

Fill in this information to identify the case:

Debtor EPI Health, LLC

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

Case number 23-10938

**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 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?	<u>CaremarkPCS Health, L.L.C.</u> 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?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? See summary page	Where should payments to the creditor be sent? (if different)
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Contact phone <u>312-832-4500</u> Contact email <u>ggoodman@foley.com</u>	Contact phone _____ Contact email _____
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> 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?	<input checked="" type="checkbox"/> No <input type="checkbox"/> 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? \$ 313,625.43. 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.

See attached addendum

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: See attached addendum

Basis for perfection: See attached addendum
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: \$ 313,625.43
Amount of the claim that is secured: \$ 313,625.43
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: \$ 313,625.43

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: See attached addendum



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

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

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 \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> 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).	\$ _____
<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 checked="" type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(<u>2</u>) that applies.	\$ <u>10,663.34</u>

* 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.

13. Is all or part of the claim entitled to administrative priority 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 10/25/2023
MM / DD / YYYY

/s/Janice Giraldi
Signature

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

Name Janice Giraldi
First name Middle name Last name

Title AVP, Finance Operations

Company CaremarkPCS Health LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1 CVS Drive, Woonsocket, RI, 02895

Contact phone _____ Email janice.giraldi@cvshealth.com



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (888) 251-2954 | International (310) 751-2614

Debtor: 23-10938 - EPI Health, LLC		
District: District of Delaware		
Creditor: CaremarkPCS Health, L.L.C. Geoffrey S. Goodman, Foley and Lardner LLP 321 N. Clark St. Suite 3000 Chicago, IL, 60654 Phone: 312-832-4500 Phone 2: Fax: Email: ggoodman@foley.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Creditor	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: See attached addendum	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 313,625.43	Includes Interest or Charges: Yes	
Has Priority Claim: Yes	Priority Under: 11 U.S.C. §507(a)(2): 10,663.34	
Has Secured Claim: Yes: 313,625.43 Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: Yes, See attached addendum	Nature of Secured Amount: Other Describe: See attached addendum Value of Property: 313,625.43 Annual Interest Rate: Arrearage Amount: 313,625.43 Basis for Perfection: See attached addendum Amount Unsecured:	
Submitted By: Janice Giraldi on 25-Oct-2023 3:14:28 p.m. Eastern Time Title: AVP, Finance Operations Company: CaremarkPCS Health LLC Optional Signature Address: 1 CVS Drive Woonsocket, RI, 02895 Telephone Number: Email: janice.giraldi@cvshealth.com		

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

In re:

NOVAN INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10937 (LSS)

(Jointly Administered)

**ADDENDUM TO PROOF OF CLAIM
SUBMITTED BY CAREMARKPCS HEALTH, L.L.C.**

1. CaremarkPCS Health, L.L.C. (the “Claimant”) hereby submits this addendum in support of its proof of claim against EPI Health, LLC (“EPI”), one of the Debtors (collectively, the “Debtors”) in the above-captioned chapter 11 cases.

2. EPI and the Claimant are parties to that certain Commercial Rebate Agreement dated as of January 1, 2020 (the “Rebate Agreement”), pursuant to which EPI is obligated to provide Claimant rebates and other fees and payments in connection with EPI’s products and supplies.

3. On July 17, 2023 (the “Petition Date”), the Debtors filed voluntary chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware.

CLAIM

4. The Claimant possesses a prepetition claim against EPI in an amount not less than **\$313,625.43** for amounts owed under the Rebate Agreement (the “Claim”).²

¹ The Debtors, along with the last four (4) digits of each Debtor’s federal tax identification number are: Novan, Inc. (7682) and EPI Health, LLC (9118).

² The Rebate Agreement, invoices, and other supporting documents summarizing the amounts currently owed are not attached to the proof of claim because they are voluminous and/or confidential. Copies of the invoices, however, are available upon request by the Debtors. In addition, as a signatory, EPI should have an execution copy of the Rebate Agreement.

5. The amount of the Claim breaks down as set forth in the chart below:

<u>PERIOD</u>	<u>AMOUNT OWED</u>
Jan 2023 (Q1)	\$189.93
Feb 2023 (Q1)	\$55,042.92
March 2023 (Q1)	\$67,712.92
April 2023 (Q2)	\$54,439.46
May 2023 (Q2)	\$67,514.99
June 2023 (Q2)	\$60,812.58
July 2023 (Q3) – Pro-rated period before the petition date	(\$4,022.22)
Post Petition Charges through September 30, 2023	\$10,663.34
Late Fees	\$1,271.51
<u>Total Cure Amount</u>	<u>\$313,625.43</u>

RESERVATION OF RIGHTS

6. This proof of claim is without prejudice to claims that the Claimant had, has, or may have for amounts now or hereafter owing as an administrative expense allowable under 11 U.S.C. § 503(b), whether or not such amounts are included in this proof of claim, and the Claimant expressly reserves its right to file such a claim at the appropriate time. This proof of claim is also without prejudice to any additional prepetition damages that the Claimant may assert in an amended proof of claim. Notwithstanding anything set forth in this proof of claim, the Claimant reserves all rights to exercise any additional rights and remedies that it may possess as a secured creditor and/or holder of rights of setoff and recoupment against the Debtors, including, but not limited to, any rights and remedies under §§ 105 and 553 of the Bankruptcy Code.

7. The Claimant reserves any and all rights it has or may have in law and in equity and any and all rights it has or may have under state law and federal law. The Claimant further

expressly reserves the right to: (i) alter, amend, update, modify, supplement, or otherwise revise this proof of claim in any respect at any time; and (ii) file additional proofs of claim for any other liability or indebtedness of the Debtors. The Claimant specifically preserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against the Claimant by the Debtors or any other party in interest in these chapter 11 cases, or any other person or entity whatsoever, including any challenge or defense to the jurisdiction of this Court over any such claim.

8. The filing of this proof of claim is not and should not be construed to be (a) a waiver or release of the Claimant's rights against any other person liable for all or part of any claim described herein; (b) a waiver of the right to seek to have the reference withdrawn with respect to any proceedings commenced in this case against or otherwise involving the Claimant (including with respect to any counterclaims to the claims asserted in this proof of claim); or (c) an election of remedies which waives or otherwise affects any other remedy of the Claimant.