

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

In re:

MALLINCKRODT PLC, *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 20-12522 (JTD)
)
) (Jointly Administered)
)
) **Re: Docket No. 2200**

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT AND FORM AND
MANNER OF NOTICE OF HEARING THEREON, (II) ESTABLISHING
SOLICITATION PROCEDURES, (III) APPROVING THE FORM AND MANNER OF
NOTICE TO ATTORNEYS AND SOLICITATION DIRECTIVE, (IV)
APPROVING THE FORM OF BALLOTS, (V) APPROVING THE FORM, MANNER,
AND SCOPE OF CONFIRMATION NOTICES, (VI) ESTABLISHING CERTAIN
DEADLINES IN CONNECTION WITH APPROVAL OF DISCLOSURE STATEMENT
AND CONFIRMATION OF PLAN, AND (VII) GRANTING RELATED RELIEF**

Upon the motion (the “*Motion*”)² of the Debtors for entry of an order (this “*Order*”), pursuant to sections 105(a), 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, and Local Rule 3017-1: (a) approving the Disclosure Statement for the Plan; (b) approving the form and manner of the Disclosure Statement Hearing Notice in respect of the Disclosure Statement Hearing; (c) establishing the Solicitation Procedures; (d) approving the forms of the Ballots to tabulate votes solicited from Holders of Claims in the Voting Classes; (e) approving the form and manner of the Solicitation Directive Notice and the Solicitation Directive; (f) approving the form, manner, and scope of the Confirmation Notices in respect of the Confirmation Hearing; (g) establishing certain deadlines in connection with the foregoing; and (h) granting related relief, all as more fully set forth in the Motion; and it appearing

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://restructuring.primeclerk.com/Mallinckrodt>. The Debtors’ mailing address is 675 McDonnell Blvd., Hazelwood, Missouri 63042.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

that this Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Disclosure Statement Order,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED, as set forth herein.
2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and the Debtors are authorized to distribute the Disclosure Statement and the Solicitation Packages in order to solicit votes on, and pursue confirmation of, the Plan.
3. The Disclosure Statement Hearing Notice as proposed in the Motion is hereby approved. Service of the Disclosure Statement Hearing Notice as set forth in the Motion is deemed to have been good and sufficient notice of the Disclosure Statement Hearing, the Disclosure Statement Objection Deadline, and procedures for objecting to the adequacy of the Disclosure Statement.
4. A Confirmation Hearing to consider confirmation of the Plan is hereby scheduled to be held before this Court on **September 21, 2021 at 10:00 a.m.** (Prevailing Eastern Time). The Confirmation Hearing may be continued from time to time by the Court without further notice

other than adjournments announced in open court or in the filing of a notice or a hearing agenda in the Chapter 11 Cases, subject to any applicable consultation or consent rights in the RSA.

5. Any objections to the Plan shall: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest held by such Entity; (iv) state with particularity the basis and nature of any objection; and (v) be filed, contemporaneously with a proof of service, with the Court and served by regular mail or email so that it is **actually received** no later than **4:00 p.m. Prevailing Eastern Time on September 3, 2021** (the “*Confirmation Objection Deadline*”) by the following parties:

- (a) Counsel to the Debtors, Latham & Watkins LLP, 1271 Avenue of the Americas, New York, New York 10020 (Attn: George Davis (George.Davis@lw.com), George Klidonas (George.Klidonas@lw.com), Anupama Yerramalli (Anu.Yerramalli@lw.com), and Andrew Sorkin (Andrew.Sorkin@lw.com)), Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, California 90071 (Attn: Jeffrey Bjork (Jeff.Bjork@lw.com)), Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611 (Attn: Jason Gott (Jason.Gott@lw.com)), and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins (collins@rlf.com) and Michael J. Merchant (merchant@rlf.com));
- (b) Counsel to the Guaranteed Unsecured Notes Ad Hoc Group: Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Andrew N. Rosenberg (arosenberg@paulweiss.com), Alice Belisle Eaton (aeaton@paulweiss.com), Claudia R. Tobler (ctobler@paulweiss.com), and Neal Paul Donnelly (ndonnelly@paulweiss.com)), and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Richard S. Cobb (cobb@lrclaw.com));
- (c) Counsel to the Governmental Plaintiff Ad Hoc Committee: Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth H. Eckstein (keckstein@kramerlevin.com) and Daniel M. Eggermann (deggermann@kramerlevin.com)), Brown Rudnick LLP Seven Times Square New York, New York 10019 (Attn: David J. Molton (dmolton@brownrudnick.com) and Steven D. Pohl (spohl@brownrudnick.com)), and Gilbert LLP 700 Pennsylvania Ave., SE, Suite 400, Washington, D.C. 20003 (Attn: Scott D. Gilbert (gilberts@gilbertlegal.com) and Kami E. Quinn (quinnk@gilbertlegal.com));

