

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

In re:)	
)	Chapter 11
AKORN, INC., ¹)	
)	Case No. 20-11177 (KBO)
)	
Debtor.)	(Jointly Administered)
)	
)	Response Deadline: October 25, 2023 at
)	4:00 p.m. (ET)
)	

DEBTOR’S NOTICE OF CLAIMS SATISFIED IN PART

The above-captioned debtor (the “Debtor”) hereby files this notice (the “Notice”) identifying certain Claims (as defined below) which have been satisfied in part by payments made by the Debtor (each a “Partially Satisfied Claim,” and together, the “Partially Satisfied Claims”). The Partially Satisfied Claims are listed in **Exhibit A** attached hereto, which is incorporated herein by reference and is also accessible at the following website maintained by Kurtzman Carson Consultants LLC (“KCC”), the Debtor’s court-appointed claims agent: <https://www.kccllc.net/akorn>. The Debtor respectfully represents in support of this Notice as follows:

Background

1. On May 20, 2020 (the “Petition Date”), the Debtor and certain of its affiliates (collectively, the “Debtors”) each commenced with the United States Bankruptcy Court for the

¹ The Debtor in this chapter 11 case, along with the last four digits of the Debtor’s federal tax identification number, is: Akorn, Inc. (7400). The Chapter 11 Cases of the following entities, formerly administratively consolidated with the foregoing case, have been closed: 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 Debtor’s service address is: 1925 W. Field Court, Suite 300, Lake Forest, Illinois 60045.



District of Delaware (the “Court”) a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) (the Debtor’s case, the “Chapter 11 Case” and together with its affiliates’ cases, the “Chapter 11 Cases”). The Chapter 11 Cases were consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 57].

2. Further information regarding the Debtors’ business operations and capital structure is set forth in the *Declaration of Duane Portwood in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 15].

3. On July 1, 2020, the Debtors filed their schedules of assets and liabilities (the “Schedules”) and statements of financial affairs (the “Statements” and together, with the Schedules, the “Schedules and Statements”) [Docket Nos. 272-288, 290, 292-298, 300-307, 309]. On July 28, 2020 and August 22, 2020, the Debtors filed amended Schedules and Statements [Docket Nos. 387-407, 522-539]. Additionally, in the ordinary course of business, the Debtors maintained books and records that reflected, among other things, the Debtors’ aggregate liabilities and the specific amounts owed to each of their creditors.

4. On June 23, 2020, the Court entered an order [Docket No. 214] (the “Bar Date Order”) establishing certain dates by which parties holding prepetition claims against the Debtors were to file proofs of claim (“Proofs of Claim”). Pursuant to the Bar Date Order and the *Notice of Deadlines for the Filing of Proofs of Claim, Including Claims Arising Under Section 503(b)(9) of the Bankruptcy Code* [Docket No. 326] (the “Bar Date Notice”), the deadline for all entities holding claims against the Debtors that arose or were deemed to have arisen prior to the commencement of the Debtors’ Chapter 11 Cases to file a Proof of Claim was 5:00 p.m., prevailing Eastern Time, on August 3, 2020 (the “Claims Bar Date”). The Claims Bar Date

applied to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured nonpriority claims, other than those exceptions detailed in the Bar Date Notice such as claims of governmental units, claims of parties affected by amendments of the Debtors' schedules of assets and liabilities, and claims of parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease. Pursuant to the Bar Date Order, the deadline for governmental units to file Proofs of Claim was November 16, 2020, at 5:00 p.m., prevailing Eastern Time (the "Governmental Bar Date").

5. On September 4, 2020, the Court entered an order [Docket No. 673] confirming the *Modified Joint Chapter 11 Plan of Akorn, Inc. and Its Debtor Affiliates* (the "Plan").²

6. On October 1, 2020, the Plan became effective in accordance with its terms (the "Effective Date") and the Debtors consummated the Sale Transaction with the Purchaser (each as defined in the Plan). *See Notice of (I) Entry of Order Confirmation the Modified Joint Chapter 11 Plan of Akorn, Inc. and Its Debtor Affiliates, (II) Closing of Sale, and (III) Occurrence of Effective Date* [Docket No. 750].

7. Pursuant to Article IV.D. of the Plan, on the Effective Date, the authority, power, and incumbency of the persons acting as managers and officers of the Debtors were deemed to have resigned, and Drivetrain, LLC was appointed as the Plan Administrator (as defined in the Plan) and is now the sole representative of the Debtors.

8. On February 18, 2021, the Court entered an order [Docket No. 924] (the "Case Closing Order") closing the Chapter 11 Cases of each of the Debtors except the Debtor. Pursuant to the Case Closing Order, entry of such order was "without prejudice to the rights of

² Capitalized terms used, but not otherwise defined, herein shall be ascribed the same meanings given to them in the Plan.

any party with requisite standing to . . . object to claims filed against any Debtor” Case Closing Order ¶ 6.

