

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF PURDUE PHARMA L.P., PURDUE PHARMA INC., RHODES
ASSOCIATES L.P., PAUL LAND INC., RHODES TECHNOLOGIES, , RHODES
PHARMACEUTICALS L.P., UDF LP, SVC PHARMA INC., BUTTON LAND L.P., SVC
PHARMA LP, QUIDNICK LAND L.P., SEVEN SEAS HILL CORP., OPHIR GREEN CORP.,
PURDUE PHARMA OF PUERTO RICO, AVRIO HEALTH L.P., PURDUE TRANSDERMAL
TECHNOLOGIES L.P., PURDUE PHARMACEUTICALS L.P., PURDUE PHARMA
MANUFACTURING L.P., ALDON THERAPEUTICS L.P., IMBRIUM THERAPEUTICS L.P.,
GREENFIELD BIOVENTURES L.P., NAYATT COVE LIFESCIENCE INC., PURDUE
NEUROSCIENCE COMPANY, PURDUE PHARMACEUTICALS PRODUCTS L.P.**

**APPLICATION OF PURDUE PHARMA L.P., UNDER SECTION 49 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**FACTUM OF THE FOREIGN REPRESENTATIVE
(Returnable September 21, 2021)**

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PART I - OVERVIEW

1. This factum is filed in support of a motion brought by Purdue Pharma L.P. ("**Purdue Pharma**") in its capacity as the foreign representative (the "**Foreign Representative**") of itself and the 23 other debtors in possession (collectively, "**Purdue**" or the "**Chapter 11 Debtors**" and each, a "**Chapter 11 Debtor**") for an order recognizing the *Findings of Fact, Conclusions of Law and Order Confirming the Twelfth Amended Joint Chapter 11 Plan of Reorganization of Purdue Pharma L.P. and its Affiliated Debtors* (the "**Confirmation Order**") to be entered by the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), as contemplated by the bench ruling (the "**Bench Ruling**") confirming the plan of reorganization (as amended, the "**Plan**") issued by the Bankruptcy Court on September 1, 2021.¹

¹ As of the date of this factum, the Bankruptcy Court has not entered the Confirmation Order and has indicated it will issue an amended Bench Ruling following a review of the transcript of the oral reasons delivered on September 1, 2021. The Foreign Representative will file supplementary materials with the Confirmation Order and any amended Bench Ruling as soon as reasonably practicable following issuance by the Bankruptcy Court.

2. The Plan to be confirmed by the Confirmation Order represents the culmination of the Chapter 11 Cases (as defined below), which, as acknowledged by Judge Drain of the Bankruptcy Court who oversaw the Chapter 11 Cases for the last two years, were some of the most complex and difficult in the history of chapter 11:

Every Chapter 11 case has its own unique factors and difficulties, but I believe this case is the most complex case given the issues before the parties and ultimately the Court that I have ever seen and that has come before the courts under Chapter 11. At least, that view is confirmed by the parties to this case who were represented by extremely capable and experienced counsel.

Bench Ruling (Transcript) dated September 1, 2021 at p 138 l. 9 to 15, Motion Record of the Foreign Representative, Tab 2R.

3. Approval of the Plan is the conclusion of the various stakeholders working “in unique and trailblazing ways to address the public health catastrophe that underlies those [creditors’] claims.” The overwhelming majority — over 95% of the more than 120,000 creditors who voted on the Plan — voted in favour of the Plan. This remarkable accomplishment was reached only through tireless effort and protracted negotiations undertaken by many parties — parties that often held radically divergent views on fundamental issues that had to be, and to an exceptional degree have been, reconciled during the Chapter 11 Cases.

Bench Ruling (Transcript) dated September 1, 2021 at p. 23 l. 7 to 9, Motion Record of the Foreign Representative, Tab 2R.

4. As a summary, under the Plan, the Chapter 11 Debtors will turn over substantially all of their assets for the benefit of their claimants and to help individuals and communities that have been affected by the opioid crisis. *Billions* of dollars will flow into trusts established for the benefit of creditor groups and be devoted to opioid abatement efforts. These abatement efforts will make a meaningful impact in affected communities and will include strategies and programs directed towards the treatment of opioid use disorder and supporting efforts to prevent or reduce overdose deaths or other opioid-related harms. An additional \$700 to \$750 million will be provided to a trust that will make distributions to qualified personal injury claimants. And, lastly, Purdue will cease to

exist. On the effective date, the Chapter 11 Debtors' businesses will be transferred to a new company that will operate as a public benefit company and use its resources and assets to address the opioid crisis.

5. The Foreign Representative understands that certain Canadian stakeholders previously raised concerns at the hearing to recognize the Disclosure Statement Order with respect to certain provisions of the Plan; however, through constructive engagement and negotiation with Canadian stakeholders, the primary issues, including in respect of the Shareholder Parties Release, have largely been resolved. Other issues were properly considered and addressed by the Bankruptcy Court at the Confirmation Hearing such that the scope of any remaining issues have been narrowed significantly and the Foreign Representative is not aware of any party opposing recognition of the Confirmation Order or the Plan, although there may be a request or requests by stakeholders that terms or conditions be added to any Order recognizing the Confirmation Order.

6. With these developments, the Foreign Representative believes the Plan and Confirmation Order represents a fair and reasonable outcome for Canadian stakeholders and recognition is certainly not contrary to Canadian public policy. As such, the Foreign Representative believes it is in the interest of comity to grant recognition of the Confirmation Order of the Bankruptcy Court.

PART II - FACTS

7. The facts with respect to this motion are more fully set out in the affidavit of Jon Lowne sworn September 9, 2021 (the "**Fourth Lowne Affidavit**"). Capitalized terms used in this factum but not otherwise defined have the meanings ascribed to them in the Fourth Lowne Affidavit. All references to dollars are in US currency.

A. Background

8. The Chapter 11 Debtors operate pharmaceutical companies that manufacture, among other things, extended-release, long-acting, abuse-deterrent opioid pain medications (collectively, the “**Products**”), including OxyContin® Extended-Release Tablets CII (“**OxyContin**”). Before initiating the Chapter 11 Cases, certain of the Chapter 11 Debtors, including Purdue Pharma, faced over 2,600 civil actions in state and federal courts across the United States and thirteen (13) actions across Canada (the “**Pending Actions**”) that related to the sale, distribution and marketing of OxyContin and other opioid pain medications.