- (d) Counsel to the Multistate Governmental Entities Group: Caplin & Drysdale, Chartered, One Thomas Circle, NW, Suite 1100, Washington D.C. 20005 (Attn: Kevin C. Maclay (kmaclay@capdale.com), Todd E. Phillips (tphillips@capdale.com), and Ann Weber Langley (alangley@capdale.com));
- (e) Counsel to the Ad Hoc First Lien Term Lender Group: Gibson, Dunn & Crutcher LLP, 200 Park Avenue New York, New York 10166 (Attn: Scott J. Greenberg (sgreenberg@gibsondunn.com) and Michael J. Cohen (mcohen@gibsondunn.com)), and Troutman Pepper Hamilton Sanders LLP Hercules Plaza, Suite 5100, 1313 N. Market Street, P.O. Box 1709, Wilmington, Delaware 19899-1709 (Attn: David M. Fournier (david.fournier@troutman.com) and Kenneth A. Listwak (ken.listwak@troutman.com));
- (f) The Office of the United States Trustee for the District of Delaware: 844 King Street, Suite 2207, Wilmington, Delaware 19801 19801 (Attn: Jane M. Leamy (Jane.M.Leamy@usdoj.gov));
- (g) Counsel to the Official Committee of Unsecured Creditors: Cooley LLP; 1299 Pennsylvania Avenue, NW, Washington D.C. 20004 (Attn: Cullen D. Speckhart (cspeckhart@cooley.com)), Cooley LLP, 55 Hudson Yards, New York, New York 10001 (Attn: Cathy Hershcopf (chershcopf@cooley.com), Michael Klein (mklein@cooley.com), and Lauren A. Reichardt (lreichardt@cooley.com), and Robinson & Cole LLP, 1201 N. Market Street, Suite 1406, Wilmington, Delaware 19801 (Attn: Natalie D. Ramsey (nramsey@rc.com) and Jamie L. Edmonson (jedmonson@rc.com));
- (h) Counsel to the Future Claims Representative: Young Conaway Stargatt & Taylor, LLP; Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: James L. Patton, Jr. (jpatton@ycst.com)) and Frankel Wyron LLP; 2101 L St., NW, Suite 800, Washington, DC 20037 (Attn: Richard Wyron (rwyron@frankelwyron.com); and
- (i) Counsel to the Official Committee of Opioid Related Claimants: Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Arik Preis (apreis@akingump.com), Mitchell P. Hurley (mhurley@akingump.com), and Sara L. Brauner (sbrauner@akingump.com)) and Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801 (Attn: Justin R. Alberto (jalberto@coleschotz.com)).

6. Any objections that fail to comply with the requirements set forth in this Order may, in the Court's discretion, not be considered and may be overruled.

7. The deadline to file any brief in support of confirmation of the Plan and reply to any objections shall be **September 17, 2021 at 4:00 p.m.** (Prevailing Eastern Time) (the “***Reply Deadline***”).

8. The Confirmation Hearing Notice, as proposed in the Motion and the form of notice annexed hereto as **Exhibit 4.1**, and as modified by all of the items approved by this Order related to the Additional Opioid Notice Plan annexed hereto as **Exhibit 5**, (including paragraph 40 hereof), shall be deemed good and sufficient notice of the Confirmation Hearing and no further notice need be given; *provided, however*, that any provision of Bankruptcy Rule 3017(d) requiring the Debtors to distribute the Disclosure Statement and the Plan to parties not entitled to vote, whether because they are unimpaired or because they are deemed to reject the Plan, or any parties in interest other than as prescribed in this Order, shall be waived; *provided further, however*, that the Disclosure Statement and Plan shall remain posted in PDF format at <https://www.restructuring.primeclerk.com/Mallinckrodt> and shall be provided in either electronic or paper form to any parties in interest upon written request to the Debtors. The Debtors shall also serve a copy of the Confirmation Hearing Notice on all known creditors, interest holders, and interested parties, except the Debtors are not required to serve notice of any kind upon any person or entity to whom the Debtors mailed the Disclosure Statement Notice and had such notice returned by the United States Postal Service marked “undeliverable as addressed,” “moved - left no forwarding address,” “forwarding order expired,” or any similar reason, and as to whom a further reasonable search has failed to disclose an accurate alternate address.