9. The Debtor, the Plan Administrator and KCC have identified approximately 831 Proofs of Claim filed against the Debtors in the Chapter 11 Cases by persons purporting to be holders of Claims (as defined in the Plan). The Debtor and its advisors are in the process of comprehensively reviewing and reconciling the Proofs of Claim with the Debtors’ books and records to determine the validity of the Claims. Indeed, on February 4, 2021, the Debtors filed the *Debtors’ First Notice of Claims Satisfied in Full* [Docket No. 918], identifying certain claims that were satisfied in full or released in connection with the assumption of liabilities by the Purchaser (as defined in the Plan) pursuant to the Sale Transaction (as defined in the Plan). Further, on June 28, 2021 the Debtor filed two omnibus objections to claims [*see* Docket Nos. 954 and 955], and on July 15, 2021, the Court entered orders sustaining the objections [*see* Docket Nos. 962 and 963]. On September 29, 2022, the Debtors filed a third omnibus objection to claims [Docket No. 1070], and on October 18, 2022, the Court entered an order sustaining the objection [Docket No. 1079].

Claims Partially Satisfied After the Petition Date

10. In connection with their review of their books and records, the Debtor has identified 16 Claims, as set forth in **Exhibit A** hereto (the “Partially Satisfied Claims”), which have been satisfied in part by payments from the Debtor.

11. Accordingly, the Debtor intends to designate on the Claims Register the Partially Satisfied Claims listed on **Exhibit A** as being satisfied in part and remain in the reduced amounts and priorities listed under the heading “Modified Claim Amount” in Exhibit A. Out of an abundance of caution, the Debtor will serve this Notice on all holders of the Partially Satisfied

Claims to provide them with an opportunity to interpose an objection, if any, to the Debtor's determination that such Claims have been partially satisfied.

Responses to the Notice

12. By this Notice, the Debtor requests that any holder of a Partially Satisfied Claim (the "Claimant") who disputes either (i) the Debtor's determination that the Claim has been partially satisfied or (ii) the Debtor's determination of the remaining amount owed under the claim listed under the heading "Modified Claim Amount" in Exhibit A, file a written response (the "Response") with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware (the "Clerk"), 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. In addition, such Claimant must serve its Response upon the following entities, so that the Response is **received** no later than **October 25, 2023 at 4:00 p.m. (ET), prevailing Eastern Time** (the "Response Deadline"): (a) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attn: Amanda R. Steele (steele@rlf.com) and Emily R. Mathews (mathews@rlf.com).

13. Every Response must contain, at a minimum, the following information:
- a. a caption setting forth the name of this Court, the name of the Debtor, the case number, and the title of this Notice;
 - b. the name of the Claimant, the number of his/her/its Partially Satisfied Claim, and a description of the basis for the amount of the Partially Satisfied Claim that the Claimant is contesting has not been satisfied;
 - c. the specific factual basis, supporting legal argument and any supporting documentation, to the extent such documentation was not included with the Partially Satisfied Claim previously filed with the Clerk or KCC, upon which the Claimant will rely in opposing this Notice and the Debtor's determinations set forth therein; and
 - d. the name, address, telephone number, electronic mail address, and fax number of the person(s) (which may be the Claimant or its legal representative) with whom counsel for the Debtors should communicate with respect to the Partially Satisfied Claim or the Notice and who

possesses authority to reconcile, settle, or otherwise resolve any issues relating to the Partially Satisfied Claim on behalf of the Claimant.

14. Upon the Debtor's receipt of a Response, the Debtor will then make a good faith effort to review the relevant Partially Satisfied Claim in light of such Response, to determine whether there is a basis upon which to sustain the Claimant's assertion that its Claim in fact is not a Partially Satisfied Claim. In the event the parties are unable to reach a resolution, the Debtor will schedule a hearing on the Partially Satisfied Claim. The Debtor reserves the right to contest any new assertions of liability against the Debtor made by the holders of the Partially Satisfied Claims with respect to their Claims.

15. If a Claimant fails to file and serve a timely Response by the Response Deadline, (i) the Claimant is deemed to have consented to the Notice and the Debtor's determinations with respect to its Partially Satisfied Claim, as set forth herein, and (ii) KCC shall immediately, and without further notice to any party (including the Claimant), revise the Claims Register regarding the applicable Partially Satisfied Claim to reflect the remaining amount owed on the claim listed under the "Modified Claim Amount" heading in the attached **Exhibit A**.

Reservation of Rights

16. The Debtor expressly reserves the right to (a) amend, modify or supplement this Notice, and (b) file additional objections to any claims (filed or not) that have been or may be asserted against the Debtors' estates.

17. Notwithstanding anything contained in this Notice or the attached exhibit, nothing herein shall be construed as a waiver of any rights that the Debtor may have.