Fourth Lowne Affidavit at para. 7, Motion Record of the Foreign Representative, Tab 2.

9. The Pending Actions were not confined solely to the Chapter 11 Debtors. Related Parties, including the Sackler Family Members, were named in a significant number of the Pending Actions and were also named in other related actions commenced solely against the Related Parties arising from the sale, distribution and marketing of the Products by the Chapter 11 Debtors.

Fourth Lowne Affidavit at para. 12, Motion Record of the Foreign Representative, Tab 2.

10. On September 15, 2019, each of the Chapter 11 Debtors commenced a case (collectively the “**Chapter 11 Cases**”) by filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). On September 19, 2019, the Chapter 11 Debtors commenced these Recognition Proceedings under Part IV of the CCAA. Ernst & Young Inc. was appointed as the Information Officer in respect of these proceedings.

Fourth Lowne Affidavit at paras. 6, 9 and 10, Motion Record of the Foreign Representative, Tab 2.

11. Prior to the Petition Date, and after more than a year of intense, hard-fought negotiations, the Chapter 11 Debtors, the Chapter 11 Debtors’ shareholders, and key stakeholders reached an

agreement in principle on a framework for a global resolution of the various pending opioid litigation. The Settlement Framework had, broadly speaking, three core pillars:

- (a) 100% of the assets or equity of Purdue being contributed to efforts to abate the opioid crisis;
- (b) Engage in a sale process for their ex-U.S. pharmaceutical businesses; and
- (c) Make a multi-billion-dollar payment over time to the Chapter 11 Debtors' estates.

Fourth Lowne Affidavit at para. 8, Motion Record of the Foreign Representative, Tab 2.

12. A central aspect of the Chapter 11 Cases was for Purdue to obtain a third party stay in favour of former or current Related Parties. These Related Parties were named in a significant number of Pending Actions and other related actions commenced solely against the Related Parties arising from the sale, distribution and marketing of the Products by the Chapter 11 Debtors. The third party stay was intended to provide a pause on the Pending Actions while the Chapter 11 Debtors pursued a resolution as part of a chapter 11 plan.

Fourth Lowne Affidavit at para. 12, Motion Record of the Foreign Representative, Tab 2.

13. On October 11, 2019, the Bankruptcy Court granted the Preliminary Injunction with respect to the Related Parties, which has been extended from time-to-time in the Chapter 11 Cases and remains in place today. On December 30, 2019, this Court granted the Related Party Stay Order recognizing the Preliminary Injunction and extending the stay in the Recognition Proceedings to the Related Parties, including, without limitation, the Canadian Associated Entities.

Fourth Lowne Affidavit at paras. 14 and 15, Motion Record of the Foreign Representative, Tab 2.

14. As a result of the CCAA Recognition Orders and the Related Party Stay Order, (a) the Canadian Actions; (b) the New Quebec Class Action; and (c) the Sackler Estate Action have each been stayed as against the Chapter 11 Debtors and Related Parties since December 30, 2019.

The Chapter 11 Debtors have also recently become aware of three additional related actions commenced in Canada, which are also stayed with respect to the terms of the CCAA Recognition Orders and the Related Party Stay Order.

Fourth Lowne Affidavit at para. 23, Motion Record of the Foreign Representative,
Tab 2.

B. Developments in the Chapter 11 Cases

15. Following the issuance of the Preliminary Injunction, the Chapter 11 Debtors took significant steps in the Chapter 11 Cases towards filing the Plan.

Fourth Lowne Affidavit at para. 25, Motion Record of the Foreign Representative,
Tab 2.

16. On February 20, 2020, the Chapter 11 Debtors sought an order from the Bankruptcy Court appointing the Mediators and mandating that the Chapter 11 Debtors and various other creditor committees participate in the Mediation to mediate the disputes between public- and private-side claimants as to the allocation of value available from the Chapter 11 Debtors' estates. On September 30, 2020, the Bankruptcy Court ordered a second phase of the Mediation in an attempt to resolve issues related to potential claims of the Chapter 11 Debtors and other claimants against the Sackler Family Members.

Fourth Lowne Affidavit at para. 26, Motion Record of the Foreign Representative,
Tab 2.

17. The Mediation facilitated the resolution of critical issues in the Chapter 11 Cases, particularly allocation issues between various stakeholders, and ultimately led to the Shareholder Settlement. Pursuant to the Shareholder Settlement, the amount that the Sackler Family Members would be required to pay was \$4.275 billion over nine years (or ten years if certain amounts were paid ahead of schedule in the first six years). The Disclosure Statement sets out the specific factors that the Special Committee evaluated in the determining that the revised Shareholder Settlement was in the best interests of the Chapter 11 Debtors' estates.

Fourth Lowne Affidavit at paras. 28 to 30, Motion Record of the Foreign Representative, Tab 2.

18. On March 15, 2021, following the Mediation, the Chapter 11 Debtors filed the initial Plan and Disclosure Statement.

Fourth Lowne Affidavit at paras. 31 and 32, Motion Record of the Foreign Representative, Tab 2.

19. On May 7, 2021, the Bankruptcy Court entered an order that provided for further mediation between the Non-Consenting States and the Sackler Family Members with respect to the then-existing terms of the Shareholder Settlement. This further mediation resulted in improved terms for the Shareholder Settlement including, among other things, (a) additional payments of \$50 million by the Sackler Families and the material acceleration of another \$50 million in previously agreed settlement payments, resulting in total payments of \$4.325 billion; (b) a material expansion of the scope of the public document repository to be established under the Plan; and (c) prohibitions with respect to the Sackler Family Members' naming rights for charitable contributions until they have fully paid all obligations under the Shareholder Settlement and exited all opioid businesses worldwide. The improved Shareholder Settlement also imposes certain requirements on the Raymond and Beverly Sackler Foundation and the Raymond and Beverly Sackler Fund for the Arts and Sciences.

Fourth Lowne Affidavit at para. 30, Motion Record of the Foreign Representative, Tab 2.

C. The Chapter 11 Plan

(i) Overview

20. Under the Plan, the vast majority of the Chapter 11 Debtors' assets will be dedicated to programs to abate the opioid crisis. The funds are contemplated to be contributed to trusts established for the benefit of states and localities, as well as specific creditor groups such as first nation tribes, hospitals, third-party payors and children with a history of Neonatal Abstinence Syndrome and their guardians.

