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Court File No. CV-18-603054-00CL

**NINTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
OLD API WIND-DOWN LTD. (formerly known as ARALEZ PHARMACEUTICALS INC.)**

**MAY 9, 2019**

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**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 A PLAN OF COMPROMISE OR ARRANGEMENT OF  
OLD API WIND-DOWN LTD.  
(formerly ARALEZ PHARMACEUTICALS INC.)**

**NINTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
OLD API WIND-DOWN LTD.  
(formerly ARALEZ PHARMACEUTICALS INC.)**

**MAY 9, 2019**

## I. INTRODUCTION

1. On August 10, 2018 (the “**Filing Date**”), the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued an order (the “**Initial Order**”) granting Aralez Pharmaceuticals Inc. and Aralez Pharmaceuticals Canada Inc. (“**Aralez Canada**” and together with Aralez Pharmaceuticals Inc., the “**Companies**”) protection pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and appointing Richter Advisory Group Inc. (“**Richter**”) as Monitor of the Companies in their CCAA proceedings (the “**Monitor**”). The Initial Order provided the Companies with a stay of proceedings until September 7, 2018. The Companies’ CCAA proceedings are referred to herein as the “**CCAA Proceedings**”.
2. Also on the Filing Date, Aralez Pharmaceuticals Management Inc. (“**APMI**”), Aralez Pharmaceuticals R&D Inc., Aralez Pharmaceuticals U.S. Inc. (“**APUS**”), POZEN Inc., Halton Laboratories LLC, Aralez Pharmaceuticals Holdings Limited (“**APHL**”) and Aralez Pharmaceuticals Trading DAC (“**Trading DAC**”, and collectively with the foregoing, the “**Chapter 11 Debtors**”; and the Chapter 11 Debtors together with the Companies, collectively the “**Aralez Entities**”) each filed voluntary petitions with the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Court**”) for relief under title 11 of the United States Bankruptcy Code, 11 U.S.C § 101-1532 (the “**Chapter 11 Proceedings**”).
3. On September 5, 2018, the Court issued the Amended and Restated Initial Order (the “**Amended Initial Order**”), which incorporated certain amendments to the Initial Order. Also on September 5, 2018, the Court issued an order extending the stay of proceedings in respect of the Companies to November 14, 2018.
4. On October 10, 2018, the Court granted orders approving, among other things:
  - (i) the proposed sales process (the “**Sales Process**”), including the bidding procedures and bid protections to be used in connection with the Sales Process;
  - (ii) the share purchase agreement (the “**Share Purchase Agreement**”) dated September 18, 2018, between the Companies and Nuvo Pharmaceuticals Inc. (“**Nuvo**”) for the sale of all of the shares of Aralez Canada (the “**Canadian Assets**”), which would serve as a stalking horse bid as part of the Sales Process;
  - (iii) a priority charge (the “**Bid Protections Charge**”) in favour of Nuvo as security for payment of the Termination Fee and the Expense Reimbursement (as defined in the Share Purchase Agreement”);
  - (iv) the procedure to solicit claims against the Companies and any of the Companies’ current and former directors and officers (the “**Claims Process**”), including establishing November 29, 2018, by 5:00 p.m. (EST) (the “**Claims Bar Date**”) as the deadline for creditors to file Pre-Filing Claims or D&O Claims (as defined in such Order (the “**Claims Procedure Order**”)); and

- (v) an extension of the stay of proceedings in respect of the Companies to December 7, 2018.
5. On October 25, 2018, the Court granted an order approving a cross-border insolvency protocol to provide coordination and cooperation between the Court and the U.S. Court overseeing the Chapter 11 Proceedings.
6. On November 16, 2018, the Court granted an order approving, among other things, the Companies' proposed key employee retention plan (the "**KERP**"). On November 28, 2018, the Court granted an order approving the Companies' proposed key executive incentive plan (the "**KEIP**") and granting a charge (the "**Key Employees Charge**") in favour of the participants under the KERP and the KEIP, including the priority ranking thereto.
7. On December 7, 2018, the Court granted an order approving, among other things:
- (i) the transaction contemplated by the Share Purchase Agreement (the "**Nuvo Transaction**");
  - (ii) vesting in Nuvo, upon the closing of the Nuvo Transaction, the right, title and interest of Aralez Pharmaceuticals Inc. in and to the Canadian Assets; and
  - (iii) terminating the CCAA Proceedings and discharging Richter as Monitor in respect of Aralez Canada upon the filing of a certificate by the Monitor (save and except for certain further responsibilities pertaining to claims filed against Aralez Canada pursuant to the Claims Process) (the "**Aralez Canada CCAA Termination Order**").
8. On December 17, 2018, the Court granted orders approving, among other things:
- (i) the transaction contemplated by the asset purchase agreement (the "**Intercept APA**") dated December 6, 2018, between Aralez Canada and Intercept Pharmaceuticals, Inc. ("**Intercept**"), for the sale of the Bezafibrate US Assets (as defined in the Intercept APA) (the "**Intercept Transaction**");
  - (ii) vesting in Intercept, upon the closing of the Intercept Transaction, Aralez Canada's right, title and interest in and to the Bezafibrate US Assets; and
  - (iii) the distribution protocol for any interim or future distributions made in cash or otherwise to Deerfield Private Design Fund III, L.P. and Deerfield Partners, L.P., (collectively, "**Deerfield**" or the "**DIP Lender**"), subject to Aralez Pharmaceuticals Inc. maintaining a sufficient reserve of funds (the "**Reserve**") to satisfy priority charges, any post-closing matters related to the Nuvo Transaction, and the ongoing obligations of Aralez Pharmaceuticals Inc. (such order being the "**Distribution Order**").

9. On January 30, 2019, the Court granted orders:
  - (i) authorizing Aralez Pharmaceuticals Inc. to change its corporate name to Old API Wind-down Ltd. (“**API**”) and amending the style of cause of the CCAA Proceedings, which was a requirement of the Share Purchase Agreement; and
  - (ii) extending the stay of proceedings in respect of API to April 19, 2019.
10. On March 28, 2019, the Court granted an order (the “**March 28 Order**”) authorizing API to transfer certain intercompany claims to one or more of its affiliates for nominal consideration and extending the stay of proceedings in respect of API to July 31, 2019.
11. Richter, in its capacities as Proposed Monitor and Monitor, has previously provided this Court with nine reports (the “**Prior Reports**”). Pursuant to the Aralez Canada CCAA Termination Order, this Court has approved the pre-filing, first, second, third, fourth and fifth reports of the Monitor and the activities and conduct of the Monitor referred to therein. The Monitor did not, however, seek approval of its accounts or those of its counsel, Torys LLP (“**Torys**”), at the time that the Aralez Canada CCAA Termination Order was obtained.
12. A copy of the sixth report of the Monitor dated December 12, 2018 (the “**Sixth Report**”), the seventh report of the Monitor dated January 25, 2019 (the “**Seventh Report**”), and the eighth report of the Monitor dated March 21, 2019 (the “**Eighth Report**”), are attached hereto (without appendices) as **Appendices “A”, “B”, and “C”**, respectively.
13. The Amended Initial Order and copies of other material documents pertaining to the CCAA Proceedings are available on the Monitor’s website at <http://insolvency.richter.ca/A/Aralez-Pharmaceuticals>.

## II. PURPOSE OF REPORT

14. The purpose of this report of the Monitor (the “**Ninth Report**”) is to provide information to the Court pertaining to:
  - (i) the activities of the Monitor since the Eighth Report;
  - (ii) an update on certain matters in connection with the CCAA Proceedings, including the Nuvo Transaction, distributions made to Deerfield and the Claims Process;
  - (iii) API’s reported receipts and disbursements for the period from March 16, 2019, to May 3, 2019, including a comparison of reported to forecast results;
  - (iv) the accounts of the Monitor and its legal counsel, Torys, since the commencement of the proceedings up to and including April 30, 2019, and the estimated additional fees and disbursements to the effective date of the termination of the CCAA Proceedings;

- (v) API's motion for an order (the "**Termination Order**"):
  - (a) approving the Sixth Report, the Seventh Report, the Eighth Report and the Ninth Report, and the activities, actions and the conduct of the Monitor set out therein;
  - (b) approving the accounts of the Monitor and Torys, including the Remaining Fees and Disbursements (as hereinafter defined), as set out in this Ninth Report;
  - (c) terminating, releasing and discharging, effective immediately upon the granting of such order, the DIP Lender's Charge (as defined in the Initial Order), the Bid Protections Charge, the Key Employees Charge, and the Transactional Fee Charge (as defined in the Amended Initial Order);
  - (d) authorizing API to file an assignment in bankruptcy;
  - (e) terminating the CCAA Proceedings and the stay of proceedings upon the filing of a certificate (the "**Discharge Certificate**") by the Monitor with the Court certifying that the Remaining Matters (as hereinafter defined) have been completed;
  - (f) terminating, releasing and discharging the Administration Charge and the D&O Charge (each as defined in the Initial Order), effective upon the filing of the Discharge Certificate;
  - (g) discharging Richter in its capacity as Monitor upon the filing of the Discharge Certificate; and
  - (h) upon the Monitor's discharge, releasing Richter from any and all liability that it now has, or may hereafter have, by reason of, or in any way arising out of, its acts or omissions while acting as Monitor, save and except for any gross negligence or willful misconduct on the part of the Monitor.

### III. TERMS OF REFERENCE

15. In preparing this Ninth Report, the Monitor has relied solely on information and documents provided by API and its financial advisor, Alvarez & Marsal Canada Inc. and Alvarez & Marsal Healthcare Industry Group LLC (collectively, "**A&M**"), including unaudited financial information and declarations and affidavits of API executives (collectively, the "**Information**"). In accordance with industry practice, Richter has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Auditing Standards ("**GAAS**") pursuant to the *Chartered Professional Accountants of Canada Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
16. Unless otherwise stated, all monetary amounts noted herein are expressed in United States ("**U.S.**") dollars, which is API's common reporting currency.

17. Capitalized terms used but not defined in this Ninth Report are defined in the Affidavit of Mr. Christopher Freeland sworn May 8, 2019 (the “**May 8 Freeland Affidavit**”), filed in support of the within motion. This Ninth Report should be read in conjunction with the May 8 Freeland Affidavit, as certain information contained in the May 8 Freeland Affidavit has not been included herein in order to avoid unnecessary duplication.

#### **IV. ACTIVITIES OF THE MONITOR**

18. Since the date of the Ninth Report, the Monitor’s activities have included:
- (i) monitoring of API’s cash flows and reviewing analyses on variances to API’s cash flow forecast;
  - (ii) approving the payment of certain post-filing obligations of API pursuant to the terms of the Amended Initial Order;
  - (iii) attending at Court in connection with the March 28 Order;
  - (iv) corresponding with API, Nuvo, Deerfield, and their respective advisors, in respect of the claims received pursuant to the Claims Process;
  - (v) reviewing the Closing Date Statement (as hereinafter defined) and dealing with other post-closing matters in connection with the Nuvo Transaction;
  - (vi) corresponding with A&M, API and Deerfield with respect to the making of one or more further distributions to Deerfield from the funds in the Reserve;
  - (vii) corresponding and communicating with Deerfield and its legal counsel;
  - (viii) corresponding and communicating with Torys;
  - (ix) monitoring the Chapter 11 Proceedings and matters of interest to API in the Chapter 11 Proceedings;
  - (x) responding to calls and enquiries from creditors and other stakeholders regarding the CCAA Proceedings;
  - (xi) posting materials to the Monitor’s website; and
  - (xii) preparing this Ninth Report.

#### **V. UPDATE ON CERTAIN MATTERS RELATED TO THE CCAA PROCEEDINGS**

##### **Nuvo Transaction**

19. Pursuant to the Share Purchase Agreement, Nuvo was required to prepare and deliver to API, within 75 days of the Closing Date, a statement (the “**Closing Date Statement**”) setting forth Nuvo’s calculation of the Closing Net Working Capital, the Closing Indebtedness, and the Closing Net Cash (each term as defined in the Share Purchase Agreement). As noted in the Eighth Report, the Closing Date Statement was delivered by Nuvo on

March 15, 2019. On April 4, 2019, API delivered a notice (the “**Notice of Objection**”) to Nuvo objecting to the Closing Date Statement.

20. After ongoing discussions among Nuvo and API, in consultation with the Monitor and Deerfield, and their respective advisors, the parties resolved the Notice of Objection without the need for the dispute resolution process contemplated under the Share Purchase Agreement. On May 7, 2019, the parties reached an agreement in principle that would result in an approximately \$1.8 million (the “**Adjustment Amount**”) post-closing increase to the purchase price and corresponding payment from Nuvo to API. The parties are currently in the process of documenting the agreement.
21. As a result of the foregoing, the final proceeds from the Nuvo Transaction will amount to approximately \$59.5 million, which amount includes the \$2.5 million deposit previously paid by Nuvo to the Escrow Agent (as defined in the Share Purchase Agreement). Once payment of the Adjustment Amount is received from Nuvo, all matters to be attended to in connection with the Nuvo Transaction will be complete and accordingly, Nuvo and API shall instruct the Escrow Agent to release the remaining \$1.0 million held from the initial deposit to the Monitor.

### **Claims Process**

22. The Monitor received 39 claims (the “**Aralez Canada Claims**”) totalling \$66.7 million filed against Aralez Canada and 34 claims (the “**API Claims**”) totaling \$136.9 million filed against API as at the Claims Bar Date. All of the Aralez Canada Claims have been irrevocably settled or withdrawn. In addition to the Aralez Canada Claims, the Monitor received two additional Pre-Filing Claims (as defined in the Claims Procedure Order) (the “**Late Claims**”) filed after the Claims Bar Date against Aralez Canada.
23. Pursuant to the Claims Procedure Order, any person that did not file a proof of claim on or before the Claims Bar Date is not entitled to receive any distribution in respect of such claim and is barred from making or enforcing such claim against the Companies and their directors and officers. Further, the Monitor nor API has any discretion to accept any claim submitted subsequent to the Claims Bar Date.
24. As part of the ongoing efforts to resolve the Notice of Objection, API and Nuvo agreed that Aralez Canada (now owned by Nuvo) will address the Late Claims. Counsel to API has advised the Monitor that notice will be sent to the holders of the Late Claims advising that the Late Claims have been barred pursuant to the Claims Procedure Order, and that it would be up to the claimants to seek resolution of the Late Claims with Aralez Canada or relief from the Court. Any resolution of the Late Claims will not impact the Adjustment Amount.
25. The Claims Procedure Order does not establish a process for the resolution or adjudication of Claims. As the API Claims are all either unsecured or equity claims, and Deerfield, as the secured creditor of the Aralez Entities,

including API, will suffer a significant shortfall on its advances, there will be no recovery available to creditors or shareholders in respect of the API Claims. As such, API does not intend to seek a further order of the Court to determine and resolve any of the API Claims.

## Distributions

26. The Distribution Order provides that any portion of the Reserve determined by the Monitor, in consultation with API and Deerfield, to no longer be necessary or appropriate to retain, shall be distributed to Deerfield as soon as practicable following such determination, up to the maximum amount of the obligations owing by the Aralez Entities under the June 8, 2015, loan agreement (as amended) (the “**Facility Agreement**”) between Deerfield, as lender, and API, Aralez Canada and Pozen, as borrowers. As noted in the Prior Reports, the Aralez Entities owed Deerfield approximately \$281.5 million under the Facility Agreement as at the Filing Date, of which approximately \$54 million<sup>1</sup> remained outstanding after accounting for the distributions made by the Aralez Entities, including API, to Deerfield as part of the CCAA Proceedings and the Chapter 11 Proceedings.
27. On April 26, 2019, Travis and Tonya Gunderson (collectively, the “**Gundersons**”), shareholders of API that filed a claim against API as part of the Claims Process, contacted the Monitor via email to request, *inter alia*, that the Monitor: (i) inform the Court of the Gundersons’ objection to the planned sale of Zontivity, filed in the Chapter 11 Proceedings; and (ii) make no further distributions to Deerfield until the Gundersons’ claim against API is settled. The Gundersons have apparently detailed this and other objections – including allegations with respect to the role and conduct of Deerfield and the propriety of Deerfield receiving distributions in priority to shareholders – in filings made in the Chapter 11 Proceedings. The Monitor notes that the Gundersons also filed a claim against Aralez Canada for financial losses incurred in connection with their API shareholdings, but subsequently agreed to irrevocably withdraw the claim as against Aralez Canada.
28. On May 3, 2019, the Monitor’s counsel informed Mr. Gunderson that: (i) the Monitor has no formal role in the U.S. Chapter 11 Proceedings; and (ii) in light of the Distribution Order (which authorized and directed the Monitor to make interim and future distributions to Deerfield), the Monitor has no authority to elect to cease making distributions to Deerfield. The Monitor’s counsel informed Mr. Gunderson of the within motion and pending motion materials (which have been or will be provided to the Gundersons) and agreed that the Monitor would inform the Court of the Gundersons’ objection filed in the Chapter 11 Proceedings.
29. As at May 3, 2019, API had distributed approximately \$57.4 million to Deerfield pursuant to the Distribution Order, either by way of direction or set-off of debt amounts. As discussed in greater detail below, approximately \$5.6

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<sup>1</sup> As set out in the Disclosure Statement Supplement for Second Amended Joint Liquidating Plan of the Debtors Under Chapter 11 of the Bankruptcy Code, dated March 27, 2019, Exhibit 1 page 9 (Docket 607).

million remained in the Reserve as at May 3, 2019. The granting of the Termination Order and the relief therein will facilitate the making of one or more further distributions to Deerfield.

## VI. CASH RECEIPTS AND DISBURSEMENTS FROM MARCH 16, 2019 TO MAY 3, 2019

30. API's consolidated cash flow projection for the period from March 16, 2019, to August 2, 2019 (the "**March 16 Cash Flow Forecast**"), was filed with the Court in support of its application for the March 28 Order.
31. API has continued to provide the Monitor with its cooperation and access to its books and records. The Monitor has implemented procedures for monitoring API's receipts and disbursements. The Monitor, with the assistance of A&M, has also worked with API to prepare forecast to actual variance analyses with respect to its weekly cash flows as compared to the March 16 Cash Flow Forecast.
32. A summary of API's actual to forecast results as compared to the March 16 Cash Flow Forecast for the period from March 16, 2019, to May 3, 2019, is set out as follows:

Old API Wind-Down Ltd. (formerly Aralez Pharmaceuticals Inc.)			
Cash Flow Variance Analysis			
For the Period March 16 to May 3, 2019			
(C\$ in Millions)	Forecast	Actual	Variance
<b>Total Receipts</b>	<b>\$0.00</b>	<b>\$0.06</b>	<b>\$0.06</b>
<b>DISBURSEMENTS</b>			
Operating Expenses	(\$0.28)	(\$0.21)	\$0.07
Professional Fees	(2.78)	(0.71)	2.08
<b>Total Disbursements</b>	<b>(\$3.06)</b>	<b>(\$0.92)</b>	<b>\$2.15</b>
<b>Total Net Cash Flow</b>	<b>(\$3.06)</b>	<b>(\$0.86)</b>	<b>\$2.21</b>
<b>CASH BALANCE</b>			
<b>Beginning Balance</b>	\$6.21	\$6.21	\$0.00
Total Net Cash Flow	(3.06)	(0.86)	2.21
<b>Ending Balance</b>	<b>\$3.15</b>	<b>\$5.36</b>	<b>\$2.21</b>

33. As reflected in the summary table above, API reported a net cash outflow of CAD\$0.9 million over the period, and a cash balance of approximately CAD\$5.4 million, as at May 3, 2019. The actual cash balance was approximately CAD\$2.2 million higher than forecast. The favourable cash flow variance principally relates to timing differences due to lower than projected professional fees, mainly with respect to transaction fees payable to API's investment banker.
34. The Monitor notes that the cash balance does not take into account the: (i) \$1.5 million held by the Monitor as part of the Reserve and (ii) the \$1.0 million held by the Escrow Agent as the balance of the deposit pursuant to

the Share Purchase Agreement. Adjusting for these amounts, the aggregate ending cash balance available to API would be approximately CAD\$8.6 million, of which, \$5.6 million (CAD\$7.3 million) relates to the Reserve.

## VII. UPDATE ON THE CHAPTER 11 PROCEEDINGS

### U.S. Plan

35. On February 5, 2019, the Chapter 11 Debtors, excluding Trading DAC, filed with the U.S. Court a Joint Liquidating Plan of Certain of the Debtors under Chapter 11 of the Bankruptcy Code (the “**Plan**”) and the Disclosure Statement to the Plan.
36. With the closing of the sale of the Toprol-XL franchise and the consensual resolution of the disputes among the Chapter 11 Debtors, Deerfield and AstraZeneca AB, the Chapter 11 Debtors filed their second amended Joint Liquidating Plan (the “**Second Amended Plan**”), which incorporated Trading DAC as a “Debtor” under the Plan and provided for the classification and treatment of claims against Trading DAC. On March 27, 2019, the Chapter 11 Debtors filed a supplement to the Disclosure Statement (the “**Disclosure Statement Supplement**”) for the Second Amended Plan.
37. Pursuant to the Disclosure Statement Supplement, the holders of general unsecured claims against the Chapter 11 Debtors (excluding Trading DAC) are projected to receive an estimated recovery of 51% on their prepetition claims, based on their pro rata share of a \$3.25 million fund available for payment to general unsecured creditors.
38. Based on the information available on the U.S. docket, the Chapter 11 Debtors received acceptance of the Second Amended Plan by each of the eligible voting classes.
39. On May 6, 2019, the U.S. Court heard the Chapter 11 Debtors’ motion for approval of the Second Amended Plan and granted an Order (I) Approving the Disclosure Statement Supplement and (II) Confirming the Second Amended Plan. The Monitor understands the Chapter 11 Debtors anticipate the Second Amended Plan to be implemented before the end of May 2019.
40. The Second Amended Plan requires that APUS merge with APMI and become the ultimate parent company of APHL. As both APMI and APHL are currently wholly owned by API, prior to the effective date of the Second Amended Plan, API will consent to the merger of APUS and APMI, and transfer its shares in APHL to APUS. As noted in the May 8 Freeland Affidavit, the shares of APMI and APHL have nominal equity value and the sole purpose of the transfers is to facilitate the implementation of the Second Amended Plan and the wind-up of API’s subsidiaries.

## Sale of Zontivity

41. On May 6, 2019, the U.S. Court heard the Chapter 11 Debtors' motion for Order (A) Authorizing and Approving (I) Sale of Zontivity Related Assets Free and Clear of Liens, Claims and Encumbrances, (II) Assumption and Assignment of Certain Executory Contracts, and (III) Settlement with Licensor of Related Intellectual Property; and (B) Granting Related Relief (the "**Zontivity Sale Order**"). As noted above, the Gundersons objected to the granting of the Zontivity Sale Order.
42. The U.S. Court entered the Zontivity Sale Order on May 6, 2019 and the Chapter 11 Debtors anticipate closing to occur on or about May 10, 2019.