9. Service of the Confirmation Hearing Notice as set forth in the Motion and herein is sufficient notice of the Confirmation Hearing, the Confirmation Objection Deadline, the Reply Deadline, and procedures for objecting to confirmation of the Plan.

10. The Debtors shall use the Voting Record Date for determining which Entities are entitled to, as applicable, receive Solicitation Packages, vote to accept or reject the Plan, and receive the Confirmation Hearing Notice and any other notices described in the Motion. For the avoidance of doubt, the Voting Record Date shall not apply to Opioid Claimants.

11. The Solicitation Procedures (as defined in **Attachment 1** attached hereto) utilized by the Debtors for distribution of the Solicitation Packages in soliciting acceptances and rejections of the Plan satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and are approved.

12. The following dates and deadlines in connection with the Solicitation Procedures and Confirmation Hearing are approved:

Event	Date/Deadline
Disclosure Statement Objection Deadline	May 19, 2021 at 4:00 p.m., prevailing ET
Disclosure Statement Hearing	June 15-16, 2021, at 3:00 p.m., prevailing ET
Voting Record Date	June 17, 2021
Solicitation Deadline	Five (5) Business Days after entry of the Disclosure Statement Order
Publication Notice Deadline	June 28, 2021
Deadline to object to Claims for voting purposes only	July 12, 2021 at 4:00 p.m., prevailing ET
Solicitation Directive Deadline	July 15, 2021 at 4:00 p.m., prevailing ET
Deadline to file trust distribution procedures (as may be amended, supplemented or modified from time to time)	The earlier of (a) 30 days from entry of the Disclosure Statement Order and (b) July 21, 2021.
Rule 3018(a) Motion Filing Deadline	July 26, 2021 at 4:00 p.m., prevailing ET
Plan Supplement Filing Date	August 6, 2021
Deadline to object to Rule 3018(a) Motion	August 9, 2021
Cure Objection Deadline	August 17, 2021 at 4:00 p.m., prevailing ET
Confirmation Objection Deadline	September 3, 2021 at 4:00 p.m., prevailing ET
Voting Deadline	September 3, 2021 at 4:00 p.m., prevailing ET
Deadline to file Voting Report	September 13, 2021 at 4:00 p.m., prevailing ET
Deadline to File Confirmation Brief and Omnibus Reply to Plan Objections	September 17, 2021 at 4:00 p.m., prevailing ET
Confirmation Hearing Date	September 21, 2021 at 10:00 a.m., prevailing ET

13. The forms of Ballots attached hereto as **Exhibits 1.1 through 1.46** are appropriate to the circumstances of these Chapter 11 Cases and are hereby approved.

14. The Debtors are authorized to solicit acceptances of the Plan from Holders of Claims in the Voting Classes, which are Holders of Claims in Classes 2(b)-(c), 3 through 9(a)-(h), and Class 10 (the “*Voting Classes*”). For the avoidance of doubt, Class 9(i) is not a Voting Class.

15. The proposed distribution and contents of the Solicitation Packages, which shall include the following, are approved:

- a. with respect to Holders of Claims in the Voting Classes (but subject to the Non-Notes Master Ballot Solicitation Procedures (as defined in the Solicitation Procedures)): a cover letter describing the contents of the Solicitation Package and an enclosed USB flash drive, and instructions for obtaining (free of charge) printed copies of the following materials provided in electronic format;
 - the Confirmation Hearing Notice;
 - the Disclosure Statement with all exhibits, including the Plan with its exhibits (to the extent such exhibits are filed with the Court before the Solicitation Date);
 - the Solicitation Procedures;
 - the Disclosure Statement Order (without exhibits);
 - subject to the Non-Notes Master Ballot Solicitation Procedures, an appropriate Ballot and voting instructions for the same;
 - subject to the Non-Notes Master Ballot Solicitation Procedures, a pre-addressed, return envelope for completed Ballots;
 - subject to the Non-Notes Master Ballot Solicitation Procedures, solely for Holders of contingent, unliquidated, or disputed Claims that are not subject to an objection filed by the Debtors, the Notice of Limited Voting Status; and
 - letters from the Committees expressing their views on the Plan;
- b. with respect to Holders of Claims and Interests in Non-Voting Classes (or Claims in Voting Classes that, as of July 12, 2021, are subject to a pending objection or are otherwise deemed not entitled to vote on the Plan): (a) the Confirmation Hearing Notice and (b) the applicable Notice of Non-Voting Status;
- c. with respect to Holders of Claims in Voting Classes 8(a)-(d) and 9(a)-(h) and any Entity that believes it may have an Opioid Claim that requests a Solicitation

