

Fill in this information to identify the case:

Debtor Akorn, Inc.

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

Case number 20-11177

Official Form 410
Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. **Who is the current creditor?** Alan Weinstein
Name of the current creditor (the person or entity to be paid for this claim)
Other names the creditor used with the debtor _____

2. **Has this claim been acquired from someone else?** No
 Yes. From whom? _____

3. **Where should notices and payments to the creditor be sent?**

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
Alan Weinstein Daniel J. Collins Faegre Drinker Biddle Reath LLP 191 North Wacker Drive, Suite 3700 Chicago, Illinois 60606, USA Contact phone <u>312-569-1358</u> Contact email <u>See summary page</u>	 Contact phone _____ Contact email _____

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

4. **Does this claim amend one already filed?** No
 Yes. Claim number on court claims registry (if known) _____ Filed on _____
MM / DD / YYYY

5. **Do you know if anyone else has filed a proof of claim for this claim?** No
 Yes. Who made the earlier filing? _____



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ___ ___ ___ ___

7. How much is the claim? \$ unknown. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
Indemnification, see attached.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature or property:
 Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

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

Executed on date 08/17/2020
MM / DD / YYYY

/s/Daniel J. Collins
Signature

Print the name of the person who is completing and signing this claim:

Name Daniel J. Collins
First name Middle name Last name

Title Attorney for Alan Weinstein

Company Faegre Drinker Biddle Reath LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (877) 725-7539 | International (424) 236-7247

Debtor: 20-11177 - Akorn, Inc.		
District: District of Delaware		
Creditor: Alan Weinstein Daniel J. Collins Faegre Drinker Biddle Reath LLP 191 North Wacker Drive Suite 3700 Chicago, Illinois, 60606 USa Phone: 312-569-1358 Phone 2: Fax: 312-569-3358 Email: daniel.collins@faegredrinker.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: Indemnification, see attached.	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: unknown	Includes Interest or Charges: No	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Daniel J. Collins on 17-Aug-2020 5:35:09 p.m. Eastern Time Title: Attorney for Alan Weinstein Company: Faegre Drinker Biddle Reath LLP		

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

----- X
In re : Chapter 11
AKORN, INC., *et al.*, : Case No. 20-11177 (KBO)
Debtors.¹ : (Jointly Administered)
----- X

ATTACHMENT TO PROOF OF CLAIM FORM OF ALAN WEINSTEIN

1. Beginning on May 20, 2020 (the “**Commencement Date**”), and continuing thereafter, each of Akorn, Inc. (“**Akorn**”) and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. This attachment to the proof of claim form (the “**Proof of Claim**”) of Alan Weinstein (the “**Claimant**”), against Akorn is incorporated into the Proof of Claim in its entirety as if fully set forth therein.

3. The Claimant is the Chairman of the Board of Akorn.

4. The corporate organizational documents of Akorn, as well as applicable state business or corporate law, provide that the Claimant shall be broadly indemnified by Akorn

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.

(the “**Indemnification**”). Among other things, the bylaws of Akorn provides that Akorn “shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding . . . by reason of the fact that he is or was a director, officer, employee or agent of the corporation . . . , against expenses (including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding”. Furthermore, Akorn procured insurance policies which, by their terms, deem Akorn’s organizational documents “to provide indemnification to [among others, its current and former directors and officers] to the fullest extent permitted by law”.

5. The Claimant is unaware of the amount owed pursuant to the Indemnification by Akorn as of the Commencement Date. Nevertheless, the Claimant asserts a contingent and unliquidated claim for any amounts that currently are owed to the Claimant on account of the Indemnification and for any amounts that in the future may become owed on account of the Indemnification.

6. The Claimant believes that Akorn already possesses all documentation necessary to support the Proof of Claim, but will, to the extent necessary, provide such documentation upon reasonable request.

7. The filing of the Proof of Claim is not and shall not be deemed or construed as: (a) consent by the Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving the Claimant; (b) a waiver or release of the Claimant’s right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same are designated as legal or private rights, or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as “core proceedings” pursuant to 28 U.S.C. § 157(b)(2) or

the United States Constitution, and whether such jury trial right is pursuant to statute or the United States Constitution; (c) a consent by the Claimant to a jury trial in this Court or in any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (d) a waiver or release of the Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (e) a waiver of the right to move to withdraw the reference with respect to the subject matter of the Proof of Claim, any objection thereto, or other proceeding which may be commenced in this case against or otherwise involving the Claimant; or (f) an election of remedies or waiver of any claims not asserted herein.

8. The Claimant expressly reserves all rights, defenses and remedies that the Claimant has or may have against Akorn or any other person liable for all or part of the indebtedness claimed herein. The Claimant also reserves the right to: (i) amend, revise, update, or supplement this Proof of Claim at any time and in any respect, including, without limitation, the addition of further documents and information, as necessary or appropriate to support, amend, quantify, or correct amounts, to provide additional detail regarding the claims set forth therein, to assert alternative theories of recovery, or to fix the amount of any contingent or unliquidated claim; (ii) file additional proofs of claim for any additional claims s/he might have based on the same or additional documents or other liability; and (iii) file a request for payment of an administrative expense under 11 U.S.C. §§ 503 and 507 for any or all of the above amounts and additional amounts.

9. This Proof of Claim is not intended as an admission of the validity or amount of any claim against the Claimant, which claim, if any, the Claimant denies in all respects. Should the Debtors assert claims of any kind against the Claimant, then the Claimant expressly

reserves the rights of setoff or recoupment, including without limitation, the statutory treatment of such rights pursuant to the Bankruptcy Code.