## VIII. DISCHARGE OF THE MONITOR AND TERMINATION OF THE CCAA PROCEEDINGS

43. As noted in the May 8 Freeland Affidavit, API has no ongoing business operations and substantially all of its assets in Canada were sold pursuant to the Nuvo Transaction and the Intercept Transaction. However, there remain certain administrative matters (collectively, the "**Remaining Matters**") that need to be resolved by API, including:
  - (i) providing for the winding up of certain subsidiaries of API;
  - (ii) distributing the remaining proceeds from the Nuvo Transaction and the Reserve to Deerfield; and
  - (iii) transitioning the CCAA Proceedings into bankruptcy proceedings to allow for an orderly wind-up of API.
44. Once the Remaining Matters are completed, there will no longer be any need for the CCAA Proceedings. As such, API seeks the Termination Order providing for the termination of the CCAA Proceedings on the filing of the Discharge Certificate. The Termination Order and the proposed ancillary relief related thereto are being sought by API at this time in order to maximize efficiency and avoid the need for additional future Court appearances.
45. The proposed Termination Order provides for the termination, release and discharge of the DIP Lender's Charge, the Bid Protections Charge, the Key Employees Charge and the Transactional Fee Charge, effective upon the issuance of the Termination Order. As such, only the Administration Charge and the D&O Charge will remain until the delivery of the Discharge Certificate.
46. Subsequent to the eventual termination of the CCAA Proceedings, API will have no material assets with which to pay its remaining obligations, including the API Claims. To provide some finality to these proceedings, the proposed Termination Order authorizes, *inter alia*, API to file an assignment in bankruptcy and a lifting of the stay of proceedings to permit such assignment. Should the Court grant the requested relief, Richter has agreed to act as trustee in bankruptcy (the "**Trustee**"), provided that it receives funding for the administration of the

proceedings (there are no material assets remaining in the estate). Deerfield has agreed, in order to fund the bankruptcy, to provide a limited guarantee of the fees and disbursements of the Trustee (including those of its legal counsel). In support of such guarantee, Deerfield has agreed to the transfer by the Monitor of \$100,000 (the “**Administration Deposit**”) from the funds remaining in the Reserve to the Trustee. As a matter of expediency, the proposed Termination Order authorizes and directs the Monitor to transfer the Administration Deposit to the Trustee, concurrently with the commencement of the bankruptcy proceedings.

47. Upon the filing of the Discharge Certificate, the proposed Termination Order also provides for:
  - (i) the discharge of the Administration Charge;
  - (ii) the discharge of the D&O Charge;
  - (iii) the termination of the stay of proceedings granted in the CCAA Proceedings; and
  - (iv) the discharge of the Monitor and related customary relief, including a release of claims against the Monitor.
48. The proposed Termination Order contemplates releases effective to the date of the Termination Order if granted (the “**Releases**”) and separate releases for the period between the date of the Termination Order and the effective date of the termination of the CCAA Proceedings (the “**Subsequent Releases**”). The proposed Termination Order provides that the Monitor shall, at least seven days prior to the filing of the Discharge Certificate, provide notice to the service list in order to provide an opportunity for any interested party to object to the Subsequent Releases.
49. If no objections are received before the proposed filing date, the Subsequent Releases shall become effective on the date the Discharge Certificate is filed. If any objection is received within the seven-day period, the Subsequent Releases shall only become effective if the objection is resolved or upon further order of the Court.

## **IX. REQUEST FOR APPROVAL OF FEES AND DISBURSEMENTS**

50. The Monitor and Torys have maintained detailed records of their professional time and disbursements prior to and since the Monitor’s appointment.
51. Pursuant to paragraph 29 of the Amended Initial Order, the Monitor and its counsel shall each be paid their reasonable fees and disbursements as part of the CCAA Proceedings. Further, pursuant to paragraph 30 of the Amended Initial Order, the Monitor and its legal counsel shall pass their accounts from time to time. As noted above, this Court has already approved the activities and conduct of the Monitor as set out in the first, second, third, fourth and fifth reports of the Monitor (although the fees and disbursements in connection with such activities and conducts were not previously approved).

52. The total fees and disbursements of the Monitor during the period from July 31, 2018, to April 30, 2019 (the “**Richter Fee Period**”), amount to \$865,328.75, together with disbursements in the amount of \$61,872.21, both excluding sales taxes (collectively, the “**Richter Accounts**”). These amounts represent professional fees and disbursements not yet approved by the Court. Attached hereto as **Appendix “D”** is the affidavit of Pritesh Patel in respect of the Richter Accounts.
53. The total fees and disbursements of Torys during the period from July 6, 2018, to April 30, 2019 (the “**Torys Fee Period**”), amount to \$587,886.00, together with disbursements in the amount of \$20,948.38, both excluding sales taxes (collectively, the “**Torys Accounts**”). These amounts represent professional fees and disbursements not yet approved by the Court. Attached hereto as **Appendix “E”** is the affidavit of Lily Coodin in respect of the Torys Accounts.
54. The Monitor has reviewed the Torys Accounts and confirms that the services reflected therein have been duly authorized and duly rendered and that, in the Monitor’s opinion, the charges are reasonable.
55. On the assumption that there are no delays, disputes or unforeseen developments in connection with these proceedings, including the within motion and the performance of the Remaining Matters, the Monitor has estimated fees and disbursements in the amount of \$75,000, excluding applicable taxes (the “**Remaining Fees and Disbursements**”), for services that have been provided or will be provided for the period from May 1, 2019 to the date of the Discharge Certificate, as follows:
  - (i) Richter - \$50,000; and
  - (ii) Torys - \$25,000.
56. The above estimates take into consideration the reasonable professional and legal fees required to prepare the Ninth Report, participate in the within motion, and complete the Remaining Matters up to the effective date of discharge. If the actual Remaining Fees and Disbursements are less than the above estimates, no further Court approval of fees is required. If the actual Remaining Fees and Disbursements exceed the estimates, the Monitor will seek the consent of API to pay same, without further Order of the Court.
57. The fees and disbursements of the Monitor and its counsel, including the Remaining Fees and Disbursements, have been reviewed by API and Deerfield. The Monitor has been advised that API and Deerfield do not oppose these fees and disbursements.

**X. MONITOR'S CONCLUSION AND RECOMMENDATIONS**

58. For the reasons set out in this Ninth Report, the Monitor is of the view that the relief requested by API is both appropriate and reasonable and as such, the Monitor recommends that this Court grant the Termination Order.

All of which is respectfully submitted this 9<sup>th</sup> day of May, 2019.

**Richter Advisory Group Inc.  
In its capacity as CCAA Monitor of  
Old API Wind-down Ltd. (formerly Aralez Pharmaceuticals Inc.)  
and not in its personal or corporate capacity**

Per:

  
\_\_\_\_\_  
**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
**Senior Vice President**

  
\_\_\_\_\_  
**Adam Zeldin,**  
**CPA, CA, CIRP**  
**Manager**

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

Court File No. CV-18-603054-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
OLD API WIND-DOWN LTD.**

Applicant

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

**NINTH REPORT OF THE MONITOR**

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Lawyers for Richter Advisory Group Inc.,  
in its capacity as Monitor of Old API  
Wind-down Ltd. (formerly known as  
Aralez Pharmaceuticals Inc.)

# **Appendix "A"**

**RICHTER**

**Richter Advisory Group Inc.  
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Court File No. CV-18-603054-00CL

**SIXTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
ARALEZ PHARMACEUTICALS INC. AND ARALEZ PHARMACEUTICALS CANADA INC.**

**December 12, 2018**

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**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 A PLAN OF COMPROMISE OR ARRANGEMENT OF  
ARALEZ PHARMACEUTICALS INC. AND ARALEZ PHARMACEUTICALS CANADA INC.**

**SIXTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
ARALEZ PHARMACEUTICALS INC. AND ARALEZ PHARMACEUTICALS CANADA INC.**

**DECEMBER 12, 2018**

## I. INTRODUCTION

1. On August 10, 2018 (the “**Filing Date**”), the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued an order (the “**Initial Order**”) granting Aralez Pharmaceuticals Inc. (“**API**”) and Aralez Pharmaceuticals Canada Inc. (“**Aralez Canada**” and together with API, the “**Companies**”) protection pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and appointing Richter Advisory Group Inc. (“**Richter**”) as Monitor of the Companies in their CCAA proceedings (the “**Monitor**”). The Initial Order provided the Companies with a stay of proceedings until September 7, 2018. The Companies’ CCAA proceedings are referred to herein as the “**CCAA Proceedings**”.
2. Also on the Filing Date, Aralez Pharmaceuticals Management Inc., Aralez Pharmaceuticals R&D Inc., Aralez Pharmaceuticals U.S. Inc., POZEN Inc. (“**Pozen**”), Halton Laboratories LLC, Aralez Pharmaceuticals Holdings Limited and Aralez Pharmaceuticals Trading DAC (collectively with each of the foregoing entities, the “**Chapter 11 Entities**”, and with the Companies, collectively the “**Aralez Entities**”) each filed voluntary petitions with the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Court**”) for relief under title 11 of the United States Bankruptcy Code, 11 U.S.C § 101-1532 (the “**Chapter 11 Proceedings**”).
3. On September 5, 2018, the Court issued the Amended and Restated Initial Order (the “**Amended Initial Order**”), which incorporated certain amendments to the Initial Order. Also on September 5, 2018, the Court issued an order extending the stay of proceedings in respect of the Companies to November 14, 2018.
4. On October 10, 2018, the Court granted orders approving, among other things:
  - (i) the proposed sales process (the “**Sales Process**”), including the bidding procedures (the “**Bidding Procedures**”) and bid protections to be used in connection with the Sales Process;
  - (ii) the share purchase agreement (the “**Canadian Stalking Horse Agreement**”) dated September 18, 2018, between the Companies and Nuvo Pharmaceuticals Inc. (“**Nuvo**”) for the sale of all of the shares of Aralez Canada (the “**Canadian Assets**”), which would serve as a stalking horse bid as part of the Sales Process;
  - (iii) the procedure to solicit claims against the Companies and any of the Companies’ current and former directors and officers (the “**Claims Process**”); and
  - (iv) an extension of the stay of proceedings in respect of the Companies to December 7, 2018.
5. On October 25, 2018, the Court granted an order approving a cross-border insolvency protocol to provide coordination and cooperation between the Court and the U.S. Court overseeing the Chapter 11 Proceedings.

6. On November 16, 2018, the Court granted an order approving, among other things, the Companies' proposed key employee retention plan (the "**KERP**"). On November 28, 2018, the Court granted an order approving the Companies' proposed key executive incentive plan (the "**KEIP**") and granting a charge in favour of the participants under the KERP and the KEIP, including the priority ranking thereto.
7. On December 7, 2018, the Court granted an order approving, among other things:
  - (i) the transaction contemplated by the Canadian Stalking Horse Agreement between the Companies and Nuvo (the "**Nuvo Transaction**");
  - (ii) vesting in Nuvo, upon the closing of the Nuvo Transaction, API's right, title and interest in and to the Canadian Assets; and
  - (iii) terminating the CCAA Proceedings and discharging Richter as Monitor in respect of Aralez Canada upon the filing of a certificate by the Monitor (save and except for certain further responsibilities pertaining to claims filed against Aralez Canada pursuant to the Claims Process).
8. Richter, in its capacities as Proposed Monitor and Monitor, has previously provided this Court with six reports (the "**Prior Reports**"). The Prior Reports, the Amended Initial Order and copies of other material documents pertaining to the CCAA Proceedings are available on the Monitor's website at <http://insolvency.richter.ca/A/Aralez-Pharmaceuticals>.

## **II. PURPOSE OF REPORT**

9. The purpose of this report of the Monitor (the "**Sixth Report**") is to provide information to the Court pertaining to:
  - (i) background information on the Companies and the Bezafibrate US Assets (as hereinafter defined);
  - (ii) an overview of solicitation processes to market and sell the Bezafibrate US Assets;
  - (iii) the material terms and conditions of the asset purchase agreement dated December 6, 2018 (the "**Bezafibrate APA**"), between Aralez Canada and Intercept Pharmaceuticals, Inc. ("**Intercept**" or the "**Purchaser**"), for the sale of the Bezafibrate US Assets (the "**Transaction**"), subject to the Court's approval;
  - (iv) the Monitor's support for the Companies' request that this Court grant an order (the "**Approval and Vesting Order**"):
    - (a) approving the Bezafibrate APA and the Transaction, and authorizing Aralez Canada to take any and all steps necessary to complete the Transaction; and

- (b) upon closing of the Transaction, (i) vesting all right, title and interest of Aralez Canada in and to the Bezafibrate US Assets, and (ii) granting the Product IP License (as defined in the Bezafibrate APA), to the Purchaser free and clear of all liens, charges, security interests and other encumbrances, other than Permitted Encumbrances; and.
- (v) the proposed distribution protocol for sale proceeds received from the Nuvo Transaction and the Transaction, once closed, and the Monitor's support for the Companies' request that this Court grant an order approving such distributions (the "**Distribution Order**").

### III. TERMS OF REFERENCE

- 10. In preparing this Sixth Report, the Monitor has relied solely on information and documents provided by the Aralez Entities and their advisors, including unaudited financial information, declarations and affidavits of the Aralez Entities executives (collectively, the "**Information**"). In accordance with industry practice, Richter has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Auditing Standards ("**GAAS**") pursuant to the *Chartered Professional Accountants of Canada Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
- 11. Unless otherwise stated, all monetary amounts noted herein are expressed in United States ("**U.S.**") dollars, which is the Companies' common reporting currency.
- 12. Capitalized terms used but not defined in this Sixth Report are defined in the Bezafibrate APA or the Affidavit of Mr. Adrian Adams sworn December 6, 2018 (the "**December 6 Adams Affidavit**"), filed in support of the within motion. This Sixth Report should be read in conjunction with the December 6 Adams Affidavit, as certain information contained in the December 6 Adams Affidavit has not been included herein in order to avoid unnecessary duplication.

### IV. BACKGROUND

- 13. API was formed from the 2016 merger of Pozen, a Delaware corporation, and Tribute Pharmaceuticals Canada Inc. (predecessor to Aralez Canada) ("**Tribute**"), a corporation incorporated under the laws of the Province of Ontario. API is the ultimate parent and public company shell of the Aralez Entities and its affiliates. Aralez Canada, a wholly-owned, direct subsidiary of API, is the Canadian operating company of the Aralez Entities.
- 14. Aralez Canada is involved in, among other things, the development, marketing, distribution and sale of products containing bezafibrate as the active pharmaceutical ingredient in both Canada and the United States. However,

these two geographic territories are treated separately, including through separate agreements. The Transaction only involves the sale of Aralez Canada's rights in respect of the U.S. development, marketing, selling and distribution of such products (i.e. not the equivalent Canadian rights, which remain with Aralez Canada and are subsumed as part of the Nuvo Transaction).

15. Pursuant to a Sale, Marketing and Distribution agreement dated June 30, 2008, as amended (the "**Bezafibrate Canada Agreement**"), between Tribute and the predecessor of what is now Allergan Pharmaceuticals International Limited ("**Allergan**"), Aralez Canada agreed, *inter alia*, to perform certain sales, marketing and distribution activities, in Canada, for pharmaceutical products containing bezafibrate as the active pharmaceutical ingredient, to be sold under the trade-mark "Bezalip". Bezalip is a bezafibrate based, sustained release oral therapy for the treatment of high cholesterol.
16. In addition, pursuant to a Product Development and Profit Share Agreement dated May 4, 2011, as amended (the "**Bezafibrate US Agreement**"), between Tribute (now Aralez Canada) and the predecessor of Allergan, Tribute agreed to develop, manufacture and, if approved, market<sup>1</sup> pharmaceutical products containing bezafibrate, exclusively in the U.S. ("**Bezafibrate Products**"). For purposes of the Sixth Report, Bezafibrate Products refers to pharmaceutical products containing bezafibrate that are developed, manufactured and marketed in the U.S. pursuant to the Bezafibrate US Agreement.
17. The Monitor understands from its discussions with the Companies that, although Aralez Canada markets bezafibrate-based products (i.e. Bezalip) in Canada pursuant to the Bezafibrate Canada Agreement, Aralez Canada has not developed (and consequently, has not marketed or sold) any Bezafibrate Products in the U.S. since entering into the Bezafibrate US Agreement. As noted in the December 6 Adams Affidavit, none of the Chapter 11 Entities are parties to, or have any interest in, the Bezafibrate US Agreement.
18. The intention of Aralez Canada when it first entered into the Bezafibrate US Agreement was to develop and, if approved, market Bezafibrate Products in the U.S. At the time Aralez Canada entered into the Bezafibrate US Agreement, Aralez Canada operated with limited competition in the market for Bezafibrate Products. However, by 2016, Aralez Canada had several generic competitors in this space, which eroded the potential market share of Bezafibrate Products. Accordingly, developing and marketing any Bezafibrate Products in the U.S. was considered by the Companies to be challenging.

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<sup>1</sup> In accordance with the Bezafibrate US Agreement, "market" includes to promote, distribute, test, package, label, market, advertise, sell or offer to sell, and marketing has a corresponding meaning.

19. The Bezafibrate Products, together with the Product IP License and the Purchased Regulatory Documentation (each as defined in the Bezafibrate APA) and the Bezafibrate US Agreement (collectively, the “**Bezafibrate US Assets**”) constitute the assets to be sold to Intercept pursuant to the Bezafibrate APA.

## **V. PREVIOUS MARKETING EFFORTS**

20. The Monitor has been advised by management of the Aralez Entities that, as a means to explore strategic options and to determine if there was any third-party interest in developing and commercializing the Bezafibrate US Assets, Aralez Canada (including its predecessor, Tribute) conducted market outreach in search of a purchaser and/or strategic partner for the Bezafibrate US Assets, at times with the assistance of a financial advisor and at times conducted solely by management, as discussed further below.

### **2014 Marketing Process**

21. In February 2014, Tribute retained JSB Partners, LP (“**JSB**”), an investment banking and advisory firm specializing in biotechnology and pharmaceutical companies, to identify one or more parties interested in the Bezafibrate US Assets and work toward the completion of a transaction for same.
22. As part of its mandate, JSB contacted 96 parties identified as potential purchasers, including Intercept, to acquire or enter into a transaction for the Bezafibrate US Assets. Of the 96 parties contacted:
  - (i) 28 parties expressed an interest in the Bezafibrate US Assets;
  - (ii) 5 parties signed a non-disclosure agreement (“**NDA**”); and
  - (iii) 2 parties (the “**Interested Parties**”), but not Intercept, submitted non-binding term sheets to acquire the Bezafibrate US Assets.
23. The Monitor understands that the Aralez Entities, with the assistance of JSB, facilitated due diligence efforts by, among other things, providing management presentations to the Interested Parties. However, these efforts did not ultimately result in any binding commitments, and the marketing process was put on hold in mid-2015, primarily due to the Aralez Entities’ shifting their focus to the merger of Tribute and Pozen, as noted above.

### **2017 Marketing Process**

24. In 2017, after being advised by Intercept of its continued interest in a transaction for the Bezafibrate US Assets, the Aralez Entities decided to restart, without the engagement of a financial advisor, the process to identify a potential purchaser or strategic partner for the Bezafibrate US Assets. As part of the 2017 marketing process, the Monitor understands that the Aralez Entities contacted approximately 20 potential purchasers, including Intercept,

the Interested Parties and certain other parties that had expressed interest in the Bezafibrate US Assets as part of the 2014 marketing process conducted by JSB.

25. Management of the Aralez Entities advised the Monitor that the best offer received for the Bezafibrate US Assets was from Intercept, and the parties had agreed on basic non-binding terms by June 2017, as discussed further below.
26. Additional details concerning the previous marketing efforts can be found in the Confidential Supplement to the Sixth Report (the “**Confidential Supplement**”). The Confidential Supplement will be filed with the Court on a sealed and confidential basis, pending closing of the Transaction, and is subject to a sealing order pending closing of the Transaction. The Monitor has been advised by management of the Companies and their legal counsel that the Confidential Supplement contains commercially sensitive information that, if released, may jeopardize the Transaction and any subsequent attempts to market the Bezafibrate US Assets. The Monitor accepts the Companies’ position and the potential harm that would result if such information was not sealed. Accordingly, the Monitor supports the Companies’ request for a sealing order, as detailed in the December 6 Adams Affidavit. The Confidential Supplement will be provided to the Court electronically and in a sealed envelope prior to the return of the within motion.

### **Sales Process**

27. The Sales Process, which was conducted by the Aralez Entities with the assistance of its investment banker, Moelis & Company LLC (“**Moelis**”), provided for an orderly and competitive process through which potential acquirers could submit higher or otherwise better offers for the assets of the Aralez Entities, including the Canadian Assets, subject to the Bidding Procedures. None of the parties contacted by the Aralez Entities or Moelis as part of the Sales Process submitted an offer for some or all of the Bezafibrate US Assets.
28. Nuvo, as the “Successful Bidder” for the Canadian Assets, has confirmed that the Canadian Stalking Horse Agreement excludes the Bezafibrate US Assets, and there has been considerable work done by the Monitor, Nuvo, Intercept and the Companies, and their respective legal advisors (including in drafting the various agreements, transaction documents and approval and vesting orders), so as to ensure that the Nuvo Transaction and the Transaction are mutually exclusive and do not interfere with one another.
29. The Companies intend to close the Transaction prior in time to the closing of the Nuvo Transaction, so that the Bezafibrate US Assets will not be assets of Aralez Canada at the time of the closing of the Nuvo Transaction.

## VI. THE TRANSACTION

30. Since June, 2017, the Companies and Intercept have engaged in lengthy and comprehensive negotiations, requiring the cooperation and consultation with a third party, Allergan (as licensor under the Bezafibrate US Agreement), in an effort to finalize a transaction for the Bezafibrate US Assets. According to the December 6 Adams Affidavit, the Companies, Allergan and Intercept reached a deal, in principle, for the Bezafibrate US Assets just prior to the Filing Date; however, they were unable to complete a transaction prior to the commencement of the CCAA Proceedings. Since the Filing Date, the parties continued negotiations to finalize the terms of the Bezafibrate APA and structure of the Transaction in the context of the CCAA Proceedings.
31. As more fully described in the December 6 Adams Affidavit, the Monitor understands that, notwithstanding the CCAA Proceedings, Intercept has continued to show an interest in the Bezafibrate US Assets due to synergies that are unique to Intercept's product portfolio. Ultimately, on December 6, 2018, Aralez Canada and Intercept executed the Bezafibrate APA.
32. The material terms of the Bezafibrate APA, a redacted copy of which is attached as Exhibit "D" to the December 6 Adams Affidavit, are as follows (all defined terms in this section have those meanings ascribed to them in the Bezafibrate APA):
- (i) Purchaser: Intercept Pharmaceuticals, Inc.
  - (ii) Purchased Assets: Aralez Canada will: (a) grant, and Intercept will accept, the Product IP License; and (b) sell, transfer, convey, assign and deliver to Intercept the Purchased Regulatory Documentation (i.e. regulatory documentation associated with the Bezafibrate US Assets, including certain regulatory drug applications, reports and other documents and records) and the Bezafibrate US Agreement, including any and all licenses to intellectual property provided to Aralez Canada pursuant to such agreement.
  - (iii) Purchase Price: Comprised of a lump sum amount due on closing (the "**Base Purchase Price**"), plus an additional amount due upon receiving initial regulatory approval for Intercept's first Bezafibrate Product (the "**Milestone Payment**", and together with the Base Purchase Price, the "**Purchase Price**"), as more particularly set out in the Confidential Supplement.
  - (iv) Deposit: The Monitor has been advised by the parties that the Purchaser paid a deposit of 5% of the Base Purchase Price to the Escrow Agent on December 6, 2018.
  - (v) Assumed Liabilities: (a) all liabilities of Aralez Canada relating to the Bezafibrate US Assets solely arising in the period that is from and after the closing of the Transaction; and (b) all liabilities assumed under the Bezafibrate US Agreement solely arising in the period that is from and after the closing of the Transaction.

