

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

In re:

Akorn Inc., et al.  
Jointly Administered Debtors.

Chapter 11

Lead Case No. 20-11177-KBO  
Honorable Karen B. Owens  
Hearing Date: 1 September, 2020 10:00am

**1199SEIU BENEFIT FUNDS, DC47 FUND AND SBA FUND WITNESS AND EXHIBIT  
LIST FOR HEARING ON THE DEBTORS' MOTION TO SELL (DI #18) AND  
CONFIRMATION OF THE DEBTORS' PLAN (DI #258)**

1199SEIU National Benefit Fund, 1199SEIU Greater New York Benefit Fund, 1199SEIU National Benefit Fund for Home Care Workers, and 1199SEIU Licensed Practical Nurses Welfare Fund, all of which are jointly administered health and welfare funds (together, "1199SEIU Benefit Funds"), AFSCME District Council 47 Health and Welfare Fund ("DC47 Fund") and Sergeants Benevolent Association Health and Welfare Fund ("SBA Fund")<sup>1</sup> respectfully submit this witness and exhibit list for the hearings currently scheduled for September 1, 2020 through September 3, 2020 on the Debtors' Motion to Sell Debtors' Assets to Akorn Holdings Topco LLC (DI #18) (the "Sale") and to confirmation of the Debtors' plan of reorganization (DI #258) (the "Plan").

**WITNESS LIST**

1. Any persons listed or called at the Hearings by any other party,
2. Any impeachment witness, and
3. Any rebuttal witness.

**EXHIBITS**

The Objectors may submit the following Exhibits:

1. Transcript, July 15 2020 341 Meeting
2. Overbid Analysis 4.1.4

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<sup>1</sup> 1199SEIU Benefit Funds, DC47 Fund and SBA Fund are referred to collectively as the "Objectors."



3. Akorn D&O Insurance Policies 4.14
4. Unencumbered Asset List 4.17.1
5. Debtor Application for CARES Tax rebate 4.24.1
6. Confirmatory Grants of Security Interests 4.11.2
7. 3-5-19 Standstill Emails
- 8. Investor Presentation 4.1.2.3<sup>2</sup>**
- 9. 2020 4+8 Forecast 4.15.3**
- 10. Bid Summary 4.1.1.2**
11. Standstill Fee Summary 4.10.2
12. 5-19-20 Credit Bid Email
13. 5-20-20 Overbid Emails
14. Incremental Expense 4.1.5
- 15. 8-6-19 Board Discussion Materials**
16. Department of Justice Press Release
- 17. Director Compensation History 4.7.5**
18. 2019 Salaried Executive Plan
- 19. Douglas Boothe Accelerated Bonus Agreement**
20. 12-9-19 Bonus Acceleration Discussion
21. 2020 Prepaid Retention Program
22. 2-10-20 Public Bonus Issues Emails
23. 5-15-20 Liquidity Bonus Emails
24. DI #434 Plan Supplement
25. DI #463 Rule 2015-3 Report
26. DI #500 MDL Plaintiff Motion For Relief
- 27. DI #553 1199SEIU Objection as filed under seal**
28. DI #272 Akorn Schedules
29. DI #390 Akorn Amended Schedules

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<sup>2</sup> Documents in bold include confidential information.

30. Second Standstill Agreement 4.10.1
31. Summary of Akorn D&O Insurance Coverage
32. 3-21-19 Lender Perspective Summary PJT
- 33. 5-31-19 Strategic Alternatives Materials PJT**
34. 12-2-19 Overview of Potential Outcomes PJT
35. 2-17-2020 Financial Reporting Memo PTJ
36. 3-13-20 Public Call Talking Points
37. Shareholder Settlement
38. DI #413 June MOR
39. Wickstrom v. Akorn Complaint
40. Joshi Living Trust v. Akorn Complaint
41. Akorn UCC Search Results
42. DI #615 July MOR

The Objectors may also submit any exhibits included on the exhibit list of or introduced by any other party, as well as any rebuttal or impeachment exhibits.

### **RESERVATION OF RIGHTS**

The Objectors reserve the right to (a) amend or supplement the foregoing lists of witnesses and exhibits at any time prior to the hearings; (b) use additional exhibits for purposes of rebuttal or impeachment, whether or not designated herein, and to further supplement the foregoing lists of witnesses and exhibits as necessary in connection therewith; (c) rely upon and use as evidence (i) additional documents produced by any party, (ii) exhibits included on the exhibit lists of any other party, and (iii) any pleading, hearing transcript, order, or other document filed with or by the Court in the above-captioned chapter 11 bankruptcy cases (the “**Chapter 11 Cases**”); and/or (d) request that the Court take judicial notice of any pleadings, hearing transcripts, orders, or other documents filed in the Chapter 11 Cases and/or any other related case or proceeding.

Dated: August 31, 2020  
Wilmington, Delaware

By: /s/ Leslie B. Spoltore  
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Fund, 1199SEIU Greater New York Benefit Fund,  
1199SEIU National Benefit Fund for Home Care  
Workers, 1199SEIU Licensed Practical Nurses  
Welfare Fund and Sergeants Benevolent  
Association Health and Welfare Fund*

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**CERTIFICATION OF SERVICE**

1. I, Leslie B. Spoltore represent the creditor in this matter.
2. On August 31, 2020, I sent a copy of the following pleadings and/or documents to the parties listed in the chart below:
  - Objectors' Exhibit List
3. I hereby certify under penalty of perjury that the above documents were sent to counsel for the Debtors, counsel for all Committees, the United States Trustee, all parties with an interest in the requested relief and all parties receiving notice by CM/EFC.

Respectfully submitted,

Dated: August 31, 2020  
Wilmington, Delaware

By: /s/ Leslie B. Spoltore

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