Package, the Opioid Claimant Notice, substantially in the form attached hereto as **Exhibit 4.11 and (subject to the Non-Notes Master Ballot Solicitation Procedures (as defined below)) the materials listed in subsection (a) above;**

- d. with respect to the U.S. Trustee, a copy of each document contained in each version of the Solicitation Packages, which may include non-customized Ballots and a non-customized Notice of Non-Voting Status; and
- e. any other materials ordered by the Court to be included as part of the Solicitation Package.

16. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code and the Local Rules.

17. As part of the Solicitation Packages, copies of the Disclosure Statement, the Plan, this Order, and exhibits to all of such documents (other than to this Order), shall be provided in PDF format on a USB flash drive, instead of printed hard copies. The cover letter included in the Solicitation Package shall include instructions for obtaining printed copies of the materials free of charge. The Debtors may substitute hard copies of all solicitation materials instead of the USB flash drive as may be necessary to achieve timely distribution of the Solicitation Packages. Any party that receives content in the Solicitation Package in flash drive format but would prefer to receive materials in paper format may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously provided in flash drive format (to be provided at the Debtors' expense) via the communication methods set forth in the Solicitation Procedures.

18. The Debtors are authorized to solicit, receive, and tabulate votes to accept or reject the Plan in accordance with the Solicitation Procedures, which are hereby incorporated by reference. The procedures set forth herein, in the Solicitation Procedures, and in materials for soliciting votes approved hereby, including, without limitation, the proposed Non-Notes Master

Ballot Solicitation Procedures and the Notes Master Ballot Solicitation Procedures (each as defined in the Solicitation Procedures), procedures for the temporary allowance of Claims for the purpose of voting to accept or reject the Plan, and the establishment of the Voting Record Date, provide for a fair and equitable process and are consistent with section 1126 of the Bankruptcy Code, Bankruptcy Code Rule 3018 and the Local Rules, and are hereby approved in their entirety.

19. The Solicitation Directive Notice and the Solicitation Directive, substantially in the form attached hereto as **Exhibits 2.1 and 2.2**, respectively, are approved. Each Firm is required to complete and return the Solicitation Directive and Client List to the Notice and Claims Agent on or before the Solicitation Directive Deadline (**July 15, 2021 at 4:00 p.m., prevailing ET**), which deadline may be extended by the Debtors in consultation with the Supporting Parties and the Official Committee of Opioid-Related Claimants for Solicitation Directives sent to Firms representing Opioid Claimants. The Debtors are authorized to serve the relevant Solicitation Packages to Firms via encrypted email or other secured electronic means in lieu of mailing or otherwise serving any paper copies.

20. The Notice and Claims Agent is authorized to accept the Ballots submitted pursuant to the Non-Notes Master Ballot Solicitation Procedures and accompanying Client Lists via encrypted email or other secured method of electronic communication. In addition, Master Ballots submitted by Nominees on behalf of the Holders of the First Lien Notes Claims in Class 3, Second Lien Notes Claims in Class 4, Guaranteed Unsecured Notes Claims in Class 5, and Legacy Unsecured Notes Claims in Class 6(d) will also be accepted via email.