- (vi) Closing: Not later than three business days following satisfaction of all closing conditions contemplated under the Bezafibrate APA.
- (vii) Outside Date: If the Transaction is not approved by the Court by December 27, 2018, Intercept has the right to terminate the Bezafibrate APA and receive a full refund of the Deposit.
- (viii) Sales Process Condition: The Bezafibrate APA mandates that no transactions approved through the Sales Process (in Canada) or the CCAA Proceedings, including the Nuvo Transaction, may negatively impact the benefits conferred to Intercept under the Bezafibrate APA. It further requires that any transaction documentation for a sale approved under those processes/proceedings explicitly note that the Bezafibrate US Assets are not involved in any such approved sale and that the benefits conferred under the Bezafibrate APA are not adversely affected by any such sale. The Monitor notes that Nuvo Transaction has been structured so as to satisfy this condition of the Bezafibrate APA.
- (ix) Closing Conditions: the Bezafibrate APA is subject to certain conditions including, but not limited to:
  - (a) granting by the Court of the Approval and Vesting Order in a form and substance satisfactory to the Purchaser;
  - (b) obtaining a written consent from Allergan to the assignment to Intercept of the Bezafibrate US Agreement, which the Monitor understands, based on the December 6 Adams Affidavit, has already been executed by Allergan;
  - (c) Allergan executing the Amended Bezafibrate US Agreement (as defined below), and delivering same in escrow prior to closing; and
  - (d) any liabilities and obligations must be paid or otherwise satisfied to cure Aralez Canada's defaults, if any, under the Bezafibrate US Agreement, or to effect the assumption thereof and assignment to Intercept pursuant to the CCAA, as provided in the Bezafibrate APA and in the Approval and Vesting Order. The Companies have advised the Monitor that there are no known cure costs owing to Allergan under the Bezafibrate US Agreement.
- (x) Consultation: The Bezafibrate APA also places certain obligations upon the Companies (and their successors) subsequent to closing. For example, for a period of 90 days following closing, API is required to make certain of its and its affiliates' employees and consultants available to Intercept for the purpose of answering its reasonable questions regarding the Bezafibrate US Assets. Both Intercept and Aralez Canada also maintain certain post-closing obligations to assist one another with the preparation of various documents, to provide one another with access to information and documents and to report the unauthorized use of certain interests transferred under the Bezafibrate APA. Nuvo has been involved in the negotiation of, and has consented to, these continuing obligations of Aralez Canada.

- (xi) Release: The Bezafibrate APA provides that Aralez Canada releases Intercept from any claims as of the closing of the Bezafibrate APA, whether or not those claims were known to Aralez at the time of closing. Such claims do not include claims relating to a breach of the Bezafibrate APA and associated agreements.
33. In addition to the terms and conditions set out above, concurrently with the closing of the Transaction, the Monitor understands that Intercept and Allergan intend to amend and restate the Bezafibrate US Agreement in the form attached as Exhibit “E” to the Bezafibrate APA (the “**Amended Bezafibrate US Agreement**”). The Amended Bezafibrate US Agreement contains terms that are materially similar to those of the Bezafibrate US Agreement, with necessary amendments to: (i) reflect the change in the parties to the agreement; and (ii) extend certain development timelines under the agreement.
34. The Companies and Intercept have advised the Monitor that the Bezafibrate US Assets are likely of value to Intercept for the following reasons:
- (i) Intercept is not interested in the Bezafibrate US Assets (or the rights thereunder) on their own, but rather intend to combine products developed from the Bezafibrate US Assets with another of its proprietary products to create a new combination product;
  - (ii) Bezafibrate Products must be developed pursuant to the terms of the Bezafibrate US Agreement, which cannot be assigned without the consent of Allergan. Allergan has consented to the Transaction, and may not consent to a transaction involving another purchaser;
  - (iii) under the terms of the Bezafibrate US Agreement and the Amended Bezafibrate US Agreement, time is of the essence since development must occur on a specified timeline that, because it has already completed certain preliminary preparatory work, Intercept can still meet (although time remains of the essence); and
  - (iv) the Transaction excludes the Canadian rights in respect of Bezalip, and has been carefully structured and negotiated with Nuvo so as to permit both the Nuvo Transaction and the Transaction to proceed, thereby maximizing recoveries for the applicable assets. The Nuvo Transaction will generate significantly higher proceeds than the Transaction and has an established closing timeline that must be met; accordingly, the Companies are wary of any delay or obstruction to the Nuvo Transaction. It is unclear that another purchaser would be prepared to accept the particular terms, timing and structure of the Transaction.

## **Impact on Canadian Stalking Horse Agreement**

35. Nuvo is aware of, and has been consulted at length by, the Companies and the Monitor, with respect to the obligations of Aralez Canada under the Bezafibrate APA, and any other associated agreements, as well as the releases granted in favour of Intercept, which will remain with Aralez Canada post-closing of the Nuvo Transaction. As noted in the December 6 Adams Affidavit, Nuvo does not oppose the relief sought on the within motion.
36. As noted above, the Transaction is intended to close before the closing of the Nuvo Transaction. However, in the unlikely event the Nuvo Transaction will close prior to the closing of the Transaction, the Bezafibrate APA provides that at any time on or after December 28, 2018 (i.e. the earliest expected closing date for the Nuvo Transaction), Aralez Canada may transfer the Bezafibrate US Assets to API, in which case API will assume the place of Aralez Canada and become fully bound by all the obligations of Aralez Canada under the Bezafibrate APA.

## **VII. URGENCY TO COMPLETE THE TRANSACTION**

37. The Monitor has been advised that the value of the Bezafibrate US Assets to Intercept depreciates every day that it is not able to commercialize them. Pursuant to the terms of the Bezafibrate US Agreement and Amended Bezafibrate US Agreement, there are strict development timelines imposed by Allergan, which, if not met, could adversely impact Intercept's commercial benefit from the Bezafibrate US Assets. In that regard, the Monitor understands that, for Intercept, if the Transaction is not approved by December 27, 2018, it is willing to forgo the opportunity as the development timelines will become too compressed and difficult to meet.
38. In connection with the above, the Monitor has been advised that Intercept is not prepared to wait for the closing of the Nuvo Transaction and wishes to close the Transaction as soon as possible (which accords with the Companies' preference to close the Transaction prior to the Nuvo Transaction, to avoid the necessity of transferring the Bezafibrate US Assets from Aralez Canada to API). In addition, Intercept has advised that it is not interested in nor willing to serve as a stalking horse bidder in any subsequent sale process and is not prepared to extend its offer to purchase the Bezafibrate US Assets for the duration of any additional sale process. At this time, if approved by the Court at the sale approval hearing scheduled for December 17, 2018, the parties would intend to close the Transaction on December 18, 2018.
39. Given the foregoing, additional delays will put the Transaction at risk.

## VIII. PROPOSED DISTRIBUTION PROTOCOL

40. Deerfield Private Design Fund III, L.P. and Deerfield Partners, L.P. (collectively, "**Deerfield**"), have a first priority security interest in substantially all present and after-acquired property of the Aralez Entities, including intangible property (collectively, the "**Deerfield Security**"). As noted in the Prior Reports, the Monitor has received written opinions from Torys LLP in Ontario and New York, and from Berger Harris LLP, local counsel to the Monitor in Delaware, confirming that subject to the typical assumptions and qualifications for opinions of this nature, the loan and security documents granted by the Companies to Deerfield, including the Deerfield Security, are, as applicable, valid and enforceable and, in the case of the Ontario opinion, the applicable security interests have been created and perfected.
41. On the within motion, the Companies are seeking the authority for API or the Monitor to make distributions, in cash or otherwise, to Deerfield from the receipt of sale proceeds from the Nuvo Transaction and the Transaction, once closed. The Distribution Order provides that API or the Monitor is authorized to make distributions to Deerfield, without further of the Court, up to the maximum amount owing to Deerfield in connection with the Companies' debtor-in-possession financing facility, if any, and the obligations of the Aralez Entities under the June 8, 2015 loan agreement (as amended) between Deerfield, as lender, and API, Aralez Canada and Pozen (the "**Facility Agreement**"). The Monitor notes that based on the outstanding secured indebtedness of approximately \$281.5 million owing to Deerfield (as at August 6, 2018) under the Facility Agreement, Deerfield will suffer a significant shortfall on its advances to the Aralez Entities.
42. Any distributions made to Deerfield are subject to API or the Monitor retaining sufficient reserves (the "**Reserve**") from the sale proceeds, or elsewhere, to:
  - (i) pay, in full, any and all amounts that rank, or may rank, in priority to Deerfield, including professional fees subject to the Administration Charge;
  - (ii) account for any amounts that may potentially be owed to Nuvo as a result of the final reconciliation of closing net working capital, indebtedness and net cash, pursuant to the Canadian Stalking Horse Agreement;
  - (iii) secure the obligations incurred by API since the Filing Date; and
  - (iv) pay any other contingent amounts appropriate under the circumstances.
43. The Monitor will work with the Companies and Deerfield to determine the appropriate quantum of the Reserve, prior to API or the Monitor making any distributions to Deerfield.

44. The Distribution Order provides that any portion of the Reserve subsequently determined by the Monitor, in consultation with API and Deerfield, to no longer be necessary or appropriate to retain, shall be distributed to Deerfield as soon as practicable following such determination, up to the maximum amount of the obligations owing under the Facility Agreement.
45. There have been no objections in Canada on the validity, enforceability or priority of the Deerfield Security, and the Monitor supports the Companies' request for granting of the Distribution Order.

## **IX. MONITOR'S CONCLUSION AND RECOMMENDATIONS**

46. The Monitor is of the view that the relief requested by the Companies on the within motion is both appropriate and reasonable, based on the following:
  - (i) the market for the Bezafibrate US Assets was extensively canvassed prior to the Filing Date and as part of the Sales Process, and all likely bidders have been provided with an opportunity to bid on the Bezafibrate US Assets;
  - (ii) the consideration is fair and reasonable in the circumstances;
  - (iii) the Transaction would be substantially more beneficial to the Companies' creditors as compared to the alternatives (i.e. sale or liquidation under a bankruptcy);
  - (iv) Allergan has consented to the assignment of the Bezafibrate US Agreement to Intercept and it is unclear whether Allergan will support another party to develop the Bezafibrate Products;
  - (v) the development timelines pursuant to the Bezafibrate US Agreement substantially eliminates the opportunity to further market the Bezafibrate US Assets for sale without putting the Transaction at risk;
  - (vi) the Transaction permits the Nuvo Transaction to proceed unimpeded; and
  - (vii) the Bezafibrate APA has been approved by respective boards of directors for each of the Companies, Nuvo and Deerfield Private Design Fund III, L.P. and Deerfield Partners, L.P., the Companies' primary secured creditor.
47. Based on the foregoing, the Monitor recommends that the Court grant the Approval and Vesting Order, and the Distribution Order.

All of which is respectfully submitted this 12<sup>th</sup> day of December, 2018.

**Richter Advisory Group Inc.**  
**In its capacity as CCAA Monitor of**  
**Aralez Pharmaceuticals Inc. and**  
**Aralez Pharmaceuticals Canada Inc. and not**  
**in its personal or corporate capacity**

Per:



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**Paul van Eyk,**  
**CPA, CA-IFA, CIRP, LIT, Fellow of INSOL**  
Senior Vice President



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Vice President

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.  
1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
ARALEZ PHARMACEUTICALS INC. AND ARALEZ PHARMACEUTICALS CANADA  
INC.**

Court File No. CV-18-603054-00CL

Applicants

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

**SIXTH REPORT OF THE MONITOR**

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in its capacity as Monitor of Aralez  
Pharmaceuticals Inc. and Aralez  
Pharmaceuticals Canada Inc.

# **Appendix "B"**

**RICHTER**

**Richter Advisory Group Inc.  
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Court File No. CV-18-603054-00CL

**SEVENTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
ARALEZ PHARMACEUTICALS INC.**

**January 25, 2019**

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## APPENDICES

**APPENDIX "A"** – Monitor's Certificate dated December 18, 2018 re Intercept Transaction

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**APPENDIX "C"** – Revised Cash Flow Forecast for the period from January 19, 2019, to April 5, 2019, and Management's Report on the Revised Cash Flow Forecast

**APPENDIX "D"** – Monitor's Report on the Revised Cash Flow Forecast

**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 A PLAN OF COMPROMISE OR ARRANGEMENT OF  
ARALEZ PHARMACEUTICALS INC.**

**SEVENTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
ARALEZ PHARMACEUTICALS INC.**

**JANUARY 25, 2019**

## I. INTRODUCTION

1. On August 10, 2018 (the “**Filing Date**”), the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued an order (the “**Initial Order**”) granting Aralez Pharmaceuticals Inc. (“**API**”) and Aralez Pharmaceuticals Canada Inc. (“**Aralez Canada**” and together with API, the “**Companies**”) protection pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and appointing Richter Advisory Group Inc. (“**Richter**”) as Monitor of the Companies in their CCAA proceedings (the “**Monitor**”). The Initial Order provided the Companies with a stay of proceedings until September 7, 2018. The Companies’ CCAA proceedings are referred to herein as the “**CCAA Proceedings**”.
2. Also on the Filing Date, Aralez Pharmaceuticals Management Inc., Aralez Pharmaceuticals R&D Inc., Aralez Pharmaceuticals U.S. Inc., POZEN Inc. (“**Pozen**”), Halton Laboratories LLC, Aralez Pharmaceuticals Holdings Limited and Aralez Pharmaceuticals Trading DAC (collectively with each of the foregoing entities and the Companies, the “**Aralez Entities**”) each filed voluntary petitions with the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Court**”) for relief under title 11 of the United States Bankruptcy Code, 11 U.S.C § 101-1532 (the “**Chapter 11 Proceedings**”).
3. On September 5, 2018, the Court issued the Amended and Restated Initial Order (the “**Amended Initial Order**”), which incorporated certain amendments to the Initial Order. Also on September 5, 2018, the Court issued an order extending the stay of proceedings in respect of the Companies to November 14, 2018.
4. On October 10, 2018, the Court granted orders approving, among other things:
  - (i) the proposed sales process (the “**Sales Process**”), including the bidding procedures and bid protections to be used in connection with the Sales Process;
  - (ii) the share purchase agreement (the “**Canadian Stalking Horse Agreement**”) dated September 18, 2018, between the Companies and Nuvo Pharmaceuticals Inc. (“**Nuvo**”) for the sale of all of the shares of Aralez Canada (the “**Canadian Assets**”), which would serve as a stalking horse bid as part of the Sales Process;
  - (iii) the procedure to solicit claims against the Companies and any of the Companies’ current and former directors and officers (the “**Claims Process**”); and
  - (iv) an extension of the stay of proceedings in respect of the Companies to December 7, 2018.
5. On October 25, 2018, the Court granted an order approving a cross-border insolvency protocol to provide coordination and cooperation between the Court and the U.S. Court overseeing the Chapter 11 Proceedings.

6. On November 16, 2018, the Court granted an order approving, among other things, the Companies' proposed key employee retention plan (the "**KERP**"). On November 28, 2018, the Court granted an order approving the Companies' proposed key executive incentive plan (the "**KEIP**") and granting a charge in favour of the participants under the KERP and the KEIP, including the priority ranking thereto.
7. On December 7, 2018, the Court granted an order approving, among other things:
  - (i) the transaction contemplated by the Canadian Stalking Horse Agreement between the Companies and Nuvo (the "**Nuvo Transaction**");
  - (ii) vesting in Nuvo, upon the closing of the Nuvo Transaction, API's right, title and interest in and to the Canadian Assets; and
  - (iii) terminating the CCAA Proceedings and discharging Richter as Monitor in respect of Aralez Canada upon the filing of a certificate by the Monitor (save and except for certain further responsibilities pertaining to claims filed against Aralez Canada pursuant to the Claims Process).
8. On December 17, 2018, the Court granted orders approving, among other things:
  - (i) the transaction contemplated by the asset purchase agreement (the "**Intercept APA**") dated December 6, 2018, between Aralez Canada and Intercept Pharmaceuticals, Inc. ("**Intercept**"), for the sale of the Bezafibrate US Assets (as defined in the Intercept APA) (the "**Intercept Transaction**");
  - (ii) vesting in Intercept, upon the closing of the Intercept Transaction, Aralez Canada's right, title and interest in and to the Bezafibrate US Assets; and
  - (iii) the distribution protocol (the "**Distribution Order**") for any interim or future distributions made in cash or otherwise to Deerfield Private Design Fund III, L.P. and Deerfield Partners, L.P., (collectively, "**Deerfield**" or the "**DIP Lender**"), subject to API maintaining a sufficient reserve of funds (the "**Reserve**") to satisfy priority charges, any post-closing matters related to the Nuvo Transaction, and the ongoing obligations of API..
9. Richter, in its capacities as Proposed Monitor and Monitor, has previously provided this Court with seven reports (the "**Prior Reports**"). The Prior Reports, the Amended Initial Order and copies of other material documents pertaining to the CCAA Proceedings are available on the Monitor's website at <http://insolvency.richter.ca/A/Aralez-Pharmaceuticals>.

## II. PURPOSE OF REPORT

10. The purpose of this report of the Monitor (the "**Seventh Report**") is to provide information to the Court pertaining to:
  - (i) an overview of the activities of the Monitor since the fifth report (the "**Fifth Report**") dated December 4, 2018;
  - (ii) an update on certain matters in connection with the CCAA Proceedings, including the Intercept Transaction, the Nuvo Transaction, distributions made to Deerfield and the Claims Process;
  - (iii) the Companies' reported receipts and disbursements for the period from November 24, 2018, to December 28, 2018 and API's reported receipts and disbursements for the period from December 29, 2018 to January 18, 2019, including a comparison of reported to forecast results;
  - (iv) API's revised cash flow forecast (the "**Revised Cash Flow Forecast**") for the period from January 19, 2019, to April 19, 2019 (the "**Forecast Period**"); and
  - (v) API's request for an order to change its name and the style of cause in the within proceedings, and extending the Stay Period to April 19, 2019, including the Monitor's recommendations thereon.

## III. TERMS OF REFERENCE

11. In preparing this Seventh Report, the Monitor has relied solely on information and documents provided by the Aralez Entities and their financial advisor, Alvarez & Marsal Canada Inc. and Alvarez & Marsal Healthcare Industry Group LLC (collectively, "**A&M**"), including unaudited financial information, declarations and affidavits of the Aralez Entities executives (collectively, the "**Information**"). In accordance with industry practice, Richter has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Auditing Standards ("**GAAS**") pursuant to the *Chartered Professional Accountants of Canada Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
12. Unless otherwise stated, all monetary amounts noted herein are expressed in United States ("**U.S.**") dollars, which is the Companies' common reporting currency.
13. Capitalized terms used but not defined in this Seventh Report are defined in the Affidavit of Mr. Adrian Adams sworn January 23, 2019 (the "**January 23 Adams Affidavit**"), filed in support of the within motion. This Seventh Report should be read in conjunction with the January 23 Adams Affidavit, as certain information contained in the January 23 Adams Affidavit has not been included herein in order to avoid unnecessary duplication.

#### **IV. ACTIVITIES OF THE MONITOR**

14. Since the date of the Fifth Report, the Monitor's activities have included:

- (i) monitoring of the Companies' cash flows and reviewing analyses on variances to the Companies' cash flow forecast;
- (ii) approving the payment of certain pre-filing obligations of the Companies pursuant to the terms of the Amended Initial Order;
- (iii) preparing the sixth report of the Monitor, and the confidential supplementary report thereto, both dated December 12, 2018;
- (iv) attending at Court in connection with approval of the Nuvo Transaction and the Intercept Transaction;
- (v) attending at the Companies' premises and meeting with the Companies' management to discuss the Companies' operations and the CCAA Proceedings;
- (vi) reviewing the claims received pursuant to the Claims Process, and communicating with the Companies, Nuvo and Deerfield, and their respective advisors, with respect to same;
- (vii) corresponding and communicating extensively with the Companies and their advisors with respect to the closing of the Intercept Transaction and the Nuvo Transaction;
- (viii) working with A&M and the Companies to establish the Reserve and prepare the Closing Estimates (as hereinafter defined);
- (ix) corresponding and communicating with Deerfield and its legal counsel;
- (x) corresponding and communicating with the Monitor's legal counsel, Torys LLP;
- (xi) monitoring the Chapter 11 Proceedings and matters of interest to the Companies in the Chapter 11 Proceedings;
- (xii) responding to calls and enquiries from creditors and other stakeholders regarding the CCAA Proceedings;  
and
- (xiii) preparing this Seventh Report.

## V. UPDATE ON CERTAIN MATTERS RELATED TO THE CCAA PROCEEDINGS

### Intercept Transaction

15. As noted above, on December 17, 2018, the Court issued an order approving the Intercept Transaction pursuant to the Intercept APA. The Intercept Transaction closed on December 18, 2018 and the Monitor's certificate attesting to the waiver or satisfaction of the conditions precedent was issued to the parties and filed with the Court. A copy of the Monitor's certificate in respect of the Intercept Transaction is attached hereto as **Appendix "A"**.
16. The total cash proceeds received by Aralez Canada from the Intercept Transaction were \$9,000,000 (the **"Intercept Proceeds"**), including the \$450,000 deposit previously paid by Intercept and held in escrow. As part of the closing of the Nuvo Transaction, the Intercept Proceeds were paid by Aralez Canada to API as part of the pre-closing reorganization.

### Nuvo Transaction

17. On December 7, 2018, the Court approved the Nuvo Transaction pursuant to the Canadian Stalking Horse Agreement. The Nuvo Transaction closed on December 31, 2018 (the **"Nuvo Transaction Closing Date"**) and the Monitor's certificate attesting to the waiver or satisfaction of the conditions precedent was issued to the parties and filed with the Court. A copy of the Monitor's certificate in respect of the Nuvo Transaction is attached hereto as **Appendix "B"**.
18. Pursuant to the terms of Canadian Stalking Horse Agreement, API was required to provide, prior to closing, a good faith estimate of the Estimated Closing Indebtedness, the Estimated Closing Net Working Capital and the Estimated Closing Net Cash (each term as defined in the Canadian Stalking Horse Agreement) (the **"Closing Estimates"**) in order to determine if any adjustments were required to the \$62.5 million purchase price payable at closing. On December 27, 2018, API delivered the Closing Estimates to Nuvo, which resulted in a \$4.9 million net reduction to the purchase price, primarily related to two claims filed in the Claims Process for Specified Amounts (as defined in the disclosure letter to Nuvo accompanying the Canadian Stalking Horse Agreement).
19. As a result, the proceeds received from the Nuvo Transaction on closing totalled \$57.6 million (the **"Nuvo Proceeds"**), which included the \$2.5 million deposit (the **"Deposit"**) previously paid by Nuvo to the escrow agent. On the Nuvo Transaction Closing Date, the escrow agent released \$1.5 million of the Deposit to the Monitor with the balance to be held by the escrow agent to deal with any post-closing adjustments in accordance with the Canadian Stalking Horse Agreement. The balance of the Nuvo Proceeds was notionally paid to the Monitor,

which payment was not completed by a physical transfer of funds but rather effected by way of direction, as discussed below.

20. As noted in the January 23 Adams Affidavit, Nuvo has up to 75 days from the Nuvo Transaction Closing Date (i.e. by March 16, 2019) to reconcile and provide API with a statement (the “**Closing Date Statement**”) detailing Nuvo’s calculation of the actual Closing Indebtedness, the Closing Net Working Capital and the Closing Net Cash (each term as defined in the Canadian Stalking Horse Agreement). To the extent that the amounts contemplated in the Closing Date Statement differ from those in the Closing Estimates, the Nuvo Proceeds would increase or decrease accordingly, which would result in an additional post-closing payment from Nuvo, or a refund to Nuvo from the funds held by the escrow agent and/or the funds held in the Reserve.

### **Distributions**

21. The Distribution Order authorized API or the Monitor to make distributions to Deerfield, without further order of the Court, up to the maximum amount owing to Deerfield in connection with the Companies’ debtor-in-possession financing facility, if any, and the obligations of the Aralez Entities under the June 8, 2015 loan agreement (as amended) between Deerfield, as lender, and API, Aralez Canada and Pozen (the “**Facility Agreement**”), subject to maintaining the Reserve. Upon closing of the Nuvo Transaction, API and the Monitor, in consultation with Deerfield, established the Reserve in the amount of \$10.5 million, of which \$1.5 million is held by the Monitor and the remaining \$9.0 million is held by API. As detailed in the Distribution Order, the Reserve will be used to:
  - (i) pay, in full, any and all amounts that rank, or may rank, in priority to Deerfield, including professional fees subject to the Administration Charge;
  - (ii) account for any amounts that may potentially be owed to Nuvo as a result of the Closing Date Statement, as discussed above;
  - (iii) secure the obligations incurred by API since the Filing Date; and
  - (iv) pay any other contingent amounts appropriate under the circumstances.
22. On the Nuvo Transaction Closing Date, approximately \$55.1 million from the Nuvo Proceeds that was notionally received by the Monitor was distributed to Deerfield by way of a set-off of debt amounts owed to Deerfield pursuant to the Facility Agreement.
23. The Distribution Order provides that any portion of the Reserve subsequently determined by the Monitor, in consultation with API and Deerfield, to no longer be necessary or appropriate to retain, shall be distributed to Deerfield as soon as practicable following such determination, up to the maximum amount of the obligations owing under the Facility Agreement.