Fourth Lowne Affidavit at para. 33, Motion Record of the Foreign Representative,
Tab 2.

21. Purdue will cease to exist following implementation of the Plan and the Chapter 11 Debtors' businesses will be transferred to NewCo, a newly created company, which will focus on the abatement of the opioid crisis. NewCo will be subject to a charter that will require that it deploy its assets to address the opioid crisis.

Fourth Lowne Affidavit at para. 34, Motion Record of the Foreign Representative,
Tab 2.

22. The Plan divides creditors into 21 separate classes. The number of classes reflects the various settlements that were reached with key constituencies as part of the Mediation. An overview of the classes is provided in the Fourth Lowne Affidavit.

Fourth Lowne Affidavit at para. 35, Motion Record of the Foreign Representative,
Tab 2.

23. Canadian claimants broadly fall into one of two categories:

- (a) the provincial and federal governments, and governments of the territories of Canada (the "**Canadian Governments**"), the Canadian Municipalities, and the First Nation Communities (collectively, "**Canadian Governmental, Municipal and First Nations Claimants**"); and
- (b) individual private claimants (the "**Canadian Private Claimants**").

Fourth Lowne Affidavit at para. 36, Motion Record of the Foreign Representative,
Tab 2.

24. The Plan classified the Canadian Governmental, Municipal and First Nations Claimants as part of Class 11(c) (general unsecured claims). Claims filed by the Canadian Private Claimants are generally classified as part of Class 10(b) (personal injury claims), subject to the Patient Claim Settlement Stipulation that provides that certain claims will be released and fully satisfied if the Settlement Agreement is approved by the Saskatchewan Court.

Fourth Lowne Affidavit at paras. 37, Motion Record of the Foreign Representative,
Tab 2.

25. In addition to the claims filed by Canadian Government Claimants and Canadian Private Claimants, certain co-defendants in various Canadian Actions also filed claims in the Chapter 11 Cases alleging claims based on rights for contribution and indemnity. At the time of the original filing of the Plan, claims of Co-Defendants were disputed by the Chapter 11 Debtors and in any event, subordinated pursuant to the Bankruptcy Code. The Plan has no impact on any Co-Defendant Defensive Rights in the Pending Actions, including the Canadian Actions, as they exist under applicable non-bankruptcy law. The Co-Defendants objected to their treatment under the Plan at the Confirmation Hearing, and the objection was resolved through amendments to the Plan.

Fourth Lowne Affidavit at para. 38, Motion Record of the Foreign Representative, Tab 2.

(ii) Shareholder Settlement

26. As described above, the Chapter 11 Debtors agreed to a revised Shareholder Settlement with the Sackler Family Members and other entities related to the Sackler Family Members. The Shareholder Settlement was a central aspect to the Plan and was required to permit the contemplated distributions to be made to claimants under the Plan. The Bankruptcy Court found at the Confirmation Hearing that the Plan, and various agreements underlying the Plan, would unravel without the Shareholder Settlement:

It is also clear to me that, for the reasons I've already stated, the monetary contributions by the Sacklers are absolutely critical to the confirmation of this Chapter 11 plan. Without them, I believe the plan would completely unravel, including the complex interrelated settlements that depend upon the amount of consideration being supplied, as well as the non-monetary consideration.

Bench Ruling (Transcript) dated September 1, 2021 at p. 138 l. 16 to 22, Motion Record of the Foreign Representative, Tab 2R.

Fourth Lowne Affidavit at para. 39, Motion Record of the Foreign Representative, Tab 2.

27. The Shareholder Settlement requires payment from the Sackler Parties of \$4.325 billion over nine years (or ten years if certain amounts are paid ahead of schedule in the first six years),

along with the other terms described above. The Shareholder Settlement also required the Sackler Parties to use their best efforts to sell their international pharmaceutical companies (or otherwise referred to as “independent associated companies”, or “IACs”)² within seven years of the Plan implementation date. In the case of Purdue Canada, the sale must occur by the later of (a) seven years from the Plan implementation date; and (b) two years following final resolution of the proposed class action commenced in British Columbia on August 29, 2018, by Her Majesty the Queen in Right of the Province of British Columbia on behalf all federal, provincial and territorial governments and agencies against numerous purported manufacturers and distributors of opioids, including Purdue Pharma (the “**BC Recoupment Action**”).

Fourth Lowne Affidavit at paras. 18(b) and 40, Motion Record of the Foreign Representative, Tab 2.

28. In consideration for these payments from the Shareholder Released Parties, the Chapter 11 Debtors and Sackler Parties agreed that the Shareholder Released Parties will receive the benefit of the Shareholder Parties Release. The Shareholder Parties Release originally contemplated that the Canadian Actions and other potential claims of Canadian claimants would be released and discharged as against the Related Parties, including Purdue Canada, current and former directors and officers of Purdue Canada, and the Sackler Family Members. The scope of the Shareholder Parties Release has been the subject of negotiation with Canadian stakeholders and, as described further in the Fourth Lowne Affidavit, has been narrowed significantly with respect to its impact on Canadian stakeholders.

Fourth Lowne Affidavit at para. 41, Motion Record of the Foreign Representative, Tab 2.

² The IACs are ultimately owned by the same entities that own the Chapter 11 Debtors, but the IACs are not direct or indirect subsidiaries of the Chapter 11 Debtors and carry on independent business operations.

D. The Disclosure Statement Order & Canadian Stipulation

29. The Bankruptcy Court entered the Disclosure Statement Order on June 3, 2021. The Disclosure Statement Order established voting procedures for the Plan and deadlines with respect to the Confirmation Hearing.

Fourth Lowne Affidavit at para. 42, Motion Record of the Foreign Representative, Tab 2.

30. This Court granted an order recognizing the Disclosure Statement Order on July 5, 2021. The recognition order included a reservation of rights, which provided that:

[...] recognition of the Disclosure Statement Order is without prejudice to all arguments that have or may be raised by stakeholders regarding the validity, enforceability and recognition in Canada of third-party releases contained in the Plan [...] and/or any other aspect of the Plan, or the recognition of an order of the Bankruptcy Court confirming, amending or modifying the Plan (a “**Plan Confirmation Order**”) and that all such arguments are expressly preserved and may be subsequently advanced at a motion properly brought in respect of a Canadian recognition hearing on a Plan Confirmation Order or, at the discretion of the Court, at any other juncture.