21. The Notice and Claims Agent is authorized to accept Ballots via electronic online transmission solely through a customized online balloting portal on the Debtors' case website or, with respect to Opioid Claimants and any Entity that believes it may have an Opioid Claim,

through the online portal set forth on the dedicated Opioid Claimant webpage; *provided that* the Notice and Claims Agent may otherwise receive all Master Ballots in accordance with this Order. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner, and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

22. The procedures for establishing Claim amounts for voting purposes and the temporary allowance and disallowance of Claims for vote tabulation purposes, the establishment of the Voting Record Date, and the procedures for soliciting and tabulating certain votes, all as set forth in the Solicitation Procedures, provide for a fair and equitable process and are consistent with section 1126 of the Bankruptcy Code, Bankruptcy Code Rule 3018 and the Local Rules, and are hereby approved in their entirety. For the avoidance of doubt, (a) any Entity that believes it may have an Opioid Claim in Classes 8(a)-(d) and 9(a)-(h) shall not be required to file a Proof of Claim for such Opioid Claim to be temporarily allowed for voting purposes, and (b) such Opioid Claims can only be disputed or subject to disallowance on non-substantive grounds under the Local Rules (i.e., duplicative, wrong case or wrong class, amended or superseded, etc.), and may not be disputed or subject to disallowance on non-substantive grounds pertaining to late filed claims and claims that do not have a basis in the Debtors' books and records.

23. The Notice and Claims Agent is authorized to assist the Debtors in (a) distributing the Solicitation Packages; (b) receiving, tabulating and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors; (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages and all other related documents and matters related thereto,

including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors regarding the Plan.

24. Nominees are required to forward Solicitation Packages and notices to the Beneficial Holders of First Lien Notes Claims in Class 3, Second Lien Notes Claims in Class 4, Guaranteed Unsecured Notes Claims in Class 5, and Legacy Unsecured Notes Claims in Class 6(d) of the Plan within five (5) business days of receiving the Solicitation Packages and related notices. To the extent the Nominees incur out-of-pocket expenses in connection with distribution of the Solicitation Packages and related notices, the Debtors are authorized, but not directed, to reimburse such entities for their reasonable and customary expenses incurred in this regard.

25. The releases, exculpatory provisions, and injunctions, including the Opioid Permanent Channeling Injunction complies with Bankruptcy Rule 3016(c) and conspicuously describes the conduct and parties enjoined by the Plan. Nothing in this Order shall be deemed a finding or determination or order that the terms and conditions of any of such releases, exculpatory provisions, or injunctions (including the opioid permanent channeling injunction) are approved.

26. The Debtors, in consultation with the Official Committee of Unsecured Creditors for Classes 6 and 7 and the Official Committee of Opioid-Related Claimants for Classes 8 and 9, and subject to contrary order of this Court, may waive any defect in any Ballot at any time, either before or after the close of voting and without notice. Except as otherwise provided herein, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors may reject such Ballot as invalid, and therefore, decline to utilize it in connection with confirmation of the Plan by this Court; *provided, however*, that such invalid Ballots shall be documented in the voting results filed with this Court. Further, the Debtors are authorized to inform the Official

Committee of Unsecured Creditors for Classes 6 and 7 and Official Committee of Opioid-Related Claimants for Classes 8 and 9 of any applicable Ballots that the Debtors determine to be defective, and the Official Committee of Unsecured Creditors and Official Committee of Opioid-Related Claimants are each permitted to inform such applicable voter of the defect and the process for correcting such defective Ballot. The Debtors shall use reasonable efforts to identify and inform Official Committee of Opioid-Related Claimant professionals of any defective Ballots and provide claimants with a reasonable opportunity to cure (including a reasonable time after the Voting Deadline which is to be determined on a case by case basis and agreed upon by Debtors).

27. The Confirmation Notices, including the Notices of Non-Voting Status, substantially in the forms attached hereto as **Exhibits 4.1 through 4.8 and 4.12** are approved.

28. The Debtors are authorized to send the Notices of Non-Voting Status and the Confirmation Hearing Notice to the applicable Holders of Claims and Equity Interests in the Non-Voting Classes in lieu of a Solicitation Package.

29. The Debtors are authorized to send the Plan Supplement Notice, substantially in the form attached hereto as **Exhibit 4.3**, on the date that the Debtors file the Plan Supplement (which will be filed and served at least twenty-eight (28) days prior to the Voting Deadline). The Debtors shall file the Plan Supplement with the Court on or before August 6, 2021 (the “***Plan Supplement Filing Date***”), which filing is without prejudice to the Debtors’ rights to amend or supplement the Plan Supplement. The Debtors shall file those certain trust distribution procedures (as may be amended, supplemented or modified from time to time) with respect to the Opioid MDT II and Opioid Creditor Trusts with the Court on the earlier of (a) 30 days from entry of the Disclosure Statement Order and (b) July 21, 2021.