## Claims Process

24. Below is a summary of the claims received by the Monitor as against the Companies, and/or the directors and officers (“D&O”) of the Companies, pursuant to the Claims Process:

Proofs of Claim		
Company	Total (#)	Total (\$)
Aralez Canada	39	66.7 million
API	34	136.9 million

25. The Monitor notes that certain of the claims filed were duplicates and/or filed against both API and Aralez Canada for the same claim amount. Of the 39 claims filed against Aralez Canada, 22 were placeholder claims filed by D&O, employees, or affiliates of Aralez Canada. As noted in the January 23 Adams Affidavit, 19 of the Aralez Canada claims have been resolved, 16 are currently being reviewed (employee and D&O placeholder claims) and 4 claims remain in dispute. Based on the foregoing, the Companies may not require a formal claims resolution procedure as the Companies have sought to resolve the Aralez Canada claims directly with the claimants, in consultation with the Monitor, Nuvo and Deerfield.

## VI. CASH RECEIPTS AND DISBURSEMENTS FROM NOVEMBER 24, 2018, TO JANUARY 18, 2019

26. The Companies’ consolidated cash flow projection for the period from November 24, 2018, to February 1, 2019 (the “**November 24 Cash Flow Forecast**”), was filed with the Court in support of the Companies’ application returnable December 7, 2018, seeking, *inter alia*, an extension of the Stay Period.
27. The Companies have continued to provide the Monitor with their cooperation and access to their premises, books and records. The Monitor has implemented procedures for monitoring the Companies’ receipts and disbursements on a weekly basis. The Monitor, with the assistance of A&M, has also worked with the Companies to prepare forecast to actual variance analyses with respect to their weekly cash flows as compared to the November 24 Cash Flow Forecast.
28. The operations of Aralez Canada in the context of these CCAA Proceedings ceased on the Nuvo Transaction Closing Date. As such, for comparative purposes, the Monitor has separated its analysis of the cash receipts and disbursements from November 24, 2018 to January 18, 2019 into two periods: (i) the five week period ending December 28, 2018, reflecting the pre-close period, which includes the results of Aralez Canada; and (ii) the three week period between December 29, 2018, and January 18, 2019, reflecting the post-closing period, which excludes the results of Aralez Canada.

29. A comparison of the Companies' actual to forecast results for the 5-week period ending December 28, 2018, is summarized as follows:

<b>Aralez Pharmaceuticals Inc. and Aralez Pharmaceuticals Canada Inc. Cash Flow Variance Analysis For the Period November 24 to December 28, 2018</b>			
<i>(C\$ in Millions)</i>	Forecast	Actual	Variance
<b>OPERATING RECEIPTS</b>			
Net Sales Receipts	\$2.8	\$4.0	\$1.2
Other Receipts	\$0.0	\$11.8	11.8
<b>Net Operating Receipts</b>	<b>\$2.8</b>	<b>\$15.8</b>	<b>\$13.0</b>
<b>OPERATING DISBURSEMENTS</b>			
Inventory Purchases	(\$1.7)	(\$1.1)	\$0.6
Royalty Payments	(0.2)	(0.2)	0.0
Payroll Related Expenses	(0.7)	(0.7)	0.0
Operating Expenses	(1.6)	(1.1)	0.5
Rent	(0.0)	(0.0)	0.0
API Operating Expenses	(0.4)	(0.1)	0.3
<b>Total Operating Disbursements</b>	<b>(\$4.6)</b>	<b>(\$3.1)</b>	<b>\$1.5</b>
<b>NET OPERATING CASH FLOW</b>	<b>(\$1.7)</b>	<b>\$12.7</b>	<b>\$14.4</b>
<b>NON-OPERATING DISBURSEMENTS</b>			
Professional Fees	(\$1.5)	(\$0.9)	0.6
<b>Total Non-Operating Disbursements</b>	<b>(\$1.5)</b>	<b>(\$0.9)</b>	<b>\$0.6</b>
<b>Net Operating and Non-Operating Cash Flow</b>	<b>(\$3.2)</b>	<b>\$11.8</b>	<b>\$15.0</b>
DIP Drawdown	\$0.4	\$0.0	(\$0.4)
<b>Total Net Cash Flow</b>	<b>(\$2.9)</b>	<b>\$11.8</b>	<b>\$14.6</b>
<b>CASH BALANCE</b>			
<b>Beginning Balance</b>	\$5.5	\$5.5	\$0.0
Total Net Cash Flow	(2.9)	11.8	14.6
<b>Ending Balance</b>	<b>\$2.6</b>	<b>\$17.3</b>	<b>\$14.6</b>

30. As reflected in the summary table above, the Companies reported a net cash inflow of CAD\$11.8 million over the period, and a cash balance of approximately CAD\$17.3 million, as at December 28, 2018. The actual cash balance was approximately CAD\$14.6 million higher than forecast.
31. The favourable cash flow variance of approximately CAD\$14.6 million principally relates to:
- (i) Proceeds from the Intercept Transaction (shown as Other Receipts in the table above);
  - (ii) Permanent differences due to higher than forecasted sales and lower than anticipated inventory purchases and operating expenses associated with Aralez Canada; and
  - (iii) Timing differences attributable to lower than anticipated professional fees and operating expenses associated with API. The Monitor understands that these favourable variances may reverse in the coming weeks.
32. On the Nuvo Transaction Closing Date, the cash balances of Aralez Canada (approximately CAD\$5.2 million) were acquired by Nuvo pursuant to the Nuvo Transaction.
33. A comparison of API's actual to forecast results for the 3-week period ending January 18, 2019, is summarized as follows:

<b>Aralez Pharmaceuticals Inc.</b>			
<b>Cash Flow Variance Analysis</b>			
<b>For the Period December 29, 2018 to January 18, 2019</b>			
<i>(C\$ in Millions)</i>	<b>Forecast</b>	<b>Actual</b>	<b>Variance</b>
<b>Net Receipts</b>	<b>\$0.0</b>	<b>\$0.0</b>	<b>\$0.0</b>
<b>OPERATING DISBURSEMENTS</b>			
Operating Expenses	(\$0.4)	(\$0.0)	\$0.4
<b>Total Operating Disbursements</b>	<b>(\$0.4)</b>	<b>(\$0.0)</b>	<b>\$0.4</b>
<b>NET OPERATING CASH FLOW</b>	<b>(\$0.4)</b>	<b>(\$0.0)</b>	<b>\$0.4</b>
<b>NON-OPERATING DISBURSEMENTS</b>			
Professional Fees	(\$0.7)	(\$1.1)	(0.4)
Key Employee Retention Plan	(0.0)	(0.3)	(0.3)
<b>Total Non-Operating Disbursements</b>	<b>(\$0.7)</b>	<b>(\$1.3)</b>	<b>(\$0.6)</b>
<b>Total Net Cash Flow</b>	<b>(\$1.1)</b>	<b>(\$1.4)</b>	<b>(\$0.3)</b>
<b>CASH BALANCE</b>			
<b>Beginning Balance <sup>(1)</sup></b>	<b>\$12.1</b>	<b>\$12.1</b>	<b>\$0.0</b>
Total Net Cash Flow	(1.1)	(1.4)	(0.3)
<b>Ending Balance</b>	<b>\$11.0</b>	<b>\$10.7</b>	<b>(\$0.3)</b>

*(1) The opening cash balance reflects that Aralez Canada's cash has been acquired by Nuvo pursuant to the Nuvo Transaction.*

34. As reflected in the summary table above, API reported a net cash outflow of CAD\$1.4 million over the period, and a cash balance of approximately CAD\$10.7 million, as at January 18, 2019. The actual cash balance was approximately CAD\$0.3 million lower than forecast.
35. The unfavourable cash flow variance of approximately CAD\$0.3 million relates to timing differences associated with: (a) reimbursement to Aralez Canada for the post-closing payment of the KERP to the eligible participants, which was forecasted to be paid after January 18, 2019 in the November 24 Cash Flow Forecast; and (b) a reversal of prior positive variances in professional fees. The above variances were partially offset by favourable timing differences attributable to lower than anticipated operating expenses.
36. In accordance with the Amended Initial Order, any payments made by the Companies for expenses incurred prior to the Filing Date were made in consultation with the Monitor and the DIP Lender. These expenses were determined by the Companies to be necessary for the continued operation of the business or essential for the preservation of value for the Sales Process. As at January 18, 2019, the Companies have made approximately CAD\$1.2 million in payments relating to expenses incurred prior to the Filing Date, all of which were paid prior to the Nuvo Transaction Closing Date.

## VII. REVISED CASH FLOW FORECAST

37. API, with the assistance of A&M and in consultation with the Monitor, prepared the Revised Cash Flow Forecast, representing a revised forecast of its receipts and disbursements during the Forecast Period.
38. The Monitor understands from its discussions with API and A&M that the Revised Cash Flow Forecast was approved by the DIP Lender on January 23, 2019.
39. A copy of the Revised Cash Flow Forecast, including the notes and assumptions thereto, together with Management's Report on the Revised Cash Flow Forecast is attached hereto as **Appendix "C"** and is summarized below:

<b>Aralez Pharmaceuticals Inc.</b>	
<b>13-Week Cash Flow Forecast</b>	
<b>For the Period Ending April 19, 2019</b>	
<i>(C\$ in Millions)</i>	
Net Receipts	\$0.0
<b>OPERATING DISBURSEMENTS</b>	
Operating Expenses	(1.1)
<b>Total Operating Disbursements</b>	<b>(\$1.1)</b>
<b>NET OPERATING CASH FLOW</b>	<b>(\$1.1)</b>
<b>NON-OPERATING DISBURSEMENTS</b>	
Key Executive Incentive Plan	(0.7)
Professional Fees	(3.9)
<b>Total Non-Operating Disbursements</b>	<b>(\$4.6)</b>
<b>Total Net Cash Flow</b>	<b>(\$5.7)</b>
<b>CASH BALANCE</b>	
Beginning Balance	\$10.7
Total Net Cash Flow	(5.7)
<b>Ending Balance</b>	<b>\$5.0</b>

40. As noted, API had approximately CAD\$10.7 million of cash on hand as at January 18, 2019. The Monitor notes this amount does not include the \$1.5 million held by the Monitor as part of the Reserve.
41. The Revised Cash Flow Forecast projects that API will experience a net cash outflow of approximately CAD\$5.7 million over the Forecast Period, primarily related to operating expenses (for compliance, audit, tax, and board fees), payments to the participants in accordance with the KEIP, and professional fees incurred as part of the CCAA Proceedings.
42. The Revised Cash Flow Forecast projects an ending cash balance of approximately CAD\$5.0 million as at April 19, 2019.

43. The Monitor is of the view that the material assumptions supporting the Revised Cash Flow Forecast are reasonable in the circumstances. The Monitor's Report on the Revised Cash Flow Forecast is attached hereto as **Appendix "D"**.

## **VIII. NAME CHANGE**

44. Pursuant to the Canadian Stalking Horse Agreement, API is required to change its name to remove any reference to "Aralez" and to change the style of cause in the CCAA Proceedings, in each case as soon as practicable and in any event not later than 90 days of the Nuvo Transaction Closing Date.
45. Accordingly, API is seeking Court approval on the within motion to change its name to "Old API Wind-Down Ltd.", as well as approval of a concurrent change to the style of cause in the CCAA Proceedings.

## **IX. STAY EXTENSION**

46. The current stay period expires on February 1, 2019, which is prior to the outside dates for (i) resolving any disputed claims filed against Aralez Canada in the Claims Process and (ii) addressing any post-closing matters related to the Nuvo Transaction, including delivering the Closing Date Statement. As such, API is seeking an extension of the Stay Period to April 19, 2019.
47. The Monitor supports API's request for an extension of the stay of proceedings from February 1, 2019, to April 19, 2019, for the following reasons:
- (i) API is acting in good faith and with due diligence;
  - (ii) the extension will provide the opportunity for Nuvo and API to finalize any post-closing matters related to the Nuvo Transaction, including any adjustments to the Nuvo Proceeds resulting from the Closing Date Statement;
  - (iii) it will allow the Monitor and API the opportunity to resolve any disputed claims received pursuant to the Claims Process;
  - (iv) the granting of the extension does not materially prejudice any creditor of API as the Revised Cash Flow Forecast reflects that API is projected to have sufficient funding to continue to operate in the normal course through the proposed stay extension period; and
  - (v) Deerfield, being the secured lender and DIP lender in these CCAA Proceedings, does not oppose the stay extension.

## **X. MONITOR'S CONCLUSION AND RECOMMENDATIONS**

48. For the reasons set out in this Seventh Report, the Monitor is of the view that the relief requested by API is both appropriate and reasonable and as such, the Monitor recommends that this Court make an order:

- (i) approving the name change of API to "Old API Wind-down Ltd." and the concurrent change to the style of cause in the CCAA Proceedings; and
- (ii) extending the Stay Period from February 1, 2019 to April 19, 2019.

All of which is respectfully submitted this 25<sup>th</sup> day of January, 2019.

**Richter Advisory Group Inc.**  
**In its capacity as CCAA Monitor of**  
**Aralez Pharmaceuticals Inc.**  
**and not in its personal or corporate capacity**

Per:



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**Paul van Eyk,**  
**CPA, CA-IFA, CIRP, LIT, Fellow of INSOL**  
Senior Vice President



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
Senior Vice President

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

Court File No. CV-18-603054-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
ARALEZ PHARMACEUTICALS INC.**

Applicant

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

**SEVENTH REPORT OF THE MONITOR**

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# **Appendix "C"**

**RICHTER**

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Court File No. CV-18-603054-00CL

**EIGHTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
OLD API WIND-DOWN LTD. (formerly known as ARALEZ PHARMACEUTICALS INC.)**

**MARCH 21, 2019**

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## APPENDICES

**APPENDIX "A"** – Revised Cash Flow Forecast for the period from March 16, 2019, to August 2, 2019, and Management's Report on the Revised Cash Flow Forecast

**APPENDIX "B"** – Monitor's Report on the Revised Cash Flow Forecast

**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 A PLAN OF COMPROMISE OR ARRANGEMENT OF  
OLD API WIND-DOWN LTD.  
(formerly ARALEZ PHARMACEUTICALS INC.)**

**EIGHTH REPORT OF RICHTER ADVISORY GROUP INC.,  
IN ITS CAPACITY AS MONITOR OF  
OLD API WIND-DOWN LTD.  
(formerly ARALEZ PHARMACEUTICALS INC.)**

**MARCH 21, 2019**

## I. INTRODUCTION

1. On August 10, 2018 (the “**Filing Date**”), the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued an order (the “**Initial Order**”) granting Aralez Pharmaceuticals Inc. and Aralez Pharmaceuticals Canada Inc. (“**Aralez Canada**” and together with Aralez Pharmaceuticals Inc., the “**Companies**”) protection pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and appointing Richter Advisory Group Inc. (“**Richter**”) as Monitor of the Companies in their CCAA proceedings (the “**Monitor**”). The Initial Order provided the Companies with a stay of proceedings until September 7, 2018. The Companies’ CCAA proceedings are referred to herein as the “**CCAA Proceedings**”.
2. Also on the Filing Date, Aralez Pharmaceuticals Management Inc., Aralez Pharmaceuticals R&D Inc., Aralez Pharmaceuticals U.S. Inc., POZEN Inc. (“**Pozen**”), Halton Laboratories LLC (“**Halton**”), Aralez Pharmaceuticals Holdings Limited and Aralez Pharmaceuticals Trading DAC (“**Trading DAC**”, and collectively with the foregoing, the “**Chapter 11 Debtors**”; the Chapter 11 Debtors together with the Companies, are known as the “**Aralez Entities**”) each filed voluntary petitions with the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Court**”) for relief under title 11 of the United States Bankruptcy Code, 11 U.S.C § 101-1532 (the “**Chapter 11 Proceedings**”).
3. On September 5, 2018, the Court issued the Amended and Restated Initial Order (the “**Amended Initial Order**”), which incorporated certain amendments to the Initial Order. Also on September 5, 2018, the Court issued an order extending the stay of proceedings in respect of the Companies to November 14, 2018.
4. On October 10, 2018, the Court granted orders approving, among other things:
  - (i) the proposed sales process (the “**Sales Process**”), including the bidding procedures and bid protections to be used in connection with the Sales Process;
  - (ii) the share purchase agreement (the “**Share Purchase Agreement**”) dated September 18, 2018, between the Companies and Nuvo Pharmaceuticals Inc. (“**Nuvo**”) for the sale of all of the shares of Aralez Canada (the “**Canadian Assets**”), which would serve as a stalking horse bid as part of the Sales Process;
  - (iii) the procedure (the “**Claims Procedure Order**”) to solicit claims against the Companies and any of the Companies’ current and former directors and officers (the “**Claims Process**”), including establishing November 29, 2018, by 5:00 p.m. (EST) (the “**Claims Bar Date**”) as the deadline for creditors to file Pre-Filing Claims or D&O Claims (as defined in the Claims Procedure Order); and
  - (iv) an extension of the stay of proceedings in respect of the Companies to December 7, 2018.

5. On October 25, 2018, the Court granted an order approving a cross-border insolvency protocol to provide coordination and cooperation between the Court and the U.S. Court overseeing the Chapter 11 Proceedings.
6. On November 16, 2018, the Court granted an order approving, among other things, the Companies' proposed key employee retention plan (the "**KERP**"). On November 28, 2018, the Court granted an order approving the Companies' proposed key executive incentive plan (the "**KEIP**") and granting a charge in favour of the participants under the KERP and the KEIP, including the priority ranking thereto.
7. On December 7, 2018, the Court granted an order approving, among other things:
  - (i) the transaction contemplated by the Share Purchase Agreement (the "**Nuvo Transaction**");
  - (ii) vesting in Nuvo, upon the closing of the Nuvo Transaction, the right, title and interest of Aralez Pharmaceuticals Inc. in and to the Canadian Assets; and
  - (iii) terminating the CCAA Proceedings and discharging Richter as Monitor in respect of Aralez Canada upon the filing of a certificate by the Monitor (save and except for certain further responsibilities pertaining to claims filed against Aralez Canada pursuant to the Claims Process).
8. On December 17, 2018, the Court granted orders approving, among other things:
  - (i) the transaction contemplated by the asset purchase agreement (the "**Intercept APA**") dated December 6, 2018, between Aralez Canada and Intercept Pharmaceuticals, Inc. ("**Intercept**"), for the sale of the Bezafibrate US Assets (as defined in the Intercept APA) (the "**Intercept Transaction**");
  - (ii) vesting in Intercept, upon the closing of the Intercept Transaction, Aralez Canada's right, title and interest in and to the Bezafibrate US Assets; and
  - (iii) the distribution protocol (the "**Distribution Order**") for any interim or future distributions made in cash or otherwise to Deerfield Private Design Fund III, L.P. and Deerfield Partners, L.P., (collectively, "**Deerfield**" or the "**DIP Lender**"), subject to Aralez Pharmaceuticals Inc. maintaining a sufficient reserve of funds (the "**Reserve**") to satisfy priority charges, any post-closing matters related to the Nuvo Transaction, and the ongoing obligations of Aralez Pharmaceuticals Inc.
9. On January 30, 2019, the Court granted orders:
  - (i) authorizing Aralez Pharmaceuticals Inc. to change its corporate name to Old API Wind-down Ltd. ("**API**") and amending the style of cause of the CCAA Proceedings; and
  - (ii) extending the stay of proceedings in respect of API to April 19, 2019 (the "**April 19 Stay Extension**").

10. Richter, in its capacities as Proposed Monitor and Monitor, has previously provided this Court with eight reports (the “**Prior Reports**”). The Prior Reports, the Amended Initial Order and copies of other material documents pertaining to the CCAA Proceedings are available on the Monitor’s website at <http://insolvency.richter.ca/A/Aralez-Pharmaceuticals>.

## II. PURPOSE OF REPORT

11. The purpose of this report of the Monitor (the “**Eighth Report**”) is to provide information to the Court pertaining to:
- (i) the activities of the Monitor since the seventh report dated January 25, 2019 (the “**Seventh Report**”);
  - (ii) an update on certain matters in connection with the CCAA Proceedings, including the Nuvo Transaction, distributions made to Deerfield and the Claims Process;
  - (iii) API’s reported receipts and disbursements for the period from January 19, 2019 to March 15, 2019, including a comparison of reported to forecast results;
  - (iv) API’s revised cash flow forecast (the “**Revised Cash Flow Forecast**”) for the period from March 16, 2019 to August 2, 2019 (the “**Forecast Period**”); and
  - (v) API’s request for an order:
    - a) authorizing API to transfer its intercompany claims to one or more of API’s affiliates for nominal consideration (the “**Intercompany Claims Transfers**”); and
    - b) extending the stay of proceedings in respect of API to July 31, 2019.

## III. TERMS OF REFERENCE

12. In preparing this Eighth Report, the Monitor has relied solely on information and documents provided by API and its financial advisor, Alvarez & Marsal Canada Inc. and Alvarez & Marsal Healthcare Industry Group LLC (collectively, “**A&M**”), including unaudited financial information, declarations and affidavits of API executives (collectively, the “**Information**”). In accordance with industry practice, Richter has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Auditing Standards (“**GAAS**”) pursuant to the *Chartered Professional Accountants of Canada Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

13. Unless otherwise stated, all monetary amounts noted herein are expressed in United States (“U.S.”) dollars, which is API’s common reporting currency.
14. Capitalized terms used but not defined in this Eighth Report are defined in the Affidavit of Mr. Christopher Freeland sworn March 20, 2019 (the “**Freeland Affidavit**”), filed in support of the within motion. This Eighth Report should be read in conjunction with the Freeland Affidavit, as certain information contained in the Freeland Affidavit has not been included herein in order to avoid unnecessary duplication.

#### **IV. ACTIVITIES OF THE MONITOR**

15. Since the date of the Seventh Report, the Monitor’s activities have included:
  - (i) monitoring of API’s cash flows and reviewing analyses on variances to API’s cash flow forecast;
  - (ii) approving the payment of certain post-filing obligations of API pursuant to the terms of the Amended Initial Order;
  - (iii) attending at Court in connection with, among other things, the April 19 Stay Extension;
  - (iv) corresponding with API, Nuvo, Deerfield, and their respective advisors, in respect of the claims received pursuant to the Claims Process;
  - (v) reviewing the Closing Date Statement (as hereinafter defined) and dealing with other post-closing matters in connection with the Nuvo Transaction, including attending at Nuvo’s premises;
  - (vi) dealing with matters in connection with the KEIP, including corresponding with API and its advisors;
  - (vii) corresponding with A&M and API to consider making a distribution to Deerfield from the funds in the Reserve;
  - (viii) corresponding and communicating with Deerfield and its legal counsel;
  - (ix) corresponding and communicating with the Monitor’s legal counsel, Torys LLP;
  - (x) monitoring the Chapter 11 Proceedings and matters of interest to API in the Chapter 11 Proceedings;
  - (xi) responding to calls and enquiries from creditors and other stakeholders regarding the CCAA Proceedings;
  - (xii) posting materials to the Monitor’s website; and
  - (xiii) preparing this Eighth Report.