Fourth Lowne Affidavit at para. 43, Motion Record of the Foreign Representative, Tab 2.

31. The Chapter 11 Debtors engaged in discussions with Canadian Plaintiffs through U.S. and Canadian counsel to address their concerns with the Plan. On July 28, 2021, the Chapter 11 Debtors reached an agreement with the Canadian Governments to address their concerns with the Plan, including the scope of the Shareholder Parties Release, which was detailed in a negotiated stipulation. The Bankruptcy Court approved the Canadian Governmental Claimants Stipulation on August 9, 2021.

Fourth Lowne Affidavit at paras. 45 to 47, Motion Record of the Foreign Representative, Tab 2.

32. On August 12, 2021, the Chapter 11 Debtors filed an amended Plan, which amended the Shareholder Parties Release to provide for the carve-out contemplated by the Canadian Governmental Claimants Stipulation and expand its scope to apply to creditors generally. The

amended Plan also reflected further input from the other Canadian Plaintiffs. Under the amended Plan, any claims or causes of action against any non-Chapter 11 Debtor person (including, without limitation, Purdue Canada or any other Shareholder Released Parties) that (a) arise out of or relate to the conduct of any corporations, companies, partnerships and other entities formed under the laws of Canada or its provinces affiliated or associated with any of the Chapter 11 Debtors, including, without limitation, Purdue Canada; and (b) are not based upon any conduct of the Chapter 11 Debtors, including any Opioid-Related Activities of the Chapter 11 Debtors, are “Excluded Claims” under the Plan and therefore not impacted by the releases and injunctions contained in the Plan and expressly preserved.

Fourth Lowne Affidavit at paras. 48 to 49, Motion Record of the Foreign Representative, Tab 2.

E. Solicitation of the Plan and Voting

33. The Chapter 11 Debtors’ vote solicitation efforts were administered by Prime Clerk. The voting record date was March 10, 2021 and the voting deadline was July 16, 2021.

Fourth Lowne Affidavit at para. 50, Motion Record of the Foreign Representative, Tab 2.

34. Prime Clerk received over 120,000 timely ballots voting on the Plan, of which more than 95% voted in favour of the Plan. Within each of the classes entitled to vote on the Plan, creditors also voted in favour of the Plan with support within classes ranging from 88.26% to 100% in terms of number and 93.54% to 100% in terms of value.

Fourth Lowne Affidavit at para. 51, Motion Record of the Foreign Representative, Tab 2.

F. Confirmation Hearing

35. The Confirmation Hearing commenced on August 12, 2021 and proceeded over the next three weeks. The Confirmation Hearing involved 41 witnesses testifying before the Bankruptcy Court and more than 2,800 exhibits being introduced into evidence. There were 64 objections,

supplemental objections, or joinders in objections to confirmation of the Plan filed before the Bankruptcy Court.

Fourth Lowne Affidavit at para. 52, Motion Record of the Foreign Representative,
Tab 2.

36. The Objecting Canadian Municipalities and First Nations and certain Co-Defendants filed objections to the Plan with the Bankruptcy Court. The Canadian Governments and other Canadian Plaintiffs did not file any objection with the Bankruptcy Court given the successful negotiations that preceded the Confirmation Hearing and amendments to the Shareholder Parties Release.

Fourth Lowne Affidavit at para. 53, Motion Record of the Foreign Representative,
Tab 2.

37. On September 1, 2021, the Bankruptcy Court issued the Bench Ruling approving the Plan. and the Chapter 11 Debtors submitted a Confirmation Order to be entered by the Bankruptcy Court. The Bench Ruling overruled remaining objections and as set out above, the Bankruptcy Court is in the process of considering the form of Confirmation Order and is expected to enter the Confirmation Order in the near term.

Fourth Lowne Affidavit at para. 55, Motion Record of the Foreign Representative,
Tab 2.

38. The Plan approved by the Bankruptcy Court included further compromises and settlements achieved with parties-in-interest during the Confirmation Hearing, including the Co-Defendants.

Fourth Lowne Affidavit at para. 56, Motion Record of the Foreign Representative,
Tab 2.

G. Termination of the Recognition Proceedings

39. The Chapter 11 Debtors anticipate that the Plan will become effective in November 2021, absent any stay of the effectiveness of the Confirmation Order or other issues that could delay the implementation. Following implementation, NewCo will emerge from the Chapter 11 Cases. NewCo and the various creditor trusts will continue under the governance structure created by

the Plan and begin their efforts on abating the opioid-crisis and paying various victims and claimants of the opioid crisis in accordance with the Plan.

Fourth Lowne Affidavit at paras. 65 and 66, Motion Record of the Foreign Representative, Tab 2.

40. The Foreign Representative does not expect that there will be any need to continue the Recognition Proceedings once the Plan becomes effective. Accordingly, the Foreign Representative is seeking to terminate the Recognition Proceedings upon the filing of the Termination Certificate by the Information Officer. The Termination Certificate will certify that the conditions precedent to the effectiveness of the Plan have been satisfied or waived. Upon filing the Termination Certificate, the stay of proceedings pursuant to the CCAA Recognition Orders and the Related Party Stay will terminate.

Fourth Lowne Affidavit at para. 66, Motion Record of the Foreign Representative, Tab 2.

41. Pending the filing of the Termination Certificate, the Foreign Representative will consent to a partial lifting of the Related Party Stay for the limited purposes of permitting (a) the Canadian Plaintiff in the New Quebec Class Action to proceed with an application for authorization and/or certification as against the Canadian Associated Entities (as defined in the Related Party Stay Order) before the Superior Court of Québec, and any motions, appeals or other proceedings in connection therewith (without prejudice to the Canadian Plaintiff in the New Quebec Class Action to seek further relief related to the Related Party Stay if implementation of the Plan is delayed); and (b) the Canadian Plaintiffs in the Settled Class Actions to proceed with an application for approval of the Canadian Patient Settlement Agreement before the Court of Queen's Bench for Saskatchewan, and any motions, appeals or other proceedings in connection therewith. This partial lifting of the Related Party Stay should limit any prejudice to the Canadian Plaintiffs while obviating the need to terminate the Related Party Stay prior to the Plan becoming effective.

Fourth Lowne Affidavit at para. 66, Motion Record of the Foreign Representative, Tab 2.