30. The Debtors shall serve copies of the Solicitation Package (other than a Ballot), and the Plan Supplement to: (a) the U.S. Trustee; (b) the United States Attorney for the District of Delaware; (c) the Internal Revenue Service; (d) counsel to the Committees; (e) counsel to the FCR; and (f) the 2002 List.

31. No later than the Solicitation Deadline or as soon as reasonably practicable thereafter, the Debtors shall publish the Publication Notice, substantially in the form attached hereto as **Exhibit 4.2**, once in each of the publications stated in the Motion, and shall commence its Additional Opioid Notice Plan. The Confirmation Hearing Notice and Publication Notice, the terms of the Additional Opioid Notice Plan attached hereto as **Exhibit 5** (subject to any modifications or recalibration based on results achieved pursuant to Paragraph 40 hereof) each, if properly delivered, published, or executed, as applicable and as provided herein, provide holders of Claims (including Opioid Claims), holders of Interests and all Persons and Entities that have held or asserted, that hold or assert or that may in the future hold or assert any Claim (including an Opioid Claim) with sufficient notice of the releases, exculpatory provisions, and injunctions in satisfaction of the requirements of Bankruptcy Rule 3016(c).

32. The Debtors are authorized to conduct the Additional Opioid Notice Plan attached hereto as **Exhibit 5** and as further described in the Notice and Claims Agent's *Declaration of Jeanne C. Finegan, APR* [Docket No. 2889]. The Debtors shall consult in good-faith with the Official Committee of Opioid-Related Claimants with respect to the content of television advertisements under the Additional Opioid Notice Plan. Additionally, the Debtors shall provide counsel for the Official Committee of Opioid-Related Claimants with a copy of the final script and any other creative content for any such television advertisement(s) at least 7 days before such advertisement(s) is scheduled to be filmed or otherwise produced. Any dispute regarding the

content of the script(s) and/or creative content that cannot be resolved consensually shall be resolved by the Court on at least 3 business days' notice, subject to the Court's availability. The Debtors shall not film or otherwise produce any television advertisement(s) subject to a dispute until such dispute is resolved either by agreement of the parties or a Court order. Notwithstanding anything to the contrary herein, the Official Committee of Opioid-Related Claimants must raise any and all disputes with respect to the final script and any other creative content for any such television advertisement(s) on or before June 25, 2021.

33. The Contract/Lease Notice and Cure Notice, substantially in the forms attached hereto as **Exhibit 4.9** and **4.10**, respectively, are approved. In connection with the assumption of any executory contract or unexpired lease by the Debtors (any such contract or lease, a "***Contract or Lease***" and, collectively, the "***Contracts and Leases***"), the following procedures (the "***Assumption Procedures***") are authorized and approved:

- (a) Notice. The Debtors shall mail (or cause to be mailed) the notice attached as **Exhibit 4.10** to this Order (the "***Cure Notice***") to all counterparties to the Debtors' Contracts and Leases (the "***Contract Parties***") by no later than **July 30, 2021**.
- (b) Content of the Cure Notice. The Cure Notice will include the following information: (i) the title of the Contract or Lease to be assumed; (ii) the name of the counterparty to the Contract or Lease; (iii) any applicable cure amounts, whether arising prepetition or post-petition (the "***Cure Amount***"); and (iv) the deadline by which any such Contract Party must object to the assumption of such Contract or Lease. The Cure Notice also sets forth the contents of Article V.G of the Plan, which provides in pertinent part (and in sum and substance) that (i) as of the Effective Date, any term of any Contract applicable to any Debtor shall be void and of no further force or effect to the extent such Contract creates an obligation of any Debtor, or gives rise to a right under any Insurance Contract of any Debtor, for indemnification or reimbursement of any Person other than the Opioid Trust or any other amounts whatsoever relating to or arising from any actual or potential litigation or dispute in connection with any indemnification obligations under such Contract; and (ii) the Plan shall constitute (i) an amendment to each assumed or assumed and assigned Contract to sever any and all provisions thereof that give rise to any indemnification obligations thereunder and (ii) an agreement by each counterparty to release any and all such obligations and liabilities relating to such severed provisions.