## V. UPDATE ON CERTAIN MATTERS RELATED TO THE CCAA PROCEEDINGS

### Nuvo Transaction

16. As noted in the Seventh Report, the Nuvo Transaction closed on December 31, 2018 (the “**Closing Date**”). API provided, prior to the Closing Date, a good faith estimate (the “**Closing Estimates**”) of the Estimated Closing Indebtedness, the Estimated Closing Net Working Capital and the Estimated Closing Net Cash (each term as defined in the Share Purchase Agreement) to Nuvo, which resulted in a \$4.9 million net reduction to the purchase price. As a result, the proceeds received from the Nuvo Transaction on closing totalled \$57.6 million (the “**Nuvo Proceeds**”), which included the \$2.5 million deposit previously paid by Nuvo to the escrow agent.
17. Pursuant to the Share Purchase Agreement, Nuvo was required to prepare and deliver to API, within 75 days of the Closing Date, a statement (the “**Closing Date Statement**”) setting forth Nuvo’s calculation of the Closing Net Working Capital, the Closing Indebtedness, and the Closing Net Cash (each term as defined in the Share Purchase Agreement). To the extent that the amounts contemplated in the Closing Date Statement differ from those in the Closing Estimates, the Share Purchase Agreement contemplates an adjustment and dispute resolution process (the “**Adjustment Process**”), which could result in an additional post-closing payment from Nuvo, or a refund to Nuvo from the funds held by the escrow agent and/or the funds held in the Reserve.
18. The Closing Date Statement was delivered by Nuvo on March 15, 2019 and is currently being review by API, in consultation with A&M and the Monitor. The Monitor understands from discussions with counsel to API that Deerfield has been provided with a copy of the Closing Date Statement.

### Distributions

19. The Distribution Order provides that any portion of the Reserve determined by the Monitor, in consultation with API and Deerfield, to no longer be necessary or appropriate to retain, shall be distributed to Deerfield as soon as practicable following such determination, up to the maximum amount of the obligations owing by the Aralez Entities under the June 8, 2015 loan agreement (as amended) (the “**Facility Agreement**”) between Deerfield, as lender, and API, Aralez Canada and Pozen, as borrowers.
20. On March 6, 2019, the Monitor, in consultation with API and Deerfield, and following discussions with A&M, authorized the distribution of \$2.3 million from the Reserve to Deerfield. On the direction of Deerfield, this distribution was remitted by API directly to the Chapter 11 Debtors for administrative convenience to assist in funding the U.S. Plan (as hereinafter defined) supported by Deerfield.

## Claims Process

21. As noted in the Seventh Report, the Monitor received 39 claims totalling \$66.7 million filed against Aralez Canada and 34 claims totaling \$136.9 million filed against Aralez Pharmaceuticals Inc. as at the Claims Bar Date. As noted in the Freeland Affidavit, many of these claims were duplicates and/or placeholder claims filed by directors and officers (“**D&O**”), employees or affiliates of the Companies. The Monitor notes that in addition to the claims noted above, the Monitor received two additional Pre-Filing Claims (the “**Late Claims**”) filed after the Claims Bar Date against Aralez Canada.
22. The Companies determined, in consultation with Nuvo, Deerfield and the Monitor, that a formal claims resolution procedure would not be required in respect of the Aralez Canada claims, and API would seek to resolve these claims directly.
23. As at March 13, 2019, API, in consultation with Nuvo, Deerfield and the Monitor, had essentially resolved all but seven of the claims (the “**Remaining Claims**”) filed against Aralez Canada. The Remaining Claims include the Late Claims as well as three placeholder claims by the D&O of Aralez Canada. The Monitor is working with API, Nuvo, and Deerfield in an effort to resolve the Remaining Claims. It is anticipated that the Remaining Claims will be resolved shortly without the need for a further Court hearing.

## VI. TRANSFERS OF INTERCOMPANY CLAIMS

24. As noted in the Prior Reports, there was a high degree of operational interdependency between API and its various affiliates prior to the Filing Date, including sharing certain executive management personnel, cash management/financing functions, etc. As such, the historical transactions between API, the Chapter 11 Debtors and the Foreign Affiliates (as defined below) (collectively, API, the Chapter 11 Debtors and the Foreign Affiliates, are known as the “**Aralez Group**”), have resulted in intercompany claims owing or owed among the entities within the Aralez Group. A schedule setting out the intercompany balances owing among the entities within the Aralez Group as at February 19, 2019 (the “**Intercompany Claims**” and each, and “**Intercompany Claim**”) is included as Exhibit “A” to the Freeland Affidavit.

25. Below is a summary of the intercompany balances between API and the Aralez Group as at February 19, 2019:

Old API Wind Down Ltd. (formerly Aralez Pharmaceuticals Inc.) Intercompany Balances Summary As at February 19, 2019 (USD in 000s; unaudited)		
Aralez Entity	Jurisdiction	Intercompany Receivable / (Payable)
<b>Chapter 11 Debtors</b>		
Aralez Pharmaceuticals Management Inc.	Delaware	7,523
Aralez Pharmaceuticals Holdings Limited	Ireland	-
Aralez Pharmaceuticals Trading DAC	Ireland	(5,458)
POZEN Inc.	Delaware	132
Aralez Pharmaceuticals US Inc.	Delaware	8,970
Halton Laboratories LLC	Delaware	(4)
Aralez Pharmaceuticals R&D Inc.	Delaware	487
<b>Subtotal</b>		<b>11,650</b>
<b>Foreign Affiliates</b>		
Aralez Luxembourg Finance	Luxembourg	119,108
Tribute Pharmaceuticals International Inc.	Barbados	-
<b>Subtotal</b>		<b>119,108</b>
<b>Net API Intercompany Receivable / (Payable)</b>		<b>130,758</b>

26. As presented in the table above, API:
- (i) is owed, on a net basis, approximately \$130.8 million from the Aralez Group, all of which is unsecured; and
  - (ii) has an Intercompany Claim against each of Chapter 11 Debtors, except for Trading DAC and Halton, and against Aralez Luxembourg Finance S.á.r.l. (“**Aralez Luxembourg**”).
27. As set out in the Freeland Affidavit, the entities within the Aralez Group are in the process of winding down. On February 5, 2019, each of the Chapter 11 Debtors, excluding Trading DAC, began a formal wind down process upon filing the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (the “**U.S. Plan**”) and related disclosure statement. In addition, the Monitor understands that certain of API’s affiliates, namely Aralez Luxembourg, Tribute Pharmaceuticals International Inc. (collectively, the “**Foreign Affiliates**”) and Trading DAC, intend to commence their own liquidation proceedings pursuant to their applicable foreign law.
28. As set out in the Freeland Affidavit, setting off the Intercompany Claims among the entities within the Aralez Group (to the extent permitted under applicable law) and updating the respective balance sheets of each corresponding entity to reflect the Intercompany Claims owed/owing after such set off, may help to (i) facilitate

an efficient liquidation of each Aralez Group entity, and (ii) in some cases, determine the type of liquidation proceedings that the applicable Aralez Group entity may undertake. Accordingly, API is seeking this Court's authority to transfer and assign some or all of its Intercompany Claims to its affiliates. It should be noted that, certain terms contemplated in the U.S. Plan (as more fully described in the Freeland Affidavit) permit the Chapter 11 Debtors to take the necessary steps to extinguish and/or cancel intercompany claims between the Chapter 11 Debtors and/or API.

29. The Monitor supports API's request to transfer and assign some or all of the Intercompany Claims for nominal value for the following reasons:
- (i) Deerfield, which is a secured creditor of all entities against which API has an outstanding Intercompany Claim, will suffer a shortfall on its advances under the Facility Agreement. There are no unencumbered funds or assets available to API's affiliates to satisfy the Intercompany Claims;
  - (ii) Transferring and setting off Intercompany Claims would be done for the sole purpose of facilitating the wind up of each entity in the Aralez Group in the most efficient manner available. There will be no cash impact to API;
  - (iii) Liquidating each entity in the Aralez Group in the manner set out above is in the best interest of API's stakeholders, including Deerfield, as it will minimize the cost of winding up those entities;
  - (iv) Pursuant to the proposed order authorizing the Intercompany Claims Transfer, transfers or set offs of Intercompany Claims cannot be made without the prior consent of Deerfield and the Monitor, or further order of the Court.

## **VII. CASH RECEIPTS AND DISBURSEMENTS FROM JANUARY 19, 2019 TO MARCH 15, 2019**

30. API's consolidated cash flow projection for the period from January 19, 2019 to April 19, 2019 (the "**January 19 Cash Flow Forecast**"), was filed with the Court in support of its application returnable January 30, 2019, seeking, *inter alia*, the April 19 Stay Extension.
31. API has continued to provide the Monitor with its cooperation and access to its books and records. The Monitor has implemented procedures for monitoring API's receipts and disbursements on a weekly basis. The Monitor, with the assistance of A&M, has also worked with API to prepare forecast to actual variance analyses with respect to its weekly cash flows as compared to the January 19 Cash Flow Forecast.
32. The comparison of API's actual to forecast results as compared to the January 19 Cash Flow Forecast for the period from January 19, 2019 to March 15, 2019, is summarized as follows:

<b>Old API Wind-Down Ltd. (formerly Aralez Pharmaceuticals Inc.)</b>			
<b>Cash Flow Variance Analysis</b>			
<b>For the Period January 19 to March 15, 2019</b>			
<i>(C\$ in Millions)</i>	<b>Forecast</b>	<b>Actual</b>	<b>Variance</b>
<b>Net Receipts</b>	<b>\$0.0</b>	<b>\$0.0</b>	<b>\$0.0</b>
<b>OPERATING DISBURSEMENTS</b>			
Operating Expenses	(0.7)	(0.1)	0.5
<b>Total Operating Disbursements</b>	<b>(\$0.7)</b>	<b>(\$0.1)</b>	<b>\$0.5</b>
<b>NET OPERATING CASH FLOW</b>	<b>(\$0.7)</b>	<b>(\$0.1)</b>	<b>\$0.5</b>
<b>NON-OPERATING DISBURSEMENTS</b>			
Distribution to Deerfield	\$0.0	(\$3.0)	(3.0)
Key Executive Incentive Plan	(0.7)	(0.7)	0.0
Professional Fees	(3.4)	(0.7)	2.6
<b>Total Non-Operating Disbursements</b>	<b>(\$4.1)</b>	<b>(\$4.4)</b>	<b>(\$0.4)</b>
<b>Total Net Cash Flow</b>	<b>(\$4.7)</b>	<b>(\$4.5)</b>	<b>\$0.2</b>
<b>CASH BALANCE</b>			
<b>Beginning Balance</b>	<b>\$10.7</b>	<b>\$10.7</b>	<b>\$0.0</b>
Total Net Cash Flow	(4.7)	(4.5)	0.2
<b>Ending Balance</b>	<b>\$6.0</b>	<b>\$6.2</b>	<b>\$0.2</b>

33. As reflected in the summary table above, API reported a net cash outflow of CAD\$4.5 million over the period, and a cash balance of approximately CAD\$6.2 million, as at March 15, 2019. The actual cash balance was approximately CAD\$0.2 million higher than forecast.
34. The favourable cash flow variance of approximately CAD\$0.2 million principally relates to:
- (i) lower than projected operating expenses, which largely represent permanent differences; and
  - (ii) timing differences due to lower than projected professional fees, mainly with respect to transaction fees payable to API's investment banker. The Monitor understands that this favourable variance may reverse in the coming weeks.
35. The above positive variances were partially offset by a negative permanent variance attributable to a CAD\$3.0 million distribution to Deerfield (as discussed above), which was not forecasted in the January 19 Cash Flow Forecast.

## VIII. REVISED CASH FLOW FORECAST

36. API, with the assistance of A&M and in consultation with the Monitor, prepared the Revised Cash Flow Forecast, representing a revised forecast of its receipts and disbursements during the Forecast Period.
37. The Monitor understands from its discussions with counsel to API and A&M that the Revised Cash Flow Forecast was approved by Deerfield on or about March 19, 2019.
38. A copy of the Revised Cash Flow Forecast, including the notes and assumptions thereto, together with Management's Report on the Revised Cash Flow Forecast is attached hereto as **Appendix "A"** and is summarized below:

Old API Wind-Down Ltd. (formerly Aralez Pharmaceuticals Inc.) 20-Week Cash Flow Forecast For the Period Ending August 2, 2019 (C\$ in 000s)	
Total Receipts	\$ -
<b>DISBURSEMENTS</b>	
Operating Expenses	(806)
Professional Fees	(4,271)
<b>Total Disbursements</b>	<b>\$ (5,077)</b>
<b>Total Net Cash Flow</b>	<b>\$ (5,077)</b>
<b>CASH BALANCE</b>	
Beginning Balance	\$ 6,213
Total Net Cash Flow	(5,077)
<b>Ending Balance</b>	<b>\$ 1,136</b>

39. As noted, API had approximately CAD\$6.2 million of cash on hand as at March 15, 2019. The Monitor notes this amount does not include the \$1.5 million held by the Monitor as part of the Reserve.
40. The Revised Cash Flow Forecast projects that API will experience a net cash outflow of approximately CAD\$5.0 million over the Forecast Period, primarily related to operating expenses (for compliance, audit, tax, and board fees) and professional fees incurred as part of the CCAA Proceedings.
41. The Revised Cash Flow Forecast projects an ending cash balance for API of approximately CAD\$1.1 million as at August 2, 2019. This amount would be in addition to the \$1.5 million held by the Monitor as part of the Reserve.
42. The Monitor is of the view that the material assumptions supporting the Revised Cash Flow Forecast are reasonable in the circumstances. The Monitor's Report on the Revised Cash Flow Forecast is attached hereto as **Appendix "B"**.

## **IX. STAY EXTENSION**

43. The current stay period expires on April 19, 2019, which is prior to the outside date for the Adjustment Process as contemplated under the Share Purchase Agreement, which, could extend to the end of July 2019. As such, API is seeking an extension of the stay of proceedings to July 31, 2019.
44. The Monitor supports API's request for an extension of the stay of proceedings from April 19, 2019, to July 31, 2019, for the following reasons:
  - (i) API is acting in good faith and with due diligence;
  - (ii) the extension will provide the opportunity for Nuvo and API to finalize any post-closing matters related to the Nuvo Transaction, including the Adjustment Process;
  - (iii) it will allow the Monitor and API the opportunity to address any remaining matters in the Claims Process;
  - (iv) the granting of the extension does not materially prejudice any creditor of API as the Revised Cash Flow Forecast reflects that API is projected to have sufficient funding to continue to operate in the normal course through the proposed stay extension period; and
  - (v) Deerfield, being the secured lender in these CCAA Proceedings, does not oppose the stay extension.

## **X. MONITOR'S CONCLUSION AND RECOMMENDATIONS**

45. For the reasons set out in this Eighth Report, the Monitor is of the view that the relief requested by API is both appropriate and reasonable and as such, the Monitor recommends that this Court make an order:
  - (i) authorizing API to make the Intercompany Claims Transfers; and
  - (ii) extending the Stay Period from April 19, 2019 to July 31, 2019.

All of which is respectfully submitted this 21<sup>st</sup> day of March, 2019.

**Richter Advisory Group Inc.**  
**In its capacity as CCAA Monitor of**  
**Old API Wind-Down Ltd. (formerly Aralez Pharmaceuticals Inc.)**  
**and not in its personal or corporate capacity**

Per:



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**Pritesh Patel,**  
**MBA, CFA, CIRP, LIT**  
**Senior Vice President**



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**Adam Zeldin,**  
**CPA, CA, CIRP**  
**Manager**

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

Court File No. CV-18-603054-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
ARALEZ PHARMACEUTICALS INC.**

Applicant

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

**EIGHTH REPORT OF THE MONITOR**

**TORYS LLP**

79 Wellington St. W., Suite 3000  
Box 270, TD Centre  
Toronto, ON M5K 1N2

Fax: 416.865.7380

**David Bish** (LSO#: 41629A)

Tel: 416.865.7353

Email: dbish@torys.com

**Adam M. Slavens** (LSO#: 54433J)

Tel: 416.865.7333

Email: aslavens@torys.com

Lawyers for Richter Advisory Group Inc.,  
in its capacity as Monitor of Aralez  
Pharmaceuticals Inc.

# **Appendix "D"**

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 A PLAN OF COMPROMISE OR ARRANGEMENT OF  
OLD API WIND-DOWN LTD.

AFFIDAVIT OF PRITESH PATEL  
(sworn May 8, 2019)

I, Pritesh Patel, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

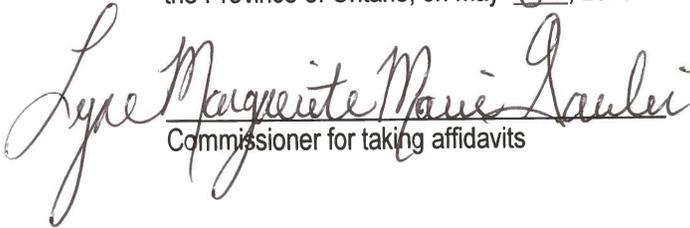
1. I am a Senior Vice President at Richter Advisory Group Inc. ("**Richter**"), the Court-appointed monitor (the "**Monitor**") in the *Companies' Creditors Arrangement Act* (R.S.C. 1985, c. C-36, as amended) proceedings (the "**CCAA Proceedings**") of Old API Wind-down Ltd. (the "**Company**"), formerly known as Aralez Pharmaceuticals Inc., and, as such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true.
2. This affidavit is filed in connection with the Company's motion seeking approval of, among other things, the accounts of the Monitor and its counsel, Torys LLP ("**Torys**").
3. Unless otherwise stated, all monetary amounts contained herein (including exhibits) are expressed in Canadian dollars.
4. Richter was appointed as Monitor pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") granted in the within proceedings dated August 10, 2018 (the "**Initial Order**"). On September 5, 2018, the Court issued the Amended and Restated Initial Order (the "**Amended Initial Order**"), which incorporated certain amendments to the Initial Order.
5. Attached as Exhibit "A" hereto is a summary listing of Richter's invoices for the within matter for the period from July 31, 2018 to April 30, 2019 (the "**Period**"), including invoice date and amount of the invoice (the "**Accounts**"). As shown in the summary listing, Richter's total fees and disbursements for the Period are \$865,328.75 and \$61,872.21, respectively, each excluding applicable taxes.

6. Richter, in its capacities as Proposed Monitor and Monitor, has filed ten reports with the Court (including the Monitor's Ninth Report to Court dated May 8, 2019 in support of the within motion; collectively, the "**Court Reports**"). Details of the activities undertaken and services provided by the Proposed Monitor and Monitor, as applicable, in the within proceedings are described in the Court Reports and incorporated herein by reference.
7. In the course of performing its duties pursuant to the Amended Initial Order, Richter's staff has expended a total of 1,551.80 professional hours during the Period at an average hourly rate of \$557.63. Attached as Exhibit "B" is a table detailing the billing rates and total hours of each of the professionals at Richter who performed services in the within proceedings.
8. Attached as Exhibit "C" hereto are true copies of Richter's invoices, which include a fair and accurate description of the services provided along with hours and applicable rates claimed by Richter, for the within matter. These invoices have been submitted to the Company and paid in the normal course since the commencement of the CCAA Proceedings as authorized by the Amended Initial Order.
9. The Monitor requests that this Court approve its Accounts for the Period, in the total amount of \$1,047,737.06, inclusive of applicable taxes, for services rendered and recorded during the Period.
10. Torys has provided legal services to the Monitor prior to and throughout the CCAA Proceedings in a manner consistent with the instructions of the Monitor and has prepared an affidavit with respect to its fees and disbursements charged in connection with services rendered during the period from July 6, 2018 to April 30, 2019. The Monitor has reviewed the invoices rendered by Torys during the period and believes the services performed are consistent with the instructions given by the Monitor. The Monitor is also seeking approval of Torys' fees and disbursements on the within motion in the amount of \$687,071.84, inclusive of applicable taxes.
11. The Monitor's fees and disbursements for the period from and after May 1, 2019 to the completion of all work relating to the CCAA Proceedings will be calculated and billed at the standard rates currently in effect. Barring any delays, disputes or unforeseen circumstances in connection with this matter and taking into account the remaining work to be done in connection with this matter, I estimate that those fees and disbursements will not exceed \$75,000 (excluding applicable taxes) (the "**Remaining Fees and Disbursements**"), as follows:
  - a) Richter - \$50,000; and
  - b) Torys - \$25,000.
12. The above estimates take into consideration the reasonable professional and legal fees required to complete all work relating to the CCAA Proceedings up to the effective date of the Monitor's discharge. If the actual Remaining

Fees and Disbursements are less than the above estimates, no further Court approval of fees is required. If the actual Remaining Fees and Disbursements exceed the estimates, the Monitor will seek the consent of API to pay same, without further Order of the Court.

13. To the best of my knowledge, the rates charged by Richter and Torys are comparable to the rates charged by other firms for the provision of similar restructuring services.
14. I verily believe that the fees and disbursements incurred by Richter and Torys are fair and reasonable in the circumstances.
15. This Affidavit is sworn in connection with a motion for an Order of this Court to, among other things, approve the fees and disbursements of the Monitor and those of its legal counsel and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in  
the Province of Ontario, on May 8, 2019.

  
Commissioner for taking affidavits

  
Pritesh Patel



This is Exhibit "A" referred to in the Affidavit of  
Pritesh Patel, sworn before me on  
May 8, 2019

*Lupe Marguerite Marie Gaulin*  
Commissioner for Taking Affidavits, etc.



Richter Advisory Group Inc.  
in its capacity as Monitor of  
Old API Wind-down Ltd.  
Statement of accounts

Exhibit A

Invoice #	Period	Fees	Disbursements <sup>1</sup>	Sub total	HST	Total
20403178	July 31, 2018 to August 19, 2018	\$ 124,308.25	\$ 6,318.00	\$ 130,626.25	\$ 16,981.41	\$ 147,607.66
20403295	August 20, 2018 to September 15, 2018	91,702.00	11,215.52	102,917.52	13,379.27	116,296.79
20403358	September 16, 2018 to September 30, 2018	61,014.00	4,585.10	65,599.10	8,527.88	74,126.98
20403407	October 1, 2018 to October 15, 2018	82,189.00	4,505.31	86,694.31	11,270.26	97,964.57
20403466	October 16, 2018 to October 31, 2018	38,131.50	3,019.08	41,150.58	5,349.58	46,500.16
20403493	November 1, 2018 to November 15, 2018	76,601.50	11,473.63	88,075.13	11,449.77	99,524.90
20403562	November 16, 2018 to November 30, 2018	67,945.25	3,394.26	71,339.51	9,274.13	80,613.64
20403628	December 1, 2018 to December 31, 2018	140,103.75	7,005.19	147,108.94	19,124.16	166,233.10
20403682	January 1, 2019 to January 15, 2019	14,626.25	731.31	15,357.56	1,996.48	17,354.04
20403748	January 16, 2019 to January 31, 2019	49,203.25	2,460.16	51,663.41	6,716.24	58,379.65
20403810	February 1, 2019 to February 15, 2019	10,131.00	1,186.75	11,317.75	1,471.31	12,789.06
20403922	February 16, 2019 to March 31, 2019	78,317.00	4,425.10	82,742.10	10,756.47	93,498.57
20403998	April 1, 2019 to April 15, 2019	8,374.00	418.70	8,792.70	1,143.05	9,935.75
20404019	April 16, 2019 to April 30, 2019	22,682.00	1,134.10	23,816.10	3,096.09	26,912.19
		<b>Total \$ 865,328.75</b>	<b>\$ 61,872.21</b>	<b>\$ 927,200.96</b>	<b>\$ 120,536.10</b>	<b>\$ 1,047,737.06</b>

Notes:

(1) Includes Technology and Administrative Fees.

This is Exhibit "B" referred to in the Affidavit of  
Pritesh Patel, sworn before me on  
May 8, 2019

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*Lynne Marguerite Marie Laubi*  
Commissioner for Taking Affidavits, etc.