PART II - ISSUES

42. The issues on this Motion are whether this Court should:
- (a) Recognize and give effect to the Confirmation Order to be entered by the Bankruptcy Court;
 - (b) Approve the termination of the Recognition Proceedings, which relief includes releasing the Information Officer and approving the fees and activities of the Information Officer; and
 - (c) Approve the partial lift stay request as described above.

PART III - ARGUMENT

A. The Confirmation Order Should Be Recognized by this Court

(i) This Court has the Jurisdiction to Recognize the Confirmation Order

43. This Court has recognized the Chapter 11 Cases as “foreign main proceedings” pursuant to Part IV of the CCAA. When a foreign main proceeding has been recognized under Part IV of the CCAA, s. 49 of the CCAA empowers this Court to make any order that it considers appropriate to protect the debtor’s property or the interests of one or more creditors.

CCAA, s. 49(1).

44. The Court’s discretion is broad. Section 50 of the CCAA provides that an order made under Part IV of the CCAA, including pursuant to s. 49, “may be made on any terms and conditions that the court considers appropriate in the circumstances”. Once an order recognizing a foreign proceeding is made, the Court is required to cooperate, to the maximum extent possible with the foreign representative and the foreign court, so long as the requested relief is not inconsistent with the CCAA or which would raise concerns regarding public policy.

CCAA, s. 50, 61(1) and (2).

45. The central principle animating the exercise of the Court's discretion under Part IV is comity, which is embodied in ss. 44(a) and 52(1) of the CCAA. Pursuant to the principle of comity, a Canadian court will accord respect to "the overall thrust of foreign bankruptcy and insolvency legislation in any analysis, unless in substance generally it is so different from the bankruptcy and insolvency law of Canada or perhaps because the legal process that generates the foreign order diverges *radically* from the process here in Canada."

CCAA, ss. 44(a) and 52(1).

Re Babcock & Wilcox Canada Ltd, 2000 CanLII 22482 (ONSC) [**Babcock & Wilcox**] at para. 21 ([CanLII](#)).

See also *Re Hollander Sleep Products, LLC*, 2019 ONSC 3238, at para. 41 ([CanLII](#)).

46. Typically, a Canadian court will only refuse to recognize an order of another court in situations where s. 61(2) of the CCAA is triggered. Section 61(2) of the CCAA provides that nothing "prevents the court from refusing to do something that would be contrary to public policy." Notably, Canadian courts have held that this exception to recognition should be interpreted narrowly and it is not a justification to deny recognition of the foreign law or relief granted thereunder solely because the law of a foreign jurisdiction is different than Canadian law. For example, in *Marciano (Séquestre de)*, Dalphond J.A. of the Quebec Court of Appeal stated:

It is quite true that the final civil awards made by the California Superior Court are well beyond what a Canadian court would likely grant in similar circumstances. However it should not be forgotten that Marciano himself was claiming very substantial amounts against the defendants/cross-plaintiffs who, as the trial judge pointed out, were earning \$35,000 to \$50,000 annually. In appearance, the Civil Judgments are commensurate with Marciano's claims and should not be considered in themselves a basis to refuse enforcement in Canada. Considering that the defence of public policy should have a narrow application, it could not be invoked to refuse to recognize the US bankruptcy judgment. Gottlieb's motion to obtain the recognition of the US bankruptcy judgment could not be denied on grounds of public policy. [emphasis added]

Marciano (Séquestre de), 2012 QCCA 1881 at para. 76 ([CanLII](#)); leave to appeal refused 2013 CanLII 21748 (SCC) ([CanLII](#)).

See also *Re Hartford Computer Hardware, Inc.*, 2012 ONSC 964 at para. 17 ([CanLII](#)).

47. In cross-border insolvencies, Canadian and U.S. courts routinely seek to complement, coordinate and, where appropriate, accommodate the proceedings of the other court to enable cross-border enterprises to successfully restructure. Comity and cooperation are increasingly important in the restructuring context: as businesses become more internationalized, those businesses will have a significant number of assets and also carry on business in several jurisdictions. Without coordination by the courts of cross-border restructuring proceedings, the result would be multiple proceedings with the likely consequence of inconsistent court orders and decisions and general uncertainty as to the direction and effect on creditors and stakeholders in various jurisdictions of the restructuring proceedings.

Babcock & Wilcox at paras. 9 to 10 ([CanLII](#)), citing *Taylor v Dow Corning Australia Pty Ltd.* (December 18, 1997), Doc 8438/95 (Australia Vic Sup Ct).

(ii) Canadian Courts Have Recognized Similar Orders in Other Part IV Proceedings

48. The relief sought by the Foreign Representative is not unusual. Canadian courts have, on numerous occasions, recognized U.S. court orders that confirm a plan of reorganization pursuant to the Bankruptcy Code. In *Xerium*, most notably, Campbell J. recognized a U.S. confirmation order in connection with a plan of reorganization that had been overwhelmingly accepted by voting creditors. In deciding whether to exercise his discretion to recognize the U.S. confirmation order, Campbell J. took into account the following non-exhaustive and non-exclusive considerations, which were first laid out by Farley J. in *Babcock & Wilcox*:

- (a) The recognition of comity and cooperation between courts of various jurisdictions is to be encouraged;
- (b) Respect should be accorded to the overall thrust of foreign bankruptcy and insolvency legislation in any analysis, unless in substance generally it is sufficiently different from the bankruptcy and insolvency law of Canada, or perhaps because

the legal process that generates the foreign order diverges radically from the process here in Canada;

- (c) All stakeholders are to be treated equitably and, to the extent reasonably possible, common or like stakeholders are to be treated equally;
- (d) Plans that allow the enterprise to reorganize globally, especially where there is an established interdependence on a transnational basis, should be promoted. To the extent reasonably practicable, one jurisdiction should take charge of the principle administration of the enterprise's reorganization, where such principal type approach will facilitate a potential reorganization and will respect the claims of stakeholders and does not detract from the net benefits that may be available from alternative approaches;
- (e) The role of the court and the extent of the jurisdiction it exercises will vary on a case by case basis and depend to a significant degree upon the court's nexus to that enterprise. Where one jurisdiction has an ancillary role, the court in the ancillary jurisdiction should be provided with information on an ongoing basis and be kept apprised of developments regarding the re-organizational efforts in the foreign jurisdiction. Further, stakeholders in the ancillary jurisdiction should be afforded appropriate access to the proceedings in the principal jurisdiction; and
- (f) Notice as effective as is reasonably possible should be given to all affected stakeholders, with an opportunity for such stakeholders to come back into court to review the granted order and seek its variation.