- (c) Objections. Objections to the proposed Cure Amount and adequate assurance of future performance obligations to the Contract Parties must: (i) be in writing; (ii) set forth the nature of the objector's claims against or interests in the Debtors' estates and the basis for the objection and the specific grounds therefor; (iii) comply with the Bankruptcy Rules, Local Rules, and orders of this Court; and (iv) be filed with the Clerk of the Court by the Cure Objection Deadline (**August 17, 2021**).
- (d) Effects of Objecting to a Cure Notice. A properly filed objection to a Cure Notice will reserve such objecting party's rights against the Debtors with respect to the relevant objection (each such objection a "***Cure Objection***").
- (e) Effects of Not Objecting to a Cure Notice. If a Contract Party does not object to: (a) the Cure Amount for its Contracts and Leases; (b) the ability of the Debtors to provide adequate assurance of future performance as required by section 365 of the Bankruptcy Code; or (c) any other matter pertaining to assumption, then the Cure Amounts owed to such Contract Party shall be paid as soon as reasonably practicable after the effective date of the assumption of such Contract or Lease, and such Contract Party shall forever be barred and estopped from objecting (i) to the proposed Cure Amount as the amount to cure all defaults to satisfy section 365 of the Bankruptcy Code and from asserting that any additional amounts are due or defaults exist; (ii) that any conditions to assumption must be satisfied under such Contract or Lease before it can be assumed; or (iii) that the Debtors have not provided adequate assurance of future performance as contemplated by section 365 of the Bankruptcy Code. Further, a Contract Party will be deemed to consent to certain amendment and release provisions related to the Debtors' indemnification obligations as described in Article V.G of the Plan (such provisions, the "***Co-Defendant Indemnification Obligation Provisions***"), if applicable to such Contract Party's Contract or Lease, unless such Contract Party objects to such provisions before the Confirmation Objection Deadline (**September 3, 2021**). If a Contract Party does not wish to consent to the Co-Defendant Indemnification Obligation Provisions, such Contract Party must file an objection to the Plan by **September 3, 2021** in accordance with paragraph 5 of this Order.

34. If a Contract Party objects to the Cure Amount for its Contract or Lease, then such Contract Party's rights are reserved. If the Plan is approved, then Cure Objections will be resolved in accordance with the provisions of the Plan. A Cure Objection shall not constitute an objection to the Debtors' Co-Defendant Indemnification Obligation Provisions in Article V.G of the Plan. For a Contract Party to object to the Co-Defendant Indemnification Obligation Provisions, such Contract Party must file an objection to the Plan by the Confirmation Objection Deadline (**September 3, 2021**) and in accordance with paragraph 5 above.

35. The mailing of the Cure Notice to the Contract Parties will not (i) obligate the Debtors to assume any Contract or Lease or (ii) constitute any admission or agreement of the Debtors that such Contract or Lease is an “executory” contract or unexpired lease.

36. The cover letter to be attached to the Disclosure Statement, in substantially the form attached hereto as **Exhibit 3**, is approved.

37. The Opioid Claimant Notice, in substantially the proposed form of **Exhibit 4.11**, is approved.

38. Notwithstanding anything to the contrary herein and for the avoidance of doubt, all Entities that believe they may hold an Opioid Claim shall be entitled to obtain a Solicitation Package (with a Ballot) and vote on the Plan. All materials included in the Solicitation Package for Opioid Claimants shall be made available free of charge online at the dedicated Opioid Claimant webpage. The dedicated Opioid Claimant webpage shall contain an online portal(s) whereby Opioid Claimants may request (and immediately obtain) and submit a Ballot.

39. If an Entity that believes it may hold an Opioid Claim contacts the Notice and Claims Agent more than seven (7) business days before the Voting Deadline and requests a Solicitation Package, the Notice and Claims Agent will provide such claimant with a Solicitation Package within two (2) business days of such request, and if such request is made on or after seven (7) business days before the Voting Deadline, the Notice and Claims Agent will provide the Solicitation Package by overnight mail or via email. Notwithstanding anything to the contrary herein, all such requests must be submitted by no later than three (3) business days before the Voting Deadline. All such Solicitation Package requests must be made by email to *mallinckrodtballotrequests@primeclerk.com* or through the online portal set forth on the dedicated Opioid Claimant webpage, and the Notice and Claims Agent will not be required to provide

Solicitation Packages to parties that do not make a request in this manner. Additionally, unless hard copy service is requested, the Notice and Claims Agent will provide parties with the Solicitation Package documents or a link where they may be accessed via e-mail, which will include a unique E-Ballot ID# for voting through the E-Ballot platform.