**Richter Advisory Group Inc.  
in its capacity as Monitor of  
Old API Wind-down Ltd.  
Statement of accounts**

**Exhibit B**

<b>Staff member</b>	<b>Number of hours</b>	<b>Hourly rate</b>	<b>Amount</b>
<b>Senior Vice President</b>			
P.van Eyk	258.7	\$ 795.00	\$ 205,666.50
P.Patel <sup>1</sup>	113.6	\$ 795.00	\$ 90,272.25
A.Sherman	2.9	\$ 795.00	\$ 2,305.50
<b>Vice President</b>			
P.Patel <sup>1</sup>	447.6	\$ 650.00	\$ 290,940.00
<b>Associate</b>			
A.Zeldin	624.5	\$ 400.00	\$ 249,780.00
<b>Analyst</b>			
E.Finley	32.5	\$ 300.00	\$ 9,750.00
S.Davis	20.8	\$ 300.00	\$ 6,240.00
<b>Administration</b>			
S.Bourguine	23.0	\$ 200.00	\$ 4,600.00
C.O'Donnell	19.7	\$ 200.00	\$ 3,940.00
C.Michaud	0.3	\$ 200.00	\$ 60.00
N.Fournier	1.0	\$ 200.00	\$ 200.00
P.Lareau	7.3	\$185 - \$325	1,574.5
<b>Total</b>	<b>1,551.80</b>		<b>\$ 865,328.75</b>

**Blended average hourly rate: \$ 557.63**

Notes:

(1) Effective January 15, 2019, Mr. Patel was promoted to Senior Vice President and his hourly rate increased by \$145.

This is Exhibit "C" referred to in the Affidavit of  
Pritesh Patel, sworn before me on  
May 8, 2019

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*Lynne Marguerite Marie Gaulin*  
Commissioner for Taking Affidavits, etc.



# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 08/24/2018  
Invoice No.: 20403178  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to August 19, 2018		\$ 124,308.25
Disbursements		102.59
		<hr/>
<b>Sub-Total</b>		124,410.84
<b>Technology and Administrative Fees</b>		6,215.41
GST/HST #885435842 RT0001		16,981.41
		<hr/>
<b>Total Due</b>	<b>CAD</b>	<b>\$ 147,607.66</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403178  
Date: 08/24/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	2.50	\$ 795.00	\$ 1,987.50
Adam Zeldin	67.50	400.00	27,000.00
Carol O'Donnell	1.90	200.00	380.00
Eric Finley	16.25	300.00	4,875.00
Paul Van Eyk	48.85	795.00	38,835.75
Pritesh Patel	76.60	650.00	49,790.00
Soazig Bourgine	7.20	200.00	1,440.00
	<b>220.80</b>		<b>\$ 124,308.25</b>

**Disbursements**

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Disbursements			\$ 102.59
			<b>\$ 102.59</b>

Invoice No.: 20403178  
Date: 08/24/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
07/31/2018	Paul Van Eyk Preparing draft pre-filing report, emails with A&M and Stikeman, review of material.	4.00	\$ 795.00	\$ 3,180.00
08/01/2018	Paul Van Eyk Reviewing material, preparing draft report.	4.00	795.00	3,180.00
08/01/2018	Pritesh Patel Update call with A&M, Stikemans, Torys re: status and next steps.	0.50	650.00	325.00
08/01/2018	Adam Zeldin Perform preliminary research into the Company. Prepare summary of historical financials for pre-filing report.	1.80	400.00	720.00
08/02/2018	Paul Van Eyk Call with A&M on cash flows, review of emails, drafting of report.	4.25	795.00	3,378.75
08/02/2018	Pritesh Patel Call with A&M to discuss CF. Review of CF and discussion with A. Zeldin on same.	1.80	650.00	1,170.00
08/02/2018	Adam Zeldin Perform preliminary research into Aralez, including reviewing most recent public filings and financials. Attend call with Richter team and Alvarez & Marsal re: 13-week cash flow. Review 13-week cash flow, and discussion with P. Patel.	3.85	400.00	1,540.00
08/03/2018	Paul Van Eyk Review of draft materials, emails with Torys and Stikemans, emails and discussions with Richter professionals, drafting of report, review of CF material and other financial details.	8.25	795.00	6,558.75
08/03/2018	Pritesh Patel Review of CF with A. Zeldin, and call with A&M on same. Review of draft motion materials from Stikeman. Review of revised CF from A&M.	3.50	650.00	2,275.00
08/03/2018	Adam Zeldin Continue to review 13-week cash flow, including updates thereto. Prepare questions for A&M re: cash flow and attend call with A&M re: same. Correspond with A&M re: various other matters. Review June 2018 trial balance. Review pre-filing payables analysis.	4.60	400.00	1,840.00
08/03/2018	Adam Zeldin Draft newspaper notice. Prepare Form 1. Review drafts of the initial affidavit and initial order. Correspond with Richter team re: various matters.	2.80	400.00	1,120.00
08/04/2018	Paul Van Eyk	3.00	795.00	2,385.00

Invoice No.: 20403178  
Date: 08/24/2018

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
08/04/2018	Preparing draft reports, review of documents, discussions with P. Patel, emails with Torys. Pritesh Patel Review of draft Pre-Filing Report and comments to P. Van Eyk on same. Review of draft DIP and comments to P. Van Eyk and D.Bish.	2.50	650.00	1,625.00
08/04/2018	Adam Zeldin Review and comment on Pre-filing Report.	1.30	400.00	520.00
08/05/2018	Paul Van Eyk Review of draft report, discussions with P. Patel, review of emails.	2.00	795.00	1,590.00
08/05/2018	Pritesh Patel Review and edits to revised Pre-Filing Report. Review revised Affidavit and update Pre-Filing Report accordingly.	6.50	650.00	4,225.00
08/05/2018	Adam Zeldin Review historical financials and prepare tables for the Pre-filing Report re: same. Review and comment on Pre-filing Report.	3.20	400.00	1,280.00
08/06/2018	Paul Van Eyk Review of emails, call with P. Patel on Torys comments, review of Torys comments, review of latest draft report.	3.50	795.00	2,782.50
08/06/2018	Pritesh Patel Finalize draft Pre-Filing Report and circulate to Torys for comments. Review of comments and call with P. Van Eyk on same. Update report and circulate revised draft to Richter team. Reivew of revised DIP and comments on same.	6.00	650.00	3,900.00
08/06/2018	Adam Zeldin Correspond with Richter team re: Pre-filing Report and other matters. Review/update Pre-filing Report. Review updated Initial Affidavit.	4.40	400.00	1,760.00
08/07/2018	Paul Van Eyk Review of draft material, call with A&M, call with counsel and A&M, review affidavit, discussions with Richter team.	5.50	795.00	4,372.50
08/07/2018	Pritesh Patel A&M call to discuss CF/pre-filing liabilities. Stikemans call to discuss outstanding issues. Call with Torys to discuss DIP/outstanding issues. Continuing review/edits to Report, review of revised Affidavit. Correspondence re: creditor inquiries/hotlines.	8.00	650.00	5,200.00
08/07/2018	Adam Zeldin	10.20	400.00	4,080.00

Invoice No.: 20403178  
Date: 08/24/2018

Date	Name and Description	Hours	Rate	Amount
	Review updates to Initial Affidavit. Review/update multiple versions of Pre-filing Report. Attend call with A&M/Aralez re: various matters. Correspond with A&M re: pre-filing liabilities, 13-week cash flow/other matters. Meeting with Richter team.			
08/08/2018	Soazig Bourgine Initial documents (Monitor's & Company's reports on cash flow, draft of Mailing, etc).	1.00	200.00	200.00
08/08/2018	Paul Van Eyk Review of emails, discussions with P. Patel, review material.	2.00	795.00	1,590.00
08/08/2018	Adam Sherman Review, revise, update and provide comments on proposed monitor report, including emails/discussions with Richter team.	1.00	795.00	795.00
08/08/2018	Pritesh Patel Continuing review and edits to Report, review of revised Affidavit. Call with A&M re: CF, pre-filing liabilities, etc. Review of comments from A. Sherman on Report. Correspondence with counsel re: Admin Charge, DIP.	10.50	650.00	6,825.00
08/08/2018	Adam Zeldin Review updated pre-filing AP schedule; discuss same with A&M. Attend calls with A&M/Company re: historical financials and other various matters. Review/update the Monitor's pre-filing report. Review/comment on updated 13-week CF; discuss same with A&M.	9.40	400.00	3,760.00
08/09/2018	Paul Van Eyk Emails, discussions with Torys, discussions with P. Patel, review of material.	3.40	795.00	2,703.00
08/09/2018	Adam Sherman Review, revise, update and provide comments on proposed monitor report. Review and provide comments on cash flow reports (debtor and monitor). Emails/discussions with Richter team.	1.50	795.00	1,192.50
08/09/2018	Pritesh Patel Review and edits to Pre-Filing Report. Review of multiple revisions of Affidavit and updates to Report. Call with A&M re: revised CF, communications. Review and sign-off on CF reports. Review of revised DIP, IO. Calls with counsel re: fees, CF.	13.50	650.00	8,775.00
08/09/2018	Adam Zeldin	11.25	400.00	4,500.00

Invoice No.: 20403178  
Date: 08/24/2018

Date	Name and Description	Hours	Rate	Amount
	Review/update several versions of Mointor's pre-filing report. Review updated 13-week cash flow and notes; correspond with A&M re: same. Format cash flow for next day filing. Review/update managements/monitors report on cash flow.			
08/09/2018	Eric Finley Review materials, provide comments and work with Richter team to summarize financial tables and finalize Report. Review employee and vendor correspondence packages and provide comments.	4.50	300.00	1,350.00
08/10/2018	Soazig Bourgine Website set up & postings, CCAA filings, communication with Niwri Media for Newspaper Ad.	1.50	200.00	300.00
08/10/2018	Paul Van Eyk Review of emails and attachments.	1.00	795.00	795.00
08/10/2018	Pritesh Patel Finalize Report. Prep and attendance in Court for Initial Order. Call with A&M re: cash flow reporting, info requests, revised CF. Review of Form 1 and newspaper ad. Correspondence with counsel re: revised IO, service list. Responding to creditor inquiry.	3.80	650.00	2,470.00
08/10/2018	Adam Zeldin Attend at court in connection with CCAA application. Attend call with A&M re: cash flow monitoring plan, next steps and the proceedings generally. Review/update newspaper notice to creditors and Form 1; discuss same with Richter team. Prepare Form 2.	6.30	400.00	2,520.00
08/13/2018	Soazig Bourgine Emails to Niwri media re: Newspaper ad.	0.30	200.00	60.00
08/13/2018	Pritesh Patel Calls with A. Zeldin re: creditor listing, payment process, etc. Review and sign-off on newspaper advertisement. File administration.	2.30	650.00	1,495.00
08/13/2018	Adam Zeldin Attend at Aralez. Attend meetings/correspond with Company (Controller/Treasurer)/A&M re: CF monitoring, preparing a creditors list and other matters.	4.70	400.00	1,880.00
08/13/2018	Adam Zeldin Review/Update Form 2 and compile questions for Company re: same; discuss same with Company. Prepare draft notice to creditors.	1.40	400.00	560.00

Invoice No.: 20403178  
Date: 08/24/2018

Date	Name and Description	Hours	Rate	Amount
08/14/2018	Soazig Bourgine Email A. Zeldin re: Notice to Creditors, website posting and e-filing.	0.50	200.00	100.00
08/14/2018	Paul Van Eyk Review of draft material, emails, call with P. Patel.	2.00	795.00	1,590.00
08/14/2018	Pritesh Patel Review payment request, including support for all critical payments. Calls with A&M to discuss payment request. Review of SPA. Call with Torys re: critical payments and SPA. Email to Bennett Jones on critical payments. Calls with P. Van Eyk re: status.	7.50	650.00	4,875.00
08/14/2018	Adam Zeldin Review schedule of planned cheque run for the current week. Correspond with Richter team re: same. Correspond with A&M re: various matters concerning filing statutory documents. Review proposed purchase of product and correspond with the Company re: same.	2.30	400.00	920.00
08/14/2018	Eric Finley Review cheques provided by A&M re: first cheque run and summarize findings. Discuss internally with Richter team.	2.50	300.00	750.00
08/15/2018	Soazig Bourgine Notice to Creditors, form 2.	0.60	200.00	120.00
08/15/2018	Paul Van Eyk Review of emails, review of draft material, discussion with P. Patel, call with Torys.	1.75	795.00	1,391.25
08/15/2018	Pritesh Patel Review revised payment request and calls with A&M on same. Review of correspondence re: prepayments for inventory. Review of bidding procedures order. Email to Deerfield re: critical payments. Calls with P. Van Eyk re: fees and status.	4.50	650.00	2,925.00
08/15/2018	Eric Finley Call with A&M to review pre-filing payments worksheet. Review worksheet before call. Review invoices for pre-filing calls, summarize samples findings and discuss internally with Richter team. Summarize findings for email to Deerfield.	3.25	300.00	975.00
08/16/2018	Carol O'Donnell Prepare creditor list. Review of mailing.	1.40	200.00	280.00
08/16/2018	Paul Van Eyk Review of SPA, comments, review and exchange of emails with P. Patel and Torys.	3.00	795.00	2,385.00

Invoice No.: 20403178  
Date: 08/24/2018

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
08/16/2018	Pritesh Patel Correspondence with A&M/Company re: payments. Review and edits to Notice, discussions with E. Finley re: creditor listing. Finalize Form 2. Review of draft CF variance.	2.50	650.00	1,625.00
08/16/2018	Eric Finley Review creditor listing provided by A&M. Cross reference to AP payable, add relevant parties summarize for internal purposes. Send listing and outstanding to A&M for review. Draft sample deposit letter, send to A&M.	3.25	300.00	975.00
08/17/2018	Carol O'Donnell Amend creditor list. Review of emails for mailing.	0.50	200.00	100.00
08/17/2018	Soazig Bourguine Notice to creditors, emails, website posting, e-filing, list of creditors.	3.30	200.00	660.00
08/17/2018	Pritesh Patel Review of materials re: KEIP/KERP, updated SPA, Bidding Procedures and comments to counsel on same. Call with Torys re: KEIP/KERP.	3.20	650.00	2,080.00
08/17/2018	Eric Finley Review/finalize creditor listing for posting to Richter website. Review variance analysis and cross reference to known payments. Discuss with A&M. Various calls with A&M. Discuss internally with Richter team.	2.75	300.00	825.00
08/19/2018	Paul Van Eyk Review of emails, documents, emails with Torys and P. Patel.	1.20	795.00	954.00
<b>Fees Total</b>		<b>220.80</b>		<b>\$ 124,308.25</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
08/17/2018	Disbursements 08/17/2018: Postage: Notice To Creditors Of Intial Order			\$ 102.59
<b>Disbursements Total</b>				<b>\$ 102.59</b>

Invoice No.: 20403178  
Date: 08/24/2018

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 124,410.84</b>
<b>Technology and Administrative Fees</b>		6,215.41
GST/HST #885435842 RT0001		16,981.41
<b>Total Due</b>	<b>CAD</b>	<b>\$ 147,607.66</b>

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### Payment Options

#### Wire Transfer

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

#### Cheques

Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 09/24/2018  
Invoice No.: 20403295  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to September 14, 2018			\$ 91,702.00
Disbursements			6,630.42
			<hr/>
<b>Sub-Total</b>			98,332.42
<b>Technology and Administrative Fees</b>			4,585.10
GST/HST #885435842 RT0001			13,379.27
			<hr/>
<b>Total Due</b>	CAD		<b>\$ 116,296.79</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403295  
Date: 09/24/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	81.45	\$ 400.00	\$ 32,580.00
Carol O'Donnell	0.40	200.00	80.00
Cindy Michaud	0.30	200.00	60.00
Eric Finley	11.00	300.00	3,300.00
Paul Van Eyk	35.60	795.00	28,302.00
Pritesh Patel	41.20	650.00	26,780.00
Soazig Bourgine	3.00	200.00	600.00
	<b>172.95</b>		<b>\$ 91,702.00</b>

**Disbursements**

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Disbursements			\$ 6,630.42
			<b>\$ 6,630.42</b>

Invoice No.: 20403295  
Date: 09/24/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
08/20/2018	Paul Van Eyk Review of various emails.	0.50	\$ 795.00	\$ 397.50
08/20/2018	Pritesh Patel Review of emails from Torys re Bid Procedures and response on same.	0.50	650.00	325.00
08/21/2018	Carol O'Donnell Communications with creditors.	0.30	200.00	60.00
08/21/2018	Paul Van Eyk Call with Torys, Stikes and A&M on KERP/KEIP, review of emails.	1.50	795.00	1,192.50
08/21/2018	Pritesh Patel Responding to creditor inquiries re status of proceedings. Review of email from A&M re Accuristix.	0.50	650.00	325.00
08/21/2018	Eric Finley Review payment invoices, emails from L. Benson re payment run and discuss with Richter team.	0.50	300.00	150.00
08/22/2018	Paul Van Eyk Review of draft material, discussion with Torys, email to A&M, discussion with A&M on KEIP/KERP	3.75	795.00	2,981.25
08/22/2018	Pritesh Patel Review of variance reporting. Review of disbursement requests from A&M and follow-up with Deerfield for approval. Review of emails and calls with P.van Eyk re KEIP.	2.00	650.00	1,300.00
08/22/2018	Eric Finley Review variance analysis provided by A&M, review employee expenses, call with L. Benson re. same. Discuss with Richter team.	2.00	300.00	600.00
08/23/2018	Soazig Bourguine Prepare affidavit of mailing.	1.00	200.00	200.00
08/23/2018	Paul Van Eyk Review of emails.	0.20	795.00	159.00
08/23/2018	Pritesh Patel Review of payment request for API and response to A&M on same. Discussion with E.Finley re variance reporting. Call with A&M re API payments for prior week, KEIP and CF forecast.	1.50	650.00	975.00
08/23/2018	Eric Finley Email L. Benson re creditor listing. Review API invoices, discuss variance analysis with Richter team.	1.00	300.00	300.00
08/24/2018	Paul Van Eyk Review of emails, update call with Torys.	1.00	795.00	795.00

Invoice No.: 20403295  
Date: 09/24/2018

Date	Name and Description	Hours	Rate	Amount
08/24/2018	Pritesh Patel Correspondence with D.Bish and P.van Eyk re budget reforecast. Review of reforecast and call with A&M on same. Review of case termination order.	2.20	650.00	1,430.00
08/24/2018	Eric Finley Review updated cash flow model, compare to previous version, discuss with Richter team.	1.00	300.00	300.00
08/26/2018	Paul Van Eyk Drafting of First Report, review of emails and draft motion material.	2.25	795.00	1,788.75
08/27/2018	Paul Van Eyk Review of draft material, drafting of First Report.	3.00	795.00	2,385.00
08/27/2018	Adam Zeldin Correspond with Richter team re: First Report. Review precedent cross-border protocols for purposes of First Report. Correspond with A&M re: variance analysis, cash flow and other matters.	3.60	400.00	1,440.00
08/28/2018	Soazig Bourgine Service List posted on website and emailed to OSB, email to E. Finley re return to sender mail. Motion record of the Applicant emailed to OSB and posted on website	0.60	200.00	120.00
08/28/2018	Paul Van Eyk Drafting of First Report, review of draft materials, call with Torys, call with Stikemans, call with Richter team.	8.00	795.00	6,360.00
08/28/2018	Pritesh Patel Calls and correspondence with Richter team re pre-filing payments, KEIP, First Report, sales process, next steps. Review of September 5 motion materials.	4.00	650.00	2,600.00
08/28/2018	Adam Zeldin Attend at Aralez. Correspond with Aralez/A&M/Richter team re: payment of pre-filing liabilities. Review information included in data room. Respond to creditor/shareholder enquiries. Review/comment/update variance analysis prepared by A&M.	6.60	400.00	2,640.00
08/28/2018	Adam Zeldin Review updates to CF and discuss same with A&M. Deal with various cash disbursement matters, including corresponding with Company/A&M, reviewing supporting docs and approving payment.	3.25	400.00	1,300.00
08/28/2018	Eric Finley	2.00	300.00	600.00

Invoice No.: 20403295  
Date: 09/24/2018

Date	Name and Description	Hours	Rate	Amount
08/29/2018	Update cashflow appendices and variance analysis for second report. Soazig Bourgine Send Notice of CCAA to Kuehne + Nagel Ltd.	0.20	200.00	40.00
08/29/2018	Paul Van Eyk Drafting of First Report, discussion with P. Patel.	3.00	795.00	2,385.00
08/29/2018	Pritesh Patel Correspondence with A.Zeldin re CF and variance analysis. Review and edits to First Report and circulate to Richter team for internal review.	4.00	650.00	2,600.00
08/29/2018	Adam Zeldin Review/update First Report; Review/update variance analysis. Attend meeting at Company re: sales and other matters. Correspond with A&M re: various matters. Attend call with A&M/Mapi. Richter team meeting re: various matters. Summarize DIP milestones.	9.20	400.00	3,680.00
08/29/2018	Eric Finley Update First Report for cash flow for the extension period and the variance analysis. Discuss with Richter team, update figures and various edits to report.	2.75	300.00	825.00
08/30/2018	Soazig Bourgine Service List and E Service List posted on website and emailed to OSB.	0.30	200.00	60.00
08/30/2018	Paul Van Eyk Finalize First Report, review of comments from Torys and Stikeman, discussion with Richter team on report and CF issues, review of emails.	2.20	795.00	1,749.00
08/30/2018	Pritesh Patel Review comments from Stikeman on First Report. Finalize and sign First Report for service. Review and edits to email for Mapi.	1.50	650.00	975.00
08/30/2018	Adam Zeldin Attend at Aralez. Finalize cash flow for First Report. Correspond with Richter team re: same. Attend meeting with Aralez sales team. Correspond with A&M re: variance analysis, cash flow and other matters. Prepare pre-filing payments summary.	5.60	400.00	2,240.00
08/30/2018	Eric Finley Compile First Report and appendices and PDF for service.	0.75	300.00	225.00
08/31/2018	Cindy Michaud	0.30	200.00	60.00

Invoice No.: 20403295  
Date: 09/24/2018

Date	Name and Description	Hours	Rate	Amount
08/31/2018	Post First Report on web site and file by email with OSB. Paul Van Eyk Emails with Torys, call with Torys, call with P. Patel, review of emails.	1.25	795.00	993.75
08/31/2018	Pritesh Patel Correspondence with Aralez re payment requests. Call with P.van Eyk re UCC and upcoming motion.	1.50	650.00	975.00
08/31/2018	Adam Zeldin Attend call/correspond with A&M and Mapi. Correspond with A&M re: various matters. Correspond with Company re: various matters. Review and prepare a summary of interco balances. Review/draft response to enquiries from creditors.	5.45	400.00	2,180.00
09/04/2018	Soazig Bourgine Factum of the Applicant posted on website and emailed to OSB.	0.20	200.00	40.00
09/04/2018	Paul Van Eyk Review of emails, discussion with Torys, prep for court.	1.00	795.00	795.00
09/04/2018	Pritesh Patel Review of emails from counsel re UCC. Review of interco summary, discussions with A.Zeldin and emails to counsels on same. Review of comments from UCC re Cross-Border Protocol. Review of CF variances. Call with API re payments.	4.20	650.00	2,730.00
09/04/2018	Adam Zeldin Attend calls with creditors. Review updated variance analysis. Review daily banking activity. Attend call with API's Treasurer and corporate counsel re: banking/cash disbursement and other matters.	3.30	400.00	1,320.00
09/04/2018	Adam Zeldin Attend at Aralez. Prepare summary of Intercompany balances and correspond with the Company/Richter team re: same. Review proposed pre-filing payments. Correspond with A&M/Company re: same. Correspond with Company re: various matters.	4.80	400.00	1,920.00
09/05/2018	Soazig Bourgine Website posting & email to OSB (Amended Initial Order, endorsement & Stay extension order).	0.50	200.00	100.00
09/05/2018	Paul Van Eyk Attendance in court, review of material, discussion with Torys.	3.00	795.00	2,385.00
09/05/2018	Pritesh Patel	3.00	650.00	1,950.00