Babcock & Wilcox, supra, at para. 21 ([CanLII](#)).

Re Xerium Technologies Inc., 2010 ONSC 3974 [**Xerium**] at paras. 26 to 27 ([CanLII](#)).

Ultra Petroleum Corp., 2017 YKSC 23 at para. 9 ([CanLII](#)) [**Ultra Petroleum**].

49. In *Xerium*, Campbell J. found that he had “the authority and indeed obligation” to recognize the U.S. court’s confirmation order and that the “recognition sought is precisely the kind of comity in international insolvency contemplated by Part IV of the CCAA”. He concluded by deferring to the U.S. court, writing that the same principles that motivated the U.S. court to grant the confirmation order underlie the CCAA:

By confirming the Plan, the U.S. Bankruptcy Court has concluded that the Plan complies with applicable U.S. Bankruptcy principles and that, *inter alia*:

- (a) it is made in good faith;
- (b) it does not breach any applicable law;
- (c) it is in the interests of the Chapter 11 Debtors' creditors and equity holders; and
- (d) it will not likely be followed by the need for liquidation or further financial reorganization of the Chapter 11 Debtors.

These are principles which also underlie the CCAA, and thus dictate in favour of the Plan's recognition and implementation in Canada.

In granting the recognition order sought, I am satisfied that the implementation of the Plan in Canada not only helps to ensure the orderly completion to the Chapter 11 Debtors’ restructuring process, but avoids what otherwise might have been a time-consuming and costly process were the Canadian part of the Applicant itself to make a separate restructuring application under the CCAA in Canada.

Xerium, *supra*, at paras. 12, 23, and 28 to 29 ([CanLII](#)).

(iii) The Confirmation Order Should Be Recognized by this Court

50. The Plan and Confirmation Order satisfies the numerous factors set out in the CCAA and the cases cited above, including *Xerium*. Accordingly, this Court should recognize the Confirmation Order. Certain factors that dictate in favour of recognizing the Confirmation Order include the following:

- (a) **Creditor involvement:** The Plan is the product of nearly two years of tireless effort by the Chapter 11 Debtors and their creditors — numerous private and

governmental plaintiff constituencies in the Pending Actions — to reach a value-maximizing resolution to these cases. Those efforts included the Mediation to resolve the critical issue of allocation of the Chapter 11 Debtors' estates, and further negotiations that successfully secured a materially improved Shareholder Settlement.

Fourth Lowne Affidavit at paras. 26 to 30 and 39 to 41, Motion Record of the Foreign Representative, Tab 2.

- (b) **Equitable treatment:** Each class of claims or interests under the Plan receives the same treatment as every other claim or interest in such class. The Foreign Representative acknowledges that Canadian Governmental, Municipal and First Nations Claimants were classified as general unsecured creditors and differently than similar entities situated in the United States, however, the difference is reflective of the materially different claims these entities have against the Chapter 11 Debtors compared to U.S. domestic entities. Products in Canada were sold and marketed by Purdue Canada, not the Chapter 11 Debtors. Purdue Pharma has never manufactured, distributed, marketed, promoted or sold OxyContin in Canada. The issue was also squarely addressed by Judge Drain at the Confirmation Hearing:

I've reviewed the proofs of claim that they have filed in these cases against these Debtors. It is not clear from those claims, which essentially attach complaints against both non-debtor Purdue Canada and other non-debtors and these Debtors, whether the claims really are against the Debtors [...]

[...] I will note in this regard that there's been no indication in any claim by the [Objecting Municipal and First Nation] creditors that the Sacklers would be liable to them based on their conduct related to the U.S. Debtors. Indeed, as noted, there's really little indication that there's any claim against the U.S. Debtors in the first place [...]

[...] there is clearly a rational basis for separately classifying these objectors' claims from the U.S. public creditors and Native American Tribes, based upon the different regulatory regimes that the objectors operate under with regard to opioids and abatement [...]

Fourth Lowne Affidavit at para. 35, Motion Record of the Foreign Representative, Tab 2.

Bench Ruling (Transcript) dated September 1, 2021 at p. 51 l. 7 to 12, p. 57 l. 3 to 8, p. 54 l. 8 to 12, Motion Record of the Foreign Representative, Tab 2R.

- (c) **Creditor support:** The voting results confirm a historic level of consensus among creditors in support of the Plan. Overall, across all classes of voting creditors, more than 95% of the ballots cast and more than 96% of the amount of total voting dollars voted to accept the Plan. Each and every class of creditors that voted overwhelmingly voted to accept the Plan;

Fourth Lowne Affidavit at para. 51, Motion Record of the Foreign Representative, Tab 2.

- (d) **Creditors' best interest:** The Plan is in the best interests of the Chapter 11 Debtors' creditors. The Plan provides for recoveries that are no less than, and in many cases far greater than, what creditors might receive in a liquidation.

Fourth Lowne Affidavit at para. 29, Motion Record of the Foreign Representative, Tab 2.

Bench Ruling (Transcript) dated September 1, 2021 at p. 99 l. 4 to 18, p. 145 l. 10 to 12, Motion Record of the Foreign Representative, Tab 2R.

- (e) **No breach of law:** The Plan satisfies the applicable provisions of the Bankruptcy Code. Indeed, Judge Drain of the Bankruptcy Court presided over the Confirmation Hearing for three weeks, heard 41 witness testify, had 2,800 exhibits introduced into evidence, and heard three days of oral arguments. Following that lengthy hearing, and only after hearing fully from objecting stakeholders, Judge Drain provided extensive reasons (in a 155-page transcribed decision of his oral reasons) for approving the Plan and overruling the remaining objections.

Fourth Lowne Affidavit at para. 52, Motion Record of the Foreign Representative, Tab 2.

Bench Ruling (Transcript) dated September 1, 2021, Motion Record of the Foreign Representative, Tab 2R.

- (f) **Good faith:** The Plan was proposed in good faith. At the outset of the Chapter 11 Cases, the Chapter 11 Debtors agreed to turn over substantially all of their assets to creditors and to transferring as much value as possible for purposes of abating the opioid crisis. The Plan, which is the product of nearly two years of tireless effort by the Chapter 11 Debtors and their creditors, delivers on this goal by effectuating the transfer of billions of dollars for that very purpose.