Wilmington, Delaware
October 11, 2023

/s/ Emily R. Mathews

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (No. 3704)
Amanda R. Steele (No. 5530)
Zachary I. Shapiro (No. 5103)
Emily R. Mathews (No. 6866)
One Rodney Square
920 N. King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: heath@rlf.com
steele@rlf.com
shapiro@rlf.com
mathews@rlf.com

Co-Counsel for the Debtor

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Patrick J. Nash, Jr., P.C. (admitted *pro hac vice*)
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: patrick.nash@kirkland.com

-and-

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: nicole.greenblatt@kirkland.com

Co-Counsel for the Debtor

Exhibit A

Partially Satisfied Claims

Creditor Name and Address	Schedule or Claim No.	Debtor	Claim Date	Type	Asserted Claim Amount	Modified Claim Amount	Reason for Modification
1 Connecticut Department of Revenue Services Attn: Collections Unit/Bankruptcy Team 450 Columbus Blvd., Suite 1 Hartford, CT 06103	741	Akorn, Inc.	11/16/2020	Priority	\$1,790.50	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$1,060.00	\$1,060.00	
2 Connecticut Department of Revenue Services Attn: Collections Unit/Bankruptcy Team 450 Columbus Blvd., Suite 1 Hartford, CT 06103	743	Akorn Sales, Inc.	11/16/2020	Priority	\$18,278.00	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$1,470.00	\$1,470.00	
3 Franchise Tax Board Bankruptcy Section MS A340 P.O. Box 2952 Sacramento, CA 95812	787	VersaPharm Incorporated	11/8/2022	Priority	\$116,533.00	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$28,650.89	\$28,650.89	
4 Louisiana Department of Revenue Attn: Bankruptcy Section P.O. Box 66658 Baton Rouge, LA 70896	561	Akorn Sales, Inc.	8/4/2020	Priority	\$3,551.75	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$1,000.00	\$1,000.00	
5 Massachusetts Department of Revenue Attn: Bankruptcy Unit 100 Cambridge Street, 7th Floor P.O. Box 9564 Boston, MA 02114-9564	199	Akorn Sales, Inc.	7/28/2020	Priority	\$7,225.56	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$2,298.00	\$2,298.00	
6 Massachusetts Department of Revenue Attn: Bankruptcy Unit 100 Cambridge Street, 7th Floor P.O. Box 9564 Boston, MA 02114-9564	587	Advanced Vision Research, Inc.	8/10/2020	Priority	\$259.97	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$50.50	\$50.50	
7 Massachusetts Department of Revenue Attn: Bankruptcy Unit 100 Cambridge Street, 7th Floor P.O. Box 9564 Boston, MA 02114-9564	775	Akorn, Inc.	8/30/2021	Priority	\$76.01	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$106.64	\$106.64	
8 Mississippi Department of Revenue Attn: Bankruptcy Section P.O. Box 22808 Jackson, MS 39225-2808	779	Akorn Sales, Inc.	10/7/2021	Priority	\$81,874.05	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
				General Unsecured	\$20,468.51	\$20,468.51	

9	New Mexico Taxation and Revenue Department P.O. Box 8575 Albuquerque, NM 87198-8575	695	Akorn Sales, Inc.	11/3/2020	Priority	\$19,626.30	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					General Unsecured	\$30,384.61	\$30,384.61	
10	Ohio Department of Taxation Attn: Bankruptcy Division P.O. Box 530 Columbus, OH 43216	13	Inspire Pharmaceuticals, Inc.	6/22/2020	Priority	\$2,548.05	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					General Unsecured	\$1,024.81	\$1,024.81	
11	Oklahoma Tax Commission General Counsel's Office 100 N Broadway Avenue, Suite 1500 Oklahoma City, OK 73102	617	Akorn Sales, Inc.	8/17/2020	Priority	\$300.00	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					General Unsecured	\$150.00	\$150.00	
12	Pennsylvania Department of Revenue Attn: Bankruptcy Division P.O. Box 280946 Harrisburg, PA 17128-0946	664	VersaPharm Incorporated	10/5/2020	Priority	\$114.77	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					Secured	\$14,255.98	\$0.00	
					General Unsecured	\$10.00	\$10.00	
13	Pennsylvania Department of Revenue Attn: Bankruptcy Division P.O. Box 280946 Harrisburg, PA 17128-0946	665	Hi-Tech Pharmacal Co. Inc.	10/5/2020	Priority	\$106.20	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					Secured	\$26,400.00	\$0.00	
					General Unsecured	\$10.00	\$10.00	
14	Pennsylvania Department of Revenue Attn: Bankruptcy Division P.O. Box 280946 Harrisburg, PA 17128-0946	666	Akorn (New Jersey), Inc.	10/5/2020	Priority	\$331.74	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					Secured	\$12,100.00	\$0.00	
					General Unsecured	\$30.00	\$30.00	
15	Pennsylvania Department of Revenue Attn: Bankruptcy Division P.O. Box 280946 Harrisburg, PA 17128-0946	667	Akorn, Inc.	10/5/2020	Priority	\$14,274.61	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					General Unsecured	\$3,111.57	\$3,111.57	
16	State of Nevada Department of Taxation 555 E Washington Avenue, Suite 1300 Las Vegas, NV 89101	231	Akorn, Inc.	7/29/2020	Priority	\$4,945.38	\$0.00	This claim has been partially satisfied by payments. Accordingly, the claim should be modified and reduced to the amount listed in the "Modified Claim Amount" column.
					General Unsecured	\$446.19	\$446.19	