Invoice No.: 20403295  
Date: 09/24/2018

Date	Name and Description	Hours	Rate	Amount
09/05/2018	Preparation for and attendance in Court for Stay Extension motion. Review of Mapi letter and correspondence with A&M/Stikemans on same. Email to Deerfield re pre-filing payments. Adam Zeldin	5.60	400.00	2,240.00
09/05/2018	Review amendments to Initial Order. Correspond with A&M/Company re: various matters. Review proposed payments to vendors for current week cheque run and discuss same with Company/A&M. Adam Zeldin	2.20	400.00	880.00
09/06/2018	Review/comment on supplier letter to Mapi. Respond to enquiries from creditors. Review other supplier letters sent to vendors. Carol O'Donnell	0.10	200.00	20.00
09/06/2018	Communications with creditors. Soazig Bourgine	0.20	200.00	40.00
09/06/2018	Website posting. Paul Van Eyk	1.50	795.00	1,192.50
09/06/2018	Call with Torys on issues and Chapter 11 proceedings, review of emails. Pritesh Patel	4.50	650.00	2,925.00
09/06/2018	Review of disbursement request and discussions with A.Zeldin on same. Call with A.Zeldin and A&M re cash variances. Email to Deerfield re pre-filing payments. Correspondence with Company re payments. Calls with K.Esaw, A.Zeldin re Mapi. Adam Zeldin	2.15	400.00	860.00
09/06/2018	Review two-week rolling variance analysis and discuss same with A&M/Richter team. Draft email to Deerfield requesting approval to pay certain pre-filing payments. Adam Zeldin	3.10	400.00	1,240.00
09/06/2018	Attend at Aralez. Correspond with J. Hall re: supplier letter to Mapi and other matters. Prepare summary of proposed disbursements for the week and correspond with Richter team/Aralez re: same/other matters. Correspond with A&M re: various matters. Paul Van Eyk	1.00	795.00	795.00
09/07/2018	Review of emails, emails with A&M, discussion with P. Patel. Pritesh Patel	2.00	650.00	1,300.00

Invoice No.: 20403295  
Date: 09/24/2018

Date	Name and Description	Hours	Rate	Amount
09/07/2018	Review of emails from D.Bish re status. Discussions with A.Zeldin on creditor inquiries and cash flows. Responding to inquiries from interested parties re status of proceedings. Correspondence with Stikeman re claims procedure. Adam Zeldin Correspond with Aralez re: payment of certain pre-filing amounts, reviewing employee expenses and other matters. Draft email for vendors re: CCAA proceedings/continuation of services. Begin reviewing employee expenses.	2.95	400.00	1,180.00
09/10/2018	Paul Van Eyk Review of emails, discussion with P. Patel, review of documents.	1.00	795.00	795.00
09/10/2018	Pritesh Patel Responding to creditor inquiries. Call with A.Zeldin re payments, correspondence with Aralez on same. Review of revised Bid Procedures and comments to Torys on same. Update call with A&M.	3.20	650.00	2,080.00
09/10/2018	Adam Zeldin Review employee expense claims (pre and post-filing). Correspond with Aralez re: same. Deal with pre-filing payment to Mapi (regulatory consultant) and discuss same with A&M/Richter team.	3.50	400.00	1,400.00
09/11/2018	Pritesh Patel Correspondence and calls with A.Zeldin re DHL. Discussion with A.Zeldin re Mapi, review of email to Deerfield and call on response from Deerfield.	2.30	650.00	1,495.00
09/11/2018	Adam Zeldin Correspond with Aralez re: Mapi/employee expenses and other matters. Respond to shareholder enquiries.	1.00	400.00	400.00
09/11/2018	Adam Zeldin Review weekly variance reporting and correspond with A&M/Richter team re: same. Review pre-filing Mapi invoices. Review employee expense claims. Prepare analysis/email to Deerfield re: approval to pay employee expenses/Mapi invoices.	5.50	400.00	2,200.00
09/11/2018	Eric Finley Review invoices/ payments, discuss with Richter team and summarize results.	1.00	300.00	300.00
09/12/2018	Pritesh Patel Review of revised Mapi letter and correspondence with Stikemans on same.	0.30	650.00	195.00
09/12/2018	Adam Zeldin	2.75	400.00	1,100.00

Invoice No.: 20403295  
 Date: 09/24/2018

Date	Name and Description	Hours	Rate	Amount
	Review proposed payments (inventory/regulatory/other opex) and prepare summary of same/discuss same with Richter team/Aralez. Review updated 13-wk CF and discuss same with A&M. Correspond with Bell Canada re: continuation of internet/telephone service.			
09/12/2018	Adam Zeldin Attend at Aralez. Correspond with A&M re: sales/collection variances for August. Correspond with Company re: payment of amounts owing to employees. Draft email to vendors re: the CCAA proceedings/continuation of services.	2.20	400.00	880.00
09/13/2018	Paul Van Eyk Review of emails, draft material, discussion with team on CF.	1.25	795.00	993.75
09/13/2018	Pritesh Patel Call with A.Zeldin re wire payments. Review of DIP amendment, SPA and schedules and comments to counsel on same. Calls with A.Zeldin re Mapi reconciliation. Responding to inquiries from interested parties re status of proceedings.	3.50	650.00	2,275.00
09/13/2018	Adam Zeldin Attend at Aralez. Correspond with Aralez/A&M re: various matters. Review bank account details.	2.20	400.00	880.00
09/13/2018	Adam Zeldin Deal with payment processing matters and discuss same with Richter team. Review revised pre-filing AP schedule. Correspond with Aralez/A&M/Stikeman re: pre-filing payment to Mapi.	4.00	400.00	1,600.00
09/14/2018	Paul Van Eyk Review of emails.	0.20	795.00	159.00
09/14/2018	Pritesh Patel Call with A&M re critical vendor payments and discussion with A.Zeldin on same.	0.50	650.00	325.00
09/14/2018	Adam Zeldin Review/update revised pre-filing AP schedule. Correspond with Aralez re same, other liabilities/creditors and current week collections.	2.50	400.00	1,000.00
<b>Fees Total</b>		<b>172.95</b>		<b>\$ 91,702.00</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
08/27/2018	Disbursements			\$ 6,630.42

Invoice No.: 20403295  
Date: 09/24/2018

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Date	Name and Description	Hours	Rate	Amount
08/27/2018:	Niwri Invoice (Advertisement of CCAA in Globe & Mail)			
<b>Disbursements Total</b>				<hr/> <b>\$ 6,630.42</b>

Invoice No.: 20403295  
Date: 09/24/2018

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**Remittance Form**

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 98,332.42</b>
<b>Technology and Administrative Fees</b>		4,585.10
GST/HST #885435842 RT0001		13,379.27
<b>Total Due</b>	<b>CAD</b>	<b>\$ 116,296.79</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

**TORONTO**

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Montréal QC H3A 0G6  
514.934.3400

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 10/11/2018  
Invoice No.: 20403358  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to September 30, 2018 \$ 61,014.00

<b>Sub-Total</b>	61,014.00
<b>Technology and Administrative Fees</b>	4,585.10
GST/HST #885435842 RT0001	8,527.88
<b>Total Due</b>	<b>CAD \$ 74,126.98</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403358  
Date: 10/11/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	48.30	\$ 400.00	\$ 19,320.00
Carol O'Donnell	2.50	200.00	500.00
Eric Finley	1.75	300.00	525.00
Patrick Lareau	1.60	325.00	520.00
Paul Van Eyk	22.20	795.00	17,649.00
Pritesh Patel	34.40	650.00	22,360.00
Soazig Bourgine	0.70	200.00	140.00
	<b>111.45</b>		<b>\$ 61,014.00</b>

Invoice No.: 20403358  
Date: 10/11/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
09/17/2018	Paul Van Eyk Review of material, emails with Torys.	1.75	\$ 795.00	\$ 1,391.25
09/17/2018	Pritesh Patel Review of revised SPA, Bid Procedures. Call with Torys re: Blexten. Call with P. Van Eyk re: break fee/expense reimbursement.	2.50	650.00	1,625.00
09/17/2018	Adam Zeldin Attend at Aralez. Correspond with A&M/Aralez re: collections/disbursement/other matters. Review summary of collection by customer. Attend call with Bell Canada, a creditor. Review CF variances and covenant test and correspond with A&M re: same.	3.50	400.00	1,400.00
09/18/2018	Soazig Bourguine Website update.	0.20	200.00	40.00
09/18/2018	Paul Van Eyk Review of correspondence from Torys on US and CDN security opinions, review of emails, discussion with Torys, discussion with P. Patel on CF/Deerfield.	3.20	795.00	2,544.00
09/18/2018	Pritesh Patel Emails with Stikeman/A&M re: Woodmont. Call with Stikeman/A&M re: claims procedure.	1.00	650.00	650.00
09/18/2018	Adam Zeldin Review proposed payments for the week and correspond with Aralez/A&M re: same. Begin preparing summary of same. Correspond with A&M re: CF/royalty payments/other matters. Correspond with A&M/Aralez re: cash flow variances.	4.70	400.00	1,880.00
09/19/2018	Paul Van Eyk Call with counsel to a creditor, discussion with P. Patel, review of emails, review of material.	2.50	795.00	1,987.50
09/19/2018	Pritesh Patel Review and calls with A. Zeldin re: payment requests, Depomed. Call with counsel to Depomed re: status of proceedings and sales process. Correspondence with A. Zeldin re: Halo.	2.50	650.00	1,625.00
09/19/2018	Adam Zeldin Summarize proposed payments for the week (pre/post filing) and discuss same with Aralez/Richter team. Review/comment on supplier letter. Correspond with Aralez/A&M re: same. Review Allergan royalty agreement. Correspond with A&M re: CF/other matters.	6.40	400.00	2,560.00

Invoice No.: 20403358  
Date: 10/11/2018

Date	Name and Description	Hours	Rate	Amount
09/20/2018	Paul Van Eyk Review of emails.	1.00	795.00	795.00
09/20/2018	Pritesh Patel Review and edits to Halo letter. Call with A. Zeldin re: disbursements, receipts and other issues. Email to Deerfield re: approval on critical payments. Call with D. Bish re: claims process and upcoming motion.	3.00	650.00	1,950.00
09/20/2018	Adam Zeldin Review additional proposed disbursements (employee exp/inventory/opex). Correspond with Aralez re: same. Draft email to Deerfield re: pre-filing payments/Allergan royalty. Correspond with Aralez/A&M re: supplier letter/other matters. Richter team meeting.	5.20	400.00	2,080.00
09/21/2018	Paul Van Eyk Review of emails, call with Torys on bidding process and upcoming motion, discussion on UCC comments, discussion with P. Patel on CF.	2.75	795.00	2,186.25
09/21/2018	Pritesh Patel Review of IQVIA letter and discussion with A. Zeldin on same. Review comments on Bid Procedures. Call with D. Bish re: upcoming motion, UCC comments on Bid Procedures.	1.70	650.00	1,105.00
09/21/2018	Adam Zeldin Correspond with A&M re: revised CF/other matters. Draft supplier letter to IQVIA. Richter team meeting. Respond to shareholder enquiries. Payment processing matters. Correspond with Aralez re: collections.	2.60	400.00	1,040.00
09/24/2018	Paul Van Eyk Review of material on claims process, draft affidavit, discussion with Torys, review of emails from Torys, discussion/emails with P. Patel.	4.00	795.00	3,180.00
09/24/2018	Pritesh Patel Review of claims procedures order and comments to Torys on same.	1.20	650.00	780.00
09/24/2018	Adam Zeldin Correspond with Aralez re: board payroll, supplier letter, proposed disbursements and other matters. Review CF variances and correspond with A&M re: same.	2.70	400.00	1,080.00
09/25/2018	Carol O'Donnell Discussions with P. Patel regarding claims process. Review of forms. Communications with Niwri regarding newspaper ad and time constraints.	0.90	200.00	180.00
09/25/2018	Soazig Bourguine Claims process: preparation of templates.	0.50	200.00	100.00

Invoice No.: 20403358  
Date: 10/11/2018

Date	Name and Description	Hours	Rate	Amount
09/25/2018	Paul Van Eyk Review of emails, discussion with Torys, emails to Richter team, discussion with P. Patel on report.	3.00	795.00	2,385.00
09/25/2018	Pritesh Patel Call with D. Bish re: claims procedures. Review of claims schedules and discussion on same with Richter team. Call with D. Bish re: Depomed.	2.50	650.00	1,625.00
09/25/2018	Adam Zeldin Correspond with Aralez/A&M re: claims process. Review/correspond with Aralez re: updates to creditors list. Review other liabilities for purposes of claims process.	2.70	400.00	1,080.00
09/26/2018	Patrick Lareau Review proof of claim form and modification. Discussion with C. O'Donnell.	0.80	325.00	260.00
09/26/2018	Carol O'Donnell Review of POC, instruction letter, notices of dispute, disallowance.	0.70	200.00	140.00
09/26/2018	Paul Van Eyk Review of emails, call with Torys on o/s matters, discussion with P. Patel, review of material.	2.00	795.00	1,590.00
09/26/2018	Pritesh Patel Review of draft affidavit and begin drafting Second Report. Call with A. Zeldin re: CF. Call with A&M re: SPA. Correspondence with Stikemans re: claims process.	4.50	650.00	2,925.00
09/26/2018	Adam Zeldin Review updated 13-wk CF and correspond with A&M/Aralez re: same. Review/correspond with Aralez re: proposed disbursements (payroll/opex/inventory). Correspond with Aralez/A&M re: claims process.	3.30	400.00	1,320.00
09/26/2018	Adam Zeldin Review draft SPA and correspond with A&M re: same. Draft supplier letters. Review/update proof of claim form and info sheet re: claims procedure order.	4.70	400.00	1,880.00
09/27/2018	Patrick Lareau Review Information sheet and POC. Discussion with C. O'Donnell.	0.80	325.00	260.00
09/27/2018	Carol O'Donnell Review of documents, discussions with A. Zeldin. Communications with Niwri Media. Misc.	0.90	200.00	180.00
09/27/2018	Paul Van Eyk Review of emails.	1.00	795.00	795.00

Invoice No.: 20403358  
Date: 10/11/2018

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
09/27/2018	Pritesh Patel Continue drafting Second Report. Review and response to questions re: claims process.	4.00	650.00	2,600.00
09/27/2018	Adam Zeldin Attend call with Aralez re: Board member payroll. Correspond with Aralez re: other disbursements, claims procedure, other matters. Review/approve payments.	2.00	400.00	800.00
09/27/2018	Adam Zeldin Review/update proof of claim form, info sheet, other notices re: claims procedure order. Review/discuss same with Richter team. Correspond with Stikemans re: claims procedure (order and forms/notices).	4.30	400.00	1,720.00
09/28/2018	Paul Van Eyk Review of emails, discussion with Torys, P. Patel.	1.00	795.00	795.00
09/28/2018	Pritesh Patel Continue drafting Second Report. Review of revised motion materials/orders from Stikemans. Call with A&M re: SPA. Discussions with A. Zeldin re: CF and claims process. Correspondence with counsels re: DIP Budget.	5.50	650.00	3,575.00
09/28/2018	Adam Zeldin Review latest version of the Claims Procedure Order. Correspond with Aralez re: matters concerning the Claims Process. Review Monitor's Second Report. Correspond with A&M re: various matters. Review latest version of 13-wk CF.	6.20	400.00	2,480.00
09/28/2018	Eric Finley Prepare cash flow and variance analysis for report. Discuss with Richter team.	1.75	300.00	525.00
09/30/2018	Pritesh Patel Continue review of affidavit and drafting Second Report.	6.00	650.00	3,900.00
<b>Fees Total</b>		<b>111.45</b>		<b>\$ 61,014.00</b>

Invoice No.: 20403358  
Date: 10/11/2018

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**Remittance Form**

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 61,014.00</b>
<b>Technology and Administrative Fees</b>		4,585.10
GST/HST #885435842 RT0001		8,527.88
<b>Total Due</b>	<b>CAD</b>	<b>\$ 74,126.98</b>

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**Payment Options**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

**TORONTO**

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**MONTRÉAL**

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 10/30/2018  
Invoice No.: 20403407  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered October 15, 2018			\$ 82,189.00
Disbursements			395.86
			<hr/>
<b>Sub-Total</b>			82,584.86
<b>Technology and Administrative Fees</b>			4,109.45
GST/HST #885435842 RT0001			11,270.26
			<hr/>
<b>Total Due</b>	CAD		<b>\$ 97,964.57</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403407  
Date: 10/30/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	51.00	\$ 400.00	\$ 20,400.00
Carol O'Donnell	0.50	200.00	100.00
Eric Finley	3.50	300.00	1,050.00
Nicole Fournier	1.00	200.00	200.00
Paul Van Eyk	34.70	795.00	27,586.50
Pritesh Patel	45.25	650.00	29,412.50
Soazig Bourguine	10.30	200.00	2,060.00
Steve Davis	4.60	300.00	1,380.00
	<b>150.85</b>		<b>\$ 82,189.00</b>

**Disbursements**

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Disbursements			\$ 395.86
			<b>\$ 395.86</b>

Invoice No.: 20403407  
Date: 10/30/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/01/2018	Paul Van Eyk Review of emails, discussion with P. Patel on report, review of emails from Torys, review of emails and material from Stikemans, email to A&M.	3.00	\$ 795.00	\$ 2,385.00
10/01/2018	Pritesh Patel Continued review of SPA, disclosure letter and drafting of court report. Correspondence with Aralez re: claims process. Correspondence with counsels re: DIP Budget.	4.50	650.00	2,925.00
10/01/2018	Adam Zeldin Review/approve disbursements. Correspond with A&M/Aralez re: various matters. Attend call with CRA re: HST. Update report appendices. Review updated CF. Review/update Second Report.	6.00	400.00	2,400.00
10/01/2018	Eric Finley Update to cash flow, variance analysis, supplemental cashflow reports. Discuss with Richter team and L. Benson.	2.25	300.00	675.00
10/02/2018	Soazig Bourgine Website posting (Motion), email to OSB.	0.30	200.00	60.00
10/02/2018	Paul Van Eyk Review of KEIP/KERP documents, discussion with Torys, review of emails, review of draft report, discussion with P. Patel.	8.00	795.00	6,360.00
10/02/2018	Pritesh Patel Review of revised DIP Budget. Review of KEIP/KERP and call with Torys on same. Review of CF sections and various edits to court report. Review of final affidavit.	6.20	650.00	4,030.00
10/02/2018	Adam Zeldin Review updated CF and correspond with A&M re: same and other matters. Review terms of SPA and Disclosure Letter. Review/update Second Report. Correspond with P. Patel re: same. Correspond with Aralez re: various matters.	7.10	400.00	2,840.00
10/02/2018	Eric Finley Update cash flow for report with revised A&M cashflow, supplemental cashflow reports, discuss with Richter team.	1.25	300.00	375.00
10/03/2018	Soazig Bourgine Website posting and email to OSB (updated Service List).	0.30	200.00	60.00
10/03/2018	Paul Van Eyk	4.25	795.00	3,378.75

Invoice No.: 20403407  
Date: 10/30/2018

Date	Name and Description	Hours	Rate	Amount
10/03/2018	KEIP/KERP discussion with A&M, conf call with counsel, company and A&M on KEIP/KERP, review of draft report, review of emails. Pritesh Patel Circulate draft of court report to P. van Eyk and Torys. Update report based on comments from Torys and call with D. Bish on same. Call with A&M re: KEIP/KERP.	8.00	650.00	5,200.00
10/03/2018	Adam Zeldin Attend at Aralez. Correspond with Aralez/A&M re: various matters. Review current week cheque run with Aralez/A&M and prepare summary of same. Review/update Second Report. Correspond with P. Patel re: same.	3.80	400.00	1,520.00
10/03/2018	Adam Zeldin Review liabilities noted in Disclosure Letter and correspond with P. Patel re: same. Prepare summary of amounts owing to Accuristix (a vendor) and discuss same with Aralez. Prepare Second Report appendices.	2.40	400.00	960.00
10/04/2018	Soazig Bourgine Email communication with Niwri Media, emails to A. Zeldin/P. Patel, communication with translation department.	0.70	200.00	140.00
10/04/2018	Paul Van Eyk Review of revised report, edits to P. Patel, call with Torys on o/s matters, review of emails, discussion with A&M on working capital and closing adjustments schedule, review of KEIP material.	4.75	795.00	3,776.25
10/04/2018	Pritesh Patel Discussions with A. Zeldin re: disbursement request. Email to Deerfield re: critical payments. Review of revised KEIP/KERP term sheet. Review of SPA schedules and call with A&M re: adjustments. Update and circulate report to Stikeman.	8.00	650.00	5,200.00
10/04/2018	Adam Zeldin Attend at Aralez. Prepare email to Deerfield re: pre-filing payments. Review employee expenses and correspond with Aralez re: same. Prepare summary of pre-filing payments to date. Review/update/correspond re: same with A&M.	3.50	400.00	1,400.00
10/04/2018	Adam Zeldin	4.00	400.00	1,600.00

Invoice No.: 20403407  
Date: 10/30/2018

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
	Correspond with Stikemans re: claims process. Correspond with P. Patel re: cheque run. Correspond with Aralez/P. Patel re: draft Blexten supplier/consent agreement. Review variance analysis. Correspond with A&M re: same.			
10/05/2018	Soazig Bourgine Emails to P. Patel, Niwri Media, notice update, website posting, e-filing.	0.50	200.00	100.00
10/05/2018	Paul Van Eyk Review of edits to court report review of emails from Stikemans, review of emails from Torys.	1.75	795.00	1,391.25
10/05/2018	Pritesh Patel Review comments from Torys and Stikemans on court report. Compile appendices. Update court report for comments from P. van Eyk. Finalize and sign Second Report for service. Review of call list and draft emails from Moelis.	3.75	650.00	2,437.50
10/05/2018	Adam Zeldin Review/update Second Report. Correspond with P. Patel re: same. Attend call with API payroll administrator re: board payroll. Review analysis of same. Correspond with Aralez re: various matters. Correspond with A&M re: CF and other matters.	4.80	400.00	1,920.00
10/06/2018	Paul Van Eyk Emails with Torys, review of emails.	0.50	795.00	397.50
10/08/2018	Paul Van Eyk Review of emails, review of correspondence related to UCC, call with Torys.	2.00	795.00	1,590.00
10/08/2018	Pritesh Patel Review and comment on UCC changes to Bid Procedures.	0.50	650.00	325.00
10/09/2018	Carol O'Donnell Review newspaper ad forward to P. Patel. Discussion with Niwri Media.	0.10	200.00	20.00
10/09/2018	Paul Van Eyk Review of UCC material, discussion with Torys, discussions with P. Patel, review of emails.	2.00	795.00	1,590.00
10/09/2018	Pritesh Patel Calls and correspondence with counsel re: revised Bid Procedures, Canadian Stalking Horse Agreement, Bezalip. Discussions with A. Zeldin re: proposed payments.	3.80	650.00	2,470.00
10/09/2018	Adam Zeldin	4.90	400.00	1,960.00