Fourth Lowne Affidavit at para. 33, Motion Record of the Foreign Representative, Tab 2.

Bench Ruling (Transcript) dated September 1, 2021 at p. 50 l. 7 to 15, Motion Record of the Foreign Representative, Tab 2R.

- (g) **No material prejudice to Canadian stakeholders:** The Chapter 11 Debtors not only addressed concerns of American stakeholders but, following hearing the concerns of Canadian stakeholders at recognition of the Disclosure Statement, engaged in constructive discussions and negotiations on the Shareholder Parties Release leading to the Canadian Governmental Claimant Stipulation and additional amendments to the Plan for the benefit of creditors generally. As a result of these efforts, at the Confirmation Hearing, Judge Drain found as follows:

I will note further that the plan makes it clear that with respect to any Canadian creditor that has a claim against Purdue Canada which is not a debtor here or a claim against any of the shareholder-released parties that is unrelated to a claim against the Debtors here, i.e., for example, a claim against them because of their role in Purdue Canada, those rights are expressly preserved under the plan. [...]

To the extent they are against Purdue Canada or other foreign non-debtors, those recoveries are fully preserved. They're not affected by the plan and claims against third-parties, including the Sacklers related to those types of

claims, as opposed to claims against these Debtors, are not enjoined. [...]

Again, there was a suggestion that the separate classification was also not in good faith, asserting basically the same argument that because the Canadian Municipalities and First Nations didn't have the same treatment and classification as the U.S. governmental entities and Native American Tribes, the plan was not in good faith or proposed in good faith.

But given the plan's rational basis for separate classification and the lack of any evidence to show that the objecting creditors were improperly silenced or excluded from negotiations, I find that the plan is proposed in good faith as to them.

Fourth Lowne Affidavit at paras. 41 to 42 and 53, Motion Record of the Foreign Representative, Tab 2.

Bench Ruling (Transcript) dated September 1, 2021 at p. 34 l. 14 to 21, p. 51 l. 13 to 18, p. 55 l. 17 to p.56 l. 3, Motion Record of the Foreign Representative, Tab 2R.

- (h) **Avoiding value destruction:** The Chapter 11 Debtors firmly believe that the Plan is the best available option for avoiding years of uncertain litigation that will almost certainly result in the complete destruction of the Chapter 11 Debtors, to the detriment of creditors who would be deprived of any material recovery for abating the opioid crisis. Creditors and stakeholders of the Chapter 11 Debtors have also reached the same conclusion demonstrated by the vast number voting for the approval of the Plan.

Bench Ruling (Transcript) dated September 1, 2021 at p. 145 l. 4 to 12, Motion Record of the Foreign Representative, Tab 2R.

Debtors' Information Brief dated September 15, 2019 at p. 4, Motion Record of the Foreign Representative, Tab 2B.

51. For these reasons, and the general objectives of promoting comity, cooperation, and the fair and efficient administration of cross-border insolvencies, the Conformation Order should be recognized.

B. These CCAA Proceedings Should Be Terminated

52. The Foreign Representative is requesting that this Court authorize the termination of these Recognition Proceedings following the occurrence of the implementation date and once the Information Officer files the Termination Certificate. In connection with the termination of the Recognition Proceedings, the Foreign Representative is also seeking (a) a release in favour of the Information Officer and its counsel relating to claims arising out of or in respect of the Recognition Proceedings, except for any claim or liability arising out of gross negligence or wilful misconduct; and (b) approval of the Information Officer's fees and activities.

Fourth Lowne Affidavit at paras. 65 to 68, Motion Record of the Foreign Representative, Tab 2.

53. As described above, s. 49 of the CCAA empowers this Court to make any order that it considers appropriate to protect the debtor's property or the interests of one or more creditors. This Court has previously exercised its authority pursuant to s. 49 to terminate a recognition proceeding in a manner similar to that proposed in the case at hand. It is also common for the information officer in a Part IV proceeding to be released from potential claims and to have its fees and activities approved.

CCAA, s. 49.

See e.g. *Re Knotel, Inc. et al.* (30 June 2021), Toronto CV-21-00658434-00CL (Ont Sup Ct [Comm List]) Order of Cavanagh J. at paras. 11 to 16 ([Monitor's website](#)).

Re syncreon Group B.V. et al. (19 September 2021), Toronto CV-19-624659-00CL (Ont Sup Ct [Comm List]) Order of Hainey J. at para. 7 ([Monitor's website](#)).

Re Relay Blocker, LLC et al. (24 January 2019), Toronto CV-18-597987-00CL (Ont Sup Ct [Comm List]) Order of McEwen J. at paras. 9 and 10 ([Monitor's website](#)).

54. The Foreign Representative supports the approval of the Information Officer's activities as described in its various reports to this Court. The Foreign Representative has reviewed the fees and disbursements of the Information Officer on invoices rendered to date and supports the approval of same.

Fourth Lowne Affidavit at para. 67, Motion Record of the Foreign Representative,
Tab 2.

55. The Foreign Representative also supports the granting of a release in favour of the Information Officer. The Information Officer and its legal counsel have been an important component of the Recognition Proceedings; they have contributed significantly to keeping this Court and Canadian stakeholders informed during the Recognition Proceedings and have facilitated various discussions between the Chapter 11 Debtors and Canadian stakeholders.

Fourth Lowne Affidavit at para. 68, Motion Record of the Foreign Representative,
Tab 2.

56. Finally, the Foreign Representative is requesting that this Court authorize the partial lifting of the Related Party Stay as described above in paragraph 41. The Foreign Representative consents and supports the partial lifting of the Related Party Stay.

Fourth Lowne Affidavit at para. 66, Motion Record of the Foreign Representative,
Tab 2.

57. For these reasons, the Foreign Representative requests that this Court authorize the termination of these Recognition Proceedings, grant a release in favour of the Information Officer, approve the Information Officer's fees and activities, and approve the partial lifting of the Related Party Stay.

PART IV - RELIEF REQUESTED

58. The Foreign Representative respectfully requests that this Court grant the form of Order included at Tab 4 of the Motion Record recognizing and enforcing the Confirmation Order in Canada.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 14th day of September 2021.