40. Following the Solicitation Deadline, the Debtors with the assistance of their Notice and Claims Agent, and in consultation with the Supporting Parties, will provide a weekly status update (and shall host a weekly telephonic conference call) to the Official Committee of Opioid-Related Claimants on the status of the solicitation and notification of Opioid Claimants and the status of the Additional Opioid Notice Plan (such as status updates regarding, among other things, (i) the amount of Ballots/Master Ballots distributed to Opioid Claimants and votes cast by Opioid Claimants, (ii) the amount of Ballots/Master Ballots requested by Opioid Claimants, and (iii) inquiries, if any, directed to the Notice and Claims Agent by Opioid Claimants). In connection therewith, the Debtors shall consult with the Official Committee of Opioid-Related Claimants on a weekly (or more frequent, if the Official Committee of Opioid-Related Claimants contacts the Debtors) basis to consider modifications to the Debtors' solicitation and notification of the Opioid Claimants, with the Debtors' rights and objections reserved with respect to any such proposed modifications. To the extent that the Official Committee of Opioid-Related Claimants proposes good-faith modifications to the Debtors' solicitation and notification of Opioid Claimants (including, without limitation, the Additional Opioid Notice Plan), and the Debtors refuse to incorporate such modifications, the parties shall in good faith attempt to resolve such dispute. If the parties fail to resolve such dispute, the Official Committee of Opioid-Related Claimants shall be permitted to seek this Court's assistance in resolving any disputes, which shall be scheduled on three (3) business days' notice subject to the Court's availability, and all parties' rights are reserved

with respect to any such Court intervention. In connection with any dispute, the Debtors shall not be able to utilize the fact that the Court has previously issued an order approving the Solicitation Procedures (or this Order) as adequate, as all parties understand that the Solicitation Procedures may require modification or recalibration based on results achieved.

41. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, Plan, Confirmation Hearing Notice, Solicitation Packages, the ballots and notices, any voting and tabulation procedures described herein, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

42. Notwithstanding anything to the contrary herein and for the avoidance of doubt, the Debtors, in consultation with the Supporting Parties, and the Official Committee of Unsecured Creditors solely for extensions for Classes 6 and 7 and the Official Committee of Opioid-Related Claimants solely for extensions for Classes 8 and 9, shall be permitted to extend the Voting Deadline.

43. The claimants whose claims are included in the Surviving TPP Claims (as that term is defined in the Stipulation and Agreement Disallowing and Expunging Certain Third Party Payor Claims approved by this Court by Order dated May 24, 2021 [ECF. No. 2535] (the “**Stipulation**”)) are authorized to vote their Surviving TPP Claims as follows: (a) each claimant with a Surviving TPP Acthar Claim (as defined in the Stipulation) shall have the right to vote a Class 6(a) claim in the amount of \$1.00 against each of Mallinckrodt plc and Mallinckrodt ARD LLC, provided that any such claimant whose Surviving TPP Acthar Claim is disallowed (whether by agreement or otherwise) after entry of this Order shall not be entitled to any vote on account of such Surviving

TPP Acthar Claim; (b) each claimant with a Surviving TPP Generics Claim (as defined in the Stipulation) shall have the right to vote a Class 6(b) claim in the amount of \$1.00 against each of Mallinckrodt plc, Mallinckrodt LLC, SpecGx LLC, Mallinckrodt Inc., and Mallinckrodt APAP LLC; (c) the law firm or other authorized representative that filed each of the Surviving TPP Claims shall have the right, but is not required, to file a Master Ballot with respect to the votes of the underlying claimants; and (d) nothing contained herein shall in any way alter or impair the rights of any Third Party Payor, including but not limited to the claimants whose claims are included in the Surviving TPP Claims, to assert and vote any Opioid Claims and/or any other claims properly asserted by these claimants.

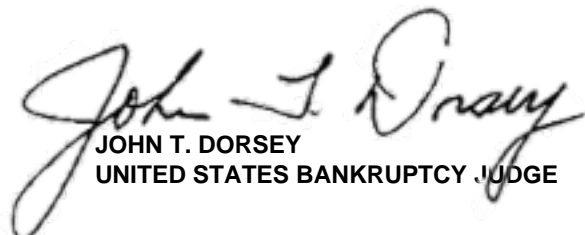
44. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a Proof of Claim after the Voting Record Date.

45. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

46. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

47. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: June 17th, 2021
Wilmington, Delaware


JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE

EXHIBITS INTENTIONALLY OMITTED