) on July 16, 2021 (the “Voting Deadline”), except to the extent such Voting Deadline was extended by the Debtors in their sole discretion.⁴

9. All Ballots cast by holders of Claims entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline (or such later date as extended by the Debtors in their sole discretion) and determined to be valid based on the standards outlined above have been tabulated on a preliminary basis pursuant to the Solicitation and Voting Procedures. In

⁴ It is my understanding that, in accordance with the Solicitation and Voting Procedures, the Voting Deadline was extended by the Debtors from July 14, 2021 at 4:00 p.m. (prevailing Eastern Time) to July 16, 2021 at 4:00 p.m. (prevailing Eastern Time) for all holders of Claims entitled to vote in the Voting Classes, and further extended by the Debtors to July 19 at 4:00 p.m. (prevailing Eastern Time) for holders of Claims within Classes 3, 4, and 5. The above referenced Voting Deadline extensions are detailed within the *Notice of Extension of Voting Deadline* dated July 13, 2021 [Dkt. No. 3166] and the *Notice of Extension of Voting Deadline* dated July 15, 2021 [Dkt. No. 3231].

Additionally, at the direction of the Debtors, Prime Clerk included in the preliminary voting results for Class 10(b) Non-NAS PI Claims a Master Ballot that was submitted after July 16, 2021 at 4:00 p.m. (prevailing Eastern Time) but before July 19, 2021 at 4:00 p.m. (prevailing Eastern Time), notwithstanding that the law firm that submitted such Master Ballot did not submit a Solicitation Directive to Prime Clerk in accordance with the Solicitation and Voting Procedures. This Master Ballot contained 4,168 votes to accept the Plan and 28 votes to reject the Plan.

accordance with the Solicitation and Voting Procedures, Prime Clerk has commenced a review of the votes submitted to isolate any potential duplicate votes, including, but not limited to, Eligible Clients that may have submitted votes through more than one law firm's Master Ballot and/or Eligible Clients that submitted a vote directly to Prime Clerk as well as through a law firm's Master Ballot on account of the same Claim. Such review is ongoing, and the results thereof will be reflected in the final voting tabulation.

10. The preliminary tabulation of votes cast by timely and properly completed Ballots received by Prime Clerk is attached hereto as **Exhibit A**. A final tabulation of votes cast by timely and properly completed Ballots received by Prime Clerk will be filed on or before August 2, 2021 at 12:00 pm (noon) (prevailing Eastern Time) in accordance with the Disclosure Statement Order.

11. At the request of Debtors' counsel, attached as **Exhibit B** is a preliminary tabulation of voting results for a hypothetical voting class comprising all forty-eight (48) states that cast votes.⁵

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⁵ Alternatively, if the hypothetical voting class comprised forty-eight (48) states as well as the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands, the territory of Guam, and the Commonwealth of the Northern Mariana Islands (all of which cast votes), the voting results would be 42 claims accepting (79.25%) and 11 claims rejecting (20.75%) in both amount and number of those voting.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and preliminary tabulation of Ballots in connection with the Plan is true and correct.

Dated: July 26, 2021

/s/ Christina Pullo
Christina Pullo

Exhibit A

Purdue Pharma L.P., et al.
Exhibit A - Preliminary Voting Results

Class	Class Description	Number Accepting	Number Rejecting	Amount Accepting	Amount Rejecting	Class Voting Result
		%	%	%	%	
3	Federal Government Unsecured Claims	No Ballot submitted by a holder entitled to vote in the class				See Footnote 6
4	Non-Federal Domestic Governmental Claims	4,770	154	\$4,770.00	\$154.00	Accept
		96.87%	3.13%	96.87%	3.13%	
5	Tribe Claims	201	8	\$201.00	\$8.00	Accept
		96.17%	3.83%	96.17%	3.83%	
6	Hospital Claims	895	119	\$895.00	\$119.00	Accept
		88.26%	11.74%	88.26%	11.74%	
7	Third-Party Payor Claims	42,570	2,942	\$42,570.00	\$2,942.00	Accept
		93.54%	6.46%	93.54%	6.46%	
8	Ratepayer Claims	31	0	\$31.00	\$0.00	Accept
		100%	0%	100%	0%	
9	NAS Monitoring Claims	3,220	7	\$3,220.00	\$7.00	Accept
		99.78%	0.22%	99.78%	0.22%	
10(a)	NAS PI Claims	4,237	83	\$4,237.00	\$83.00	Accept
		98.08%	1.92%	98.08%	1.92%	
10(b)	Non-NAS PI Claims	58,190	2,600	\$58,190.00	\$2,600.00	Accept
		95.72%	4.28%	95.72%	4.28%	
11(c)	Other General Unsecured Claims	250	18	\$31,775,120.20	\$1,171,269.04	Accept
		93.28%	6.72%	96.44%	3.56%	

⁶It is Prime Clerk's understanding that per Article I.H. of the Disclosure Statement, "The Debtors will argue to the Bankruptcy Court that if no holders of Claims in a particular Class that is entitled to vote on the Plan vote to accept or reject the Plan, then such Class shall be deemed to accept the Plan."

Exhibit B

Purdue Pharma L.P., et al.

Exhibit B - Preliminary Voting Results of Hypothetical Voting Class Comprising U.S. States

Class Description	Number Accepting	Number Rejecting	Amount Accepting	Amount Rejecting	Class Voting Result
	%	%	%	%	
States Only	38	10	\$38.00	\$10.00	Accept
	79.17%	20.83%	79.17%	20.83%	