

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

Debtor 1 EPI Health, LLC

Debtor 2 \_\_\_\_\_  
(Spouse, if filing)

United States Bankruptcy Court for the: District of Delaware

Case number 23-10938

- Date Stamped Copy Returned
- No self addressed stamped envelope
- No copy to return

Official Form 410

**Proof of Claim**

04/22

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 of 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? AmerisourceBergen Drug Corporation  
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? <small>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</small>	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	<p><u>Morton R. Branzburg, c/o KHHB, LLP</u> Name</p> <p><u>1835 Market St., Suite 1400</u> Number Street</p> <p><u>Philadelphia PA 19103</u> City State ZIP Code</p> <p>Contact phone <u>215-569-3007</u></p> <p>Contact email <u>mbranzburg@klehr.com</u></p>	<p><u>Mike Ottomanelli, Cencora</u> Name</p> <p><u>1 West First Avenue</u> Number Street</p> <p><u>Conshohocken PA 19428</u> City State ZIP Code</p> <p>Contact phone <u>856-384-2299</u></p> <p>Contact email <u>mottomanelli@amerisourcebergen.co</u></p>

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

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2310938230927000000000001

**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: 2 7 6 2

7. How much is the claim? \$ 1,701,223.00. 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.  
claims under Distribution Services Agreement

9. Is all or part of the claim secured?  No  
 Yes. The claim is secured by a lien on property.  
**Nature of property:**  
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: set-off  
**Basis for perfection:** contractual and common law right of setoff  
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 amounts should match the amount in line 7.)

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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: creditor has set-off and recoupment rights against amounts owed to Debtor for goods purchased from Debtor.

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

No

Yes. Check one:

**Amount entitled to priority**

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ \_\_\_\_\_

Up to \$3,350\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ \_\_\_\_\_

Wages, salaries, or commissions (up to \$15,150\* 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).

\$ \_\_\_\_\_

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ \_\_\_\_\_

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ \_\_\_\_\_

Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.

\$ \_\_\_\_\_

\* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

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

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.

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

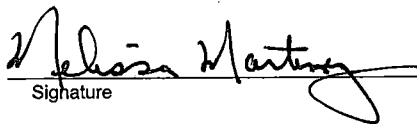
I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

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.

I have examined the information in this *Proof of Claim* 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 date 09/20/2023  
MM / DD / YYYY

  
Signature

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

Name Melissa A. Martinez  
First name Middle name Last name

Title Senior Counsel

Company AmerisourceBergen Corporation  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1 West First Avenue  
Number Street

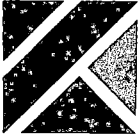
Conshohocken PA 19428  
City State ZIP Code

Contact phone 610-276-3461 Email melissa.martinez2@amerisourcebergen.com

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**KLEHR HARRISON  
HARVEY BRANZBURG LLP**

Jenny L. Taylor, Assistant to Morton R. Branzburg  
Direct Dial: (215) 569-3008  
Email: jtaylor@klehr.com

September 26, 2023

**VIA FEDERAL EXPRESS**

Novan Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245

**Re: EPI Health, LLC, Case No. 23-10938**

Dear Sir or Madam:

Enclosed please find the original and one copy of a Proof of Claim to be filed on behalf of AmerisourceBergen Drug Corporation in the above-captioned matter. Kindly return a time-stamped copy to the undersigned in the pre-addressed, stamped envelope provided.

Thank you for your assistance.

Very truly yours,

A handwritten signature in cursive script that reads "Jenny L. Taylor".

Jenny L. Taylor, Assistant to  
Morton R. Branzburg

Enclosures

Attachment to Proof of Claim

Debtor: EPI Health, LLC  
Case No. 22-10938

AmerisourceBergen Drug Corporation (hereinafter "ABDC") hereby submits this Proof of Claim in the above-captioned case. ABDC's claim against Debtor is as follows and is based upon the following facts:

Basis for and Amount of Claim:

1. On July 17, 2023 (the "Petition Date"), Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

2. ABDC is a party to a certain Distribution Services Agreement with the Debtor (the "DSA") whereby ABDC purchases goods from the Debtor ("Goods") and distributes those Goods to retailers and others. Under the DSA, ABDC is entitled to certain claims and credits (the "DSA Credits") including, but not limited to, prompt pay discounts, distribution fees, chargebacks, rejected inventory claims, inventory shortage claims, inventory price discrepancy claims, and returned product claims. Certain of the DSA Credits arise and accrue from time to time and can take a considerable amount of time to discover, such as returns of product from the end-customer to ABDC.

3. As of the Petition Date, ABDC asserts the following claim associated with DSA Credits:

Rebates:	\$267,776
Inventory at morgue awaiting returns:	\$27,706
Inventory on hand with contingent right of return:	<u>\$1,405,741</u>
Total:	\$1,701,223

ABDC reserves all rights to claim different amounts owed now or in the future. The actual figure that the Debtor owes ABDC may be different than the amount set forth above, as the returns of inventory purchased prepetition may be higher or lower than set forth above.

4. This claim is secured by way of set-off against funds owed to the Debtor by ABDC. In addition to being secured by set-off, ABDC asserts a defense of recoupment against any claim of the Debtors, and/or any transferee of Debtors, against ABDC arising from or related to the DSA. To the extent any portion of the claim is not secured, ABDC asserts an unsecured claim or administrative claim for the remaining balance, depending on when such DSA Credit arises.

5. The documents supporting this claim include, among other things, the DSA, various purchase orders and invoices. These documents are voluminous and contain proprietary and

confidential information, and will be provided upon written request after appropriate confidentiality measures are implemented.

Distributions:

6. Any distributions on account of this Proof of Claim should be directed as follows:

AmerisourceBergen Drug Corporation  
c/o Angela Rodenbeck, Senior Accounts Receivable Manager  
9075 Centre Pointe Drive, Suite 140  
West Chester, OH 45069

Reservation of Rights:

7. In executing and filing this Proof of Claim, ABDC is not waiving in any manner or under any circumstances any security interest it now has or may be determined to have at any time, nor is it waiving any claim, action, or cause of action it may have against Debtor or any other entity or person, including the right to assert amounts in amounts different from the amounts set forth herein, nor is it waiving any defense, offset, recoupment, counterclaim or similar right or remedy it may now have or at any time has against Debtor or any other entity or person or with respect to any legal or equitable proceeding now existing or hereafter commenced. ABDC reserves the right to amend or supplement this Proof of Claim in any respect including, but not limited to, the assertion, by proof of claim or other application to this Bankruptcy Court, for any amount that becomes due under agreements, pursuant to court order or otherwise, and continuing costs, fees and expenses (including legal fees and disbursements) arising in relation to the claims asserted herein or any of the agreements and the assertion of an administrative expense priority and adequate protection for any such claim or claims.

8. ABDC reserves the right to assert this claim against any affiliate of this Debtor, that may be liable for this claim, by reason of contract, unjust enrichment or other legal or equitable grounds.