Stikeman Elliott LLP
Lawyers for the Foreign Representative

SCHEDULE “A”

LIST OF AUTHORITIES

1. *Marciano (Séquestre de)*, 2012 QCCA 1881 ([CanLII](#))
2. *Re Babcock & Wilcox Canada Ltd*, 2000 CanLII 22482 (ONSC) ([CanLII](#))
3. *Re Hartford Computer Hardware, Inc.*, 2012 ONSC 964 ([CanLII](#))
4. *Re Hollander Sleep Products, LLC*, 2019 ONSC 3238 ([CanLII](#))
5. *Re Knotel, Inc. et al.* (30 June 2021), Toronto CV-21-00658434-00CL (Ont Sup Ct [Comm List]) Order of Cavanagh J. ([Monitor's website](#))
6. *Re Relay Blocker, LLC et al.* (24 January 2019), Toronto CV-18-597987-00CL (Ont Sup Ct [Comm List]) Order of McEwen J. ([Monitor's website](#))
7. *Re syncreon Group B.V. et al.* (19 September 2021), Toronto CV-19-624659-00CL (Ont Sup Ct [Comm List]) Order of Hainey J. ([Monitor's website](#))
8. *Re Xerium Technologies Inc.*, 2010 ONSC 3974 ([CanLII](#))
9. *Ultra Petroleum Corp.*, 2017 YKSC 23 ([CanLII](#))

SCHEDULE “B”

STATUTES

Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended

Purpose

44. The purpose of this Part is to provide mechanisms for dealing with cases of cross-border insolvencies and to promote

- (a) cooperation between the courts and other competent authorities in Canada with those of foreign jurisdictions in cases of cross-border insolvencies;
- (b) greater legal certainty for trade and investment;
- (c) the fair and efficient administration of cross-border insolvencies that protects the interests of creditors and other interested persons, and those of debtor companies;
- (d) the protection and the maximization of the value of debtor company's property; and
- (e) the rescue of financially troubled businesses to protect investment and preserve employment.

Interpretation

Definitions

45. (1) The following definitions apply in this Part.

“foreign court” means a judicial or other authority competent to control or supervise a foreign proceeding.

“foreign main proceeding” means a foreign proceeding in a jurisdiction where the debtor company has the centre of its main interests.

“foreign non-main proceeding” means a foreign proceeding, other than a foreign main proceeding. “foreign proceeding” means a judicial or an administrative proceeding, including an interim proceeding, in a jurisdiction outside Canada dealing with creditors' collective interests generally under any law relating to bankruptcy or insolvency in which a debtor company's business and financial affairs are subject to control or supervision by a foreign court for the purpose of reorganization.

“foreign representative” means a person or body, including one appointed on an interim basis, who is authorized, in a foreign proceeding respect of a debtor company, to

- (f) monitor the debtor company's business and financial affairs for the purpose of reorganization; or
- (g) act as a representative in respect of the foreign proceeding.

Centre of debtor company's main interests

(2) For the purposes of this Part, in the absence of proof to the contrary, a debtor company's registered office is deemed to be the centre of its main interests.

...

Other orders

49. (1) If an order recognizing a foreign proceeding is made, the court may, on application by the foreign representative who applied for the order, if the court is satisfied that it is necessary for the protection of the debtor company's property or the interests of a creditor or creditors, make any order that it considers appropriate, including an order

- (a) if the foreign proceeding is a foreign non-main proceeding, referred to in subsection 48(1);
- (b) respecting the examination of witnesses, the taking of evidence or the delivery of information concerning the debtor company's property, business and financial affairs, debts, liabilities and obligations; and
- (c) authorizing the foreign representative to monitor the debtor company's business and financial affairs in Canada for the purpose of reorganization.

Restriction

(2) If any proceedings under this Act have been commenced in respect of the debtor company at the time an order recognizing the foreign proceeding is made, an order made under subsection (1) must be consistent with any order that may be made in any proceedings under this Act.

Application of this and other Acts

(3) The making of an order under paragraph (1)(a) does not preclude the commencement or the continuation of proceedings under this Act, the Bankruptcy and Insolvency Act or the Winding-up and Restructuring Act in respect of the debtor company.

Terms and conditions of orders

50. An order under this Part may be made on any terms and conditions that the court considers appropriate in the circumstances.

...

Obligations

Cooperation — court

52(1) If an order recognizing a foreign proceeding is made, the court shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.

Cooperation — other authorities in Canada

(2) If any proceedings under this Act have been commenced in respect of a debtor company and an order recognizing a foreign proceeding is made in respect of the debtor company, every person who exercises powers or performs duties and functions under the proceedings under this Act shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.

Forms of cooperation

(3) For the purpose of this section, cooperation may be provided by any appropriate means, including

- (a) the appointment of a person to act at the direction of the court;
- (b) the communication of information by any means considered appropriate by the court;
- (c) the coordination of the administration and supervision of the debtor company's assets and affairs;
- (d) the approval or implementation by courts of agreements concerning the coordination of proceedings; and
- (e) the coordination of concurrent proceedings regarding the same debtor company.

...

Court not prevented from applying certain rules

61.(1) Nothing in this Part prevents the court, on the application of a foreign representative or any other interested person, from applying any legal or equitable rules governing the recognition of foreign insolvency orders and assistance to foreign representatives that are not inconsistent with the provisions of this Act.

Public policy exception

(2) Nothing in this Part prevents the court from refusing to do something that would be contrary to public policy

AND IN THE MATTER OF PURDUE PHARMA L.P., PURDUE PHARMA INC., RHODES ASSOCIATES L.P., PAUL LAND INC., RHODES TECHNOLOGIES, , RHODES PHARMACEUTICALS L.P., UDF LP, SVC PHARMA INC., BUTTON LAND L.P., SVC PHARMA LP, QUIDNICK LAND L.P., SEVEN SEAS HILL CORP., OPHIR GREEN CORP., PURDUE PHARMA OF PUERTO RICO, AVRIO HEALTH L.P., PURDUE TRANSDERMAL TECHNOLOGIES L.P., PURDUE PHARMACEUTICALS L.P., PURDUE PHARMA MANUFACTURING L.P., ALDON THERAPEUTICS L.P., IMBRIUM THERAPEUTICS L.P., GREENFIELD BIOVENTURES L.P., NAYATT COVE LIFESCIENCE INC., PURDUE NEUROSCIENCE COMPANY, PURDUE PHARMACEUTICALS PRODUCTS L.P.

APPLICATION OF PURDUE PHARMA L.P., UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

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(Returnable September 21, 2021)**

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