Invoice No.: 20403407  
Date: 10/30/2018

Date	Name and Description	Hours	Rate	Amount
	Attend at Aralez. Review employee expenses. Correspond with Aralez/P. Patel re: same. Review other disbursements. Review proposed Board payroll and Correspond with Aralez re: same. Correspond with P. Patel re: intercompany balances and related matters.			
10/10/2018	Nicole Fournier Review of french translation of Claims Process Notice.	1.00	200.00	200.00
10/10/2018	Soazig Bourgine Factum & Affidavit emailed to OSB & posted on website, review of French version of Notice, request for translation.	1.00	200.00	200.00
10/10/2018	Paul Van Eyk Attendance in court, discussion with Torys, review of affidavit and material sent by Stikemans, discussion with P. Patel.	3.25	795.00	2,583.75
10/10/2018	Pritesh Patel Preparation of interco analysis for Stikeman. Discussions with counsel re: Bidding Procedures, UCC objections, etc. Preparation for and attendance in Court. Review of emails from counsel re: Therapure.	5.00	650.00	3,250.00
10/10/2018	Steve Davis Reviewing creditor listing and populating email addresses. Updating list for new email and mailing addresses provided. Summarizing missing items.	3.00	300.00	900.00
10/10/2018	Adam Zeldin Correspond with Aralez/A&M/Richter team re: Faes/Blexten inventory. Review and update creditor list for claims process. Review weekly variance report and discuss same with A&M/P. Patel. Review payroll and approve for payment; discuss same with Aralez.	4.75	400.00	1,900.00
10/11/2018	Carol O'Donnell Update website.	0.40	200.00	80.00
10/11/2018	Soazig Bourgine Emails with Niwri & P. Patel, preparation of mailing, creditor list, labels. Website posting of Orders, Endorsement, Instruction Letter, POC and Notice Letter, email to OSB.	3.00	200.00	600.00
10/11/2018	Paul Van Eyk Call with B. O'Neill on interest in a certain drug, discussion with Torys, review of emails.	2.20	795.00	1,749.00
10/11/2018	Pritesh Patel	2.50	650.00	1,625.00

Invoice No.: 20403407  
Date: 10/30/2018

Date	Name and Description	Hours	Rate	Amount
10/11/2018	Steve Davis Calls with A. Zeldin re: payment requests, Faes and Bezalip. Discussion with P. van Eyk re: sales process. Call with Stikeman re: Faes and cross-border protocol.	1.60	300.00	480.00
10/11/2018	Adam Zeldin Updating creditor list for email addresses and making list of missing email addresses. Testing completeness of creditor list.	3.55	400.00	1,420.00
10/11/2018	Adam Zeldin Correspond with C. Anania/S. Subramanian re: creditors for the claims process. Review and update creditors list for claims process and discuss same with Richter team. Review comment on claims package forms.	3.35	400.00	1,340.00
10/12/2018	Soazig Bourgine Correspond with A&M/Aralez re: Faes/Blexten inventory and other matters. Richter team meeting. Review/approve disbursements. Review bezalip royalty/distribution agreement. Discuss same with Aralez/P. Patel.	3.00	200.00	600.00
10/12/2018	Paul Van Eyk Mailing to creditors, email to OSB, emails to supplementary list, employees and creditors, labels.	2.50	795.00	1,987.50
10/12/2018	Pritesh Patel Discussion with B. O'Neill, calls with Torys, review of emails, email to Torys, discussion with P. Patel.	2.00	650.00	1,300.00
10/12/2018	Pritesh Patel Review of emails and materials on Bezalip, correspondence with D. Bish and P. van Eyk on same.	2.85	400.00	1,140.00
10/15/2018	Adam Zeldin Correspond with A&M re: payment of Blexten inventory and cash flow impacts and other matters. Review emails from/with Stikemans re: extending the CF. Review/approve disbursements. Correspond with Aralez/P. Patel re: Uracyst.	1.50	200.00	300.00
10/15/2018	Soazig Bourgine Affidavit of mailing, Mailing Lists.	0.50	795.00	397.50
10/15/2018	Paul Van Eyk Review of emails from Stikeman and Torys.	1.00	650.00	650.00
10/15/2018	Pritesh Patel Review and response to emails from Stikemans and Torys re: sales process, Bezalip, Dialfor.			
<b>Fees Total</b>		<b>150.85</b>		<b>\$ 82,189.00</b>

Invoice No.: 20403407  
Date: 10/30/2018

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/12/2018	Disbursements 10/12/2018: Postage: Notice to Claimants for the Claims Process			\$ 386.83
10/10/2018	Disbursements 10/10/2018: Taxi to Court (361 University)			9.03
<b>Disbursements Total</b>				<hr/> <b>\$ 395.86</b>

Invoice No.: 20403407  
Date: 10/30/2018

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**Remittance Form**

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 82,584.86</b>
<b>Technology and Administrative Fees</b>		4,109.45
GST/HST #885435842 RT0001		11,270.26
<b>Total Due</b>	<b>CAD</b>	<b>\$ 97,964.57</b>

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**Payment Options**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

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**TORONTO**

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

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**MONTRÉAL**

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

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**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 11/14/2018  
Invoice No.: 20403466  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to October 31, 2018		\$ 38,131.50
Disbursements		1,112.50
		<hr/>
<b>Sub-Total</b>		39,244.00
<b>Technology and Administrative Fees</b>		1,906.58
GST/HST #885435842 RT0001		5,349.58
		<hr/>
<b>Total Due</b>	<b>CAD</b>	<b>\$ 46,500.16</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403466  
Date: 11/14/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	18.45	\$ 400.00	\$ 7,380.00
Carol O'Donnell	0.10	200.00	20.00
Paul Van Eyk	10.20	795.00	8,109.00
Pritesh Patel	28.25	650.00	18,362.50
Soazig Bourgine	1.80	200.00	360.00
Steve Davis	13.00	300.00	3,900.00
	<b>71.80</b>		<b>\$ 38,131.50</b>

**Disbursements**

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Disbursements			\$ 1,112.50
			<b>\$ 1,112.50</b>

Invoice No.: 20403466  
Date: 11/14/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/16/2018	Paul Van Eyk Review of emails, call from Goodmans.	0.50	\$ 795.00	\$ 397.50
10/16/2018	Pritesh Patel Review and consideration of payment request from Aralez re: Blexten. Question to A&M, and review and comment on responses.	0.75	650.00	487.50
10/17/2018	Steve Davis Cheque approval - reviewing all invoices/cheques with Cathy and Lauren. Reviewing previous cheque run summary and cash flow forecast.	2.50	300.00	750.00
10/18/2018	Soazig Bourgine Affidavit emailed to OSB.	0.20	200.00	40.00
10/18/2018	Paul Van Eyk Review of emails on cross-border protocol, discussion with Torys.	1.00	795.00	795.00
10/18/2018	Pritesh Patel Review of weekly disbursement request, questions to A&M and review and comment on responses. Discussion with S. Davis re: payment request, CF and DIP variance calculations. Email to Deerfield re: critical payments.	3.00	650.00	1,950.00
10/18/2018	Steve Davis Preparing summary of cheques for Oct 19 cheque run. Discussions with P. Patel re: pre-filing cheques and email correspondences with L. Benson.	3.00	300.00	900.00
10/19/2018	Paul Van Eyk Review of emails from Stikemans, Torys, Richter.	0.75	795.00	596.25
10/19/2018	Pritesh Patel Correspondence with A&M re: DHL. Review of emails on cross-border protocol. Correspondence with Torys re: Third Report and service.	1.50	650.00	975.00
10/21/2018	Pritesh Patel Review of motion materials and drafting Third Report of the Monitor.	4.50	650.00	2,925.00
10/22/2018	Soazig Bourgine Email to OSB and website posting.	0.30	200.00	60.00
10/22/2018	Paul Van Eyk Call with P. Patel on Third report, review of draft report.	1.20	795.00	954.00
10/22/2018	Pritesh Patel	4.50	650.00	2,925.00

Invoice No.: 20403466  
Date: 11/14/2018

Date	Name and Description	Hours	Rate	Amount
	Continue drafting report. Discussion with S. Davis on employee expenses. Review of CF reporting for report and questions on same. Update report based on comments from Torys and Stikeman. Email to Deerfield re: critical payments.			
10/22/2018	Steve Davis Reviewing T&E expense summary and supporting expense reports and invoices. Reviewing cash flow actuals up to Oct. 19th, preparing summary of cash flows forecast-to-actuals up to Oct. 19th.	5.50	300.00	1,650.00
10/23/2018	Soazig Bourgine Website posting (motion, service list and report), emails to OSB.	1.00	200.00	200.00
10/23/2018	Paul Van Eyk Review of emails, discussion with P. Patel on outstanding items including Therapure.	1.00	795.00	795.00
10/23/2018	Pritesh Patel Finalize and sign Third Report. Review of wire requests and discussion with S. Davis on same. Email and response to Aralez re: questions on payments. Email to Deerfield re: critical payments. Call with A&M re: Therapure. Emails with Aralez re: DHL.	3.50	650.00	2,275.00
10/23/2018	Steve Davis Reviewing supporting invoices re: Oct 23 wire payment request. Comparing to cash flow forecast and discussions with P. Patel.	2.00	300.00	600.00
10/24/2018	Paul Van Eyk Review of emails.	1.00	795.00	795.00
10/24/2018	Pritesh Patel Review of DHL payment. Participation on call with Aralez re: Therapure. Call with Stikeman on same.	2.00	650.00	1,300.00
10/25/2018	Paul Van Eyk Review of emails from Torys, responding to Torys, review of emails from US proceeding.	1.50	795.00	1,192.50
10/25/2018	Pritesh Patel Attendance in Court re: approval of cross-border protocol. Review of new payment request re: Blexten and correspondence with Aralez on same. Call with A&M to discuss CF. Review and response on emails re: Therapure.	2.50	650.00	1,625.00
10/26/2018	Soazig Bourgine Website posting & email to OSB.	0.30	200.00	60.00
10/26/2018	Paul Van Eyk Review of emails and discussion with P. Patel and A. Zeldin on cash flow, Therapure.	1.75	795.00	1,391.25

Invoice No.: 20403466  
Date: 11/14/2018

Date	Name and Description	Hours	Rate	Amount
10/26/2018	Pritesh Patel Calls with Company re: pre-filing payments and Therapure. Call with potential interested party re: Sales Process and email to Moelis on same. Review of emails from counsel re: Therapure.	1.00	650.00	650.00
10/26/2018	Adam Zeldin Update meeting with P. Patel. Attend call with Aralez/P. Patel re: Therapure. Review correspondence re: payment of pre-filing amounts to Faes, extending the CF. Correspond with certain creditors re: the claims process.	2.60	400.00	1,040.00
10/29/2018	Carol O'Donnell Review of proofs of claim, email to A. Zeldin.	0.10	200.00	20.00
10/29/2018	Pritesh Patel Discussions with A. Zeldin re: cash flow, Therapure.	0.50	650.00	325.00
10/29/2018	Adam Zeldin Attend at Aralez. Review API and APCI payroll. Correspond with A&M re: Therpaure, CF and other matters. Review A&M analysis re: Therpaure.	2.10	400.00	840.00
10/29/2018	Adam Zeldin Review weekly variances. Review banking details. Review claim filed by Nuvo. Discuss same with Aralez/A&M/P. Patel. Respond to shareholder enquiries.	3.50	400.00	1,400.00
10/30/2018	Paul Van Eyk Review of emails from Torys, Richter.	1.00	795.00	795.00
10/30/2018	Pritesh Patel Responding to inquiries from interested parties re: sales process. Discussion with A. Zeldin re: payment of professional fee invoices.	0.50	650.00	325.00
10/30/2018	Adam Zeldin Discusison with Aralez/P. Patel re: status of HST filings. Review A&M fees. Review updated CF and correspond with A&M re: same.	5.00	400.00	2,000.00
10/31/2018	Paul Van Eyk Review of various emails	0.50	795.00	397.50
10/31/2018	Pritesh Patel Review of KEIP/KERP materials and drafting of Monitor's Fourth Report. Discussion with A. Zeldin re: Therapure and CF.	4.00	650.00	2,600.00
10/31/2018	Adam Zeldin	3.00	400.00	1,200.00

Invoice No.: 20403466  
Date: 11/14/2018

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/31/2018	Review/Correspond with A&M re: CF. Review current week cheque run; Correspond with P. Patel re: same and other matters. Adam Zeldin	2.25	400.00	900.00
	Prepare comparative analysis of professional fees paid to amounts approved and discuss same with A&M/P. Patel. Correspond with J. Hall/A&M/P. Patel re: Therapure and Faes consent.			
<b>Fees Total</b>		<b>71.80</b>		<b>\$ 38,131.50</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/16/2018	Disbursements Translation of claims packages to French			\$ 1,112.50
<b>Disbursements Total</b>				<b>\$ 1,112.50</b>

Invoice No.: 20403466  
Date: 11/14/2018

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 39,244.00</b>
<b>Technology and Administrative Fees</b>		1,906.58
GST/HST #885435842 RT0001		5,349.58
<b>Total Due</b>	<b>CAD</b>	<b>\$ 46,500.16</b>

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### Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

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#### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

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#### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

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#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 11/23/2018  
Invoice No.: 20403493  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to November 15, 2018		\$ 76,601.50
Disbursements		7,641.85
		<hr/>
<b>Sub-Total</b>		84,243.35
<b>Technology and Administrative Fees</b>		3,831.78
GST/HST #885435842 RT0001		11,449.77
		<hr/>
<b>Total Due</b>	<b>CAD</b>	<b>\$ 99,524.90</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403493  
Date: 11/23/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	45.95	\$ 400.00	\$ 18,380.00
Carol O'Donnell	1.90	200.00	380.00
Paul Van Eyk	23.70	795.00	18,841.50
Pritesh Patel	60.00	650.00	39,000.00
	<b>131.55</b>		<b>\$ 76,601.50</b>

**Disbursements**

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Disbursements			\$ 7,641.85
			<b>\$ 7,641.85</b>

Invoice No.: 20403493  
Date: 11/23/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/01/2018	Paul Van Eyk Review of emails.	0.50	\$ 795.00	\$ 397.50
11/01/2018	Pritesh Patel Review of and call with A. Zeldin re: disbursement request and Accuristix. Sales Process update call with Moelis. Review of revised Bezalip agreement and comments to Torys on same. Call with CRA re: HST and follow up with Company on same.	4.00	650.00	2,600.00
11/01/2018	Adam Zeldin Attend at Aralez. Prepare cheque run summary. Review supporting documentation/correspond with Aralez re: same. Prepare/Update summary of payments to Accuristix. Correspond with C. Anania re: proposed HST audit.	2.80	400.00	1,120.00
11/01/2018	Adam Zeldin Review Ch. 11 claims package. Correspond with Aralez/P. Patel re: same. Review/download documents from Moelis data room. Review/comment on deposit letter. Correspond with J. Hall/P. Patel/Stikemans re: Bezalip. Review of materials re: same.	2.35	400.00	940.00
11/02/2018	Pritesh Patel Review of information on Bezalip and call with Stikeman and Aralez on same. Update email to Torys and P. van Eyk.	1.50	650.00	975.00
11/02/2018	Adam Zeldin Correspond with Aralez/A&M re: cheque run. Attend call with Stikemans/Aralez re: Bezalip. Email Rogers (creditor) re: amounts owing and the proceedings generally. Review proofs of claim filed. Review CF variance analysis.	2.65	400.00	1,060.00
11/05/2018	Paul Van Eyk Review of emails on KEIP, discussion with P. Patel.	1.00	795.00	795.00
11/05/2018	Pritesh Patel Review of Affidavit and comments to Torys on same. Correspondence with Torys re: Therapure. Calls with A. Zeldin re: payment requests and email to Deerfield re: pre-filing payments. Drafting Fourth Report.	5.50	650.00	3,575.00
11/05/2018	Adam Zeldin Attend at Aralez. Respond by phone/email to creditor enquires. Review draft Therapure agreement and discuss same with P. Patel. Correspond with A&M re: updated CF and other matters.	3.50	400.00	1,400.00

Invoice No.: 20403493  
Date: 11/23/2018

Date	Name and Description	Hours	Rate	Amount
11/05/2018	Adam Zeldin Review cash flow variances and discuss same with A&M. Draft email to Deerfield re: pre-filing payments. Discussion with P. Patel re: same, proposed stay extension motion and other matters.	1.50	400.00	600.00
11/06/2018	Paul Van Eyk Review of initial affidavit and emails from Torys and Stikemans, review attachments from A&M, review UCC material.	2.25	795.00	1,788.75
11/06/2018	Pritesh Patel Continue drafting Report, review KEIP Motion filed in US.	3.50	650.00	2,275.00
11/06/2018	Adam Zeldin Email supporting documents/summary to Deerfield re: certain pre-filing payments. Review/approve employee expenses. Correspond with Aralez re: same. Calls with A&M re: cash flow, Accuristix pre-filing payments and other matters.	2.75	400.00	1,100.00
11/06/2018	Adam Zeldin Prepare CF charts for Fourth Report. Review/update managements/monitors report on CF and CF notes. Review/approve disbursements (rent/royalties) and discuss same with A&M/Aralez.	3.00	400.00	1,200.00
11/07/2018	Paul Van Eyk Call on KEIP with A&M and Stikes/Torys, call with Torys, review of KEIP changes and affidavit.	2.25	795.00	1,788.75
11/07/2018	Pritesh Patel Call with A&M, Stikeman and Torys to discuss amendments to the KEIP. Review of updated KEIP term sheet and call with K. Esaw on same. Review of revised affidavit and comments on same. Correspondence with counsel re: CF/extension.	5.00	650.00	3,250.00
11/07/2018	Adam Zeldin Correspond with Aralez re: disbursements. Correspond with A&M/P. Patel re: updated cash flow, KERP/KEIP and other matters. Responding to enquiries from creditors.	2.50	400.00	1,000.00
11/08/2018	Paul Van Eyk Review of updated affidavit, material from A&M, discussion with P. Patel.	1.20	795.00	954.00
11/08/2018	Pritesh Patel Drafting Fourth Report and update for amendments to KEIP. Review of materials on Prime Clerk re: KEIP. Review of emails from counsels re: Bezalip, Therapure, DIP CF, UCC objection to KEIP.	7.50	650.00	4,875.00

Invoice No.: 20403493  
Date: 11/23/2018

Date	Name and Description	Hours	Rate	Amount
11/08/2018	Adam Zeldin Correspond with A&M re: cash flow, KERP/KEIP and other matters. Email S. Subramanian re: claims process. Correspond with J. Hall re: Therapure, claims process and other matters. Review email from L. Bardelli re: proposed pre-filing payment.	2.00	400.00	800.00
11/09/2018	Paul Van Eyk Review of emails from Torys on APA, KEIP and cross-border request of UCC.	1.25	795.00	993.75
11/09/2018	Pritesh Patel Review of declarations posted on Prime Clerk re: KEIP. Continue drafting Fourth Report.	4.00	650.00	2,600.00
11/09/2018	Adam Zeldin Correspond with V. Shurr re: claims process/interco claims. Correspond with C. Anania re: disbursements, claims process. Review HST audit letter from CRA and discuss same with C. Anania/P. Patel. Call with A&M re: cash flow/stay extension and KERP/KEIP.	2.00	400.00	800.00
11/09/2018	Adam Zeldin Respond to creditor enquires. Review proof of claim filed by CRA.	0.50	400.00	200.00
11/11/2018	Paul Van Eyk Review of emails, discussion with Torys.	0.25	795.00	198.75
11/12/2018	Paul Van Eyk Review of draft report, KEIP/KERP reviews; review of court material; discussions with Torys.	5.00	795.00	3,975.00
11/12/2018	Pritesh Patel Correspondence with Torys re: examinations in US proceedings. Continue drafting Fourth Report, including updates based on comments from P. van Eyk. Correspondence with A&M re: KEIP. Review of CF results and call with A. Zeldin re: same.	8.00	650.00	5,200.00
11/12/2018	Adam Zeldin Review CF filed with KERP/KEIP motion and compare same against actual results to date. Discuss same with A&M/P. Patel. Review proposed disbursements and discuss same with C. Anania/A&M. Review proof of claim.	5.20	400.00	2,080.00
11/13/2018	Carol O'Donnell Review POC's, prepare claims register.	0.10	200.00	20.00
11/13/2018	Paul Van Eyk Attendance at Torys to listen to US Court UCC submissions, review of draft report, edits to report, discussion with P. Patel.	6.00	795.00	4,770.00

Invoice No.: 20403493  
Date: 11/23/2018

Date	Name and Description	Hours	Rate	Amount
11/13/2018	Pritesh Patel Review of correspondence re: Blexten. Call with A&M re: claims, KEIP. Call with C. O'Donnell re: claims received. Finalize draft Fourth Report and circulate to counsel for comments. Revise and edit based on comments, and circulate revised draft.	8.00	650.00	5,200.00
11/13/2018	Adam Zeldin Attend at Aralez. Review/approve proposed disbursements. Correspond with C. Anania re: disbursements, HST audit, other matters. Correspond with A&M re: CF, commissions, intercompany balances other matters. Deal with intercompany balance matters.	4.30	400.00	1,720.00
11/13/2018	Adam Zeldin Review/summarize claims filed to date. Review/comment on Fourth Report and discuss same with P. Patel.	3.15	400.00	1,260.00
11/14/2018	Carol O'Donnell Post documents to website, email to OSB.	0.50	200.00	100.00
11/14/2018	Paul Van Eyk Review of material from UCC.	2.00	795.00	1,590.00
11/14/2018	Pritesh Patel Continued revisions to Fourth Report based on comments from Torys and Stikeman. Call with Stikeman re: sealing and appendices. Finalize and sign report, compile appendices and circulate to counsel for service. Update call with A&M.	7.50	650.00	4,875.00
11/14/2018	Adam Zeldin Attend at Aralez. Summarize proposed disbursement for current week cheque run. Correspond with C. Anania re: Blexten inventory payment. Attend call with V. Schurr re: intercompany balances.	2.15	400.00	860.00
11/14/2018	Adam Zeldin Prepare schedule of potential claims. Discuss same with A&M/C. Anania. Correspond with A&M re: working capital adjustments, CF variances, other matters.	2.35	400.00	940.00
11/15/2018	Carol O'Donnell Verify creditor mailings for A. Zeldin. Email A. Zeldin. Post documents to website, email to OSB. Send mailing by courier.	1.30	200.00	260.00
11/15/2018	Paul Van Eyk Review of material in prep for court.	2.00	795.00	1,590.00
11/15/2018	Pritesh Patel	5.50	650.00	3,575.00

Invoice No.: 20403493  
Date: 11/23/2018

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/15/2018	Review of weekly disbursements, claims and discussion with A. Zeldin on same. Email to Deerfield re: critical payments. Review of UCC factum re: KEIP motion. Call with Torys re: KEIP/KERP, UCC Factum and Bezalip. Sales process update call with Moelis. Adam Zeldin Discussion with P. Patel re: cheque run, claims process matters. Correspond with A&M/J. Hall re: certain creditors. Correspond with Richter team re: claims process. Draft email to Deerfield re: pre-filing payments.	3.25	400.00	1,300.00
<b>Fees Total</b>		<hr/> <b>131.55</b>		<hr/> <b>\$ 76,601.50</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/16/2018	Disbursements Niwri Media : Advertisement of Claims Process in Globe & Mail.			\$ 7,641.85

Invoice No.: 20403493  
Date: 11/23/2018

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**Remittance Form**

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 84,243.35</b>
<b>Technology and Administrative Fees</b>		3,831.78
GST/HST #885435842 RT0001		11,449.77
<b>Total Due</b>	<b>CAD</b>	<b>\$ 99,524.90</b>

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**Payment Options**

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

**TORONTO**

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**MONTRÉAL**

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 12/14/2018  
Invoice No.: 20403562  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to November 30, 2018 \$ 67,945.25

<b>Sub-Total</b>	67,945.25
<b>Technology and Administrative Fees</b>	3,394.26
GST/HST #885435842 RT0001	9,274.13
<b>Total Due</b>	<b>CAD \$ 80,613.64</b>

TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403562  
Date: 12/14/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	64.00	\$ 400.00	\$ 25,600.00
Carol O'Donnell	3.30	200.00	660.00
Pascale Lareau	4.90	185.00	906.50
Paul Van Eyk	19.25	795.00	15,303.75
Pritesh Patel	38.50	650.00	25,025.00
Steve Davis	1.50	300.00	450.00
	<b>131.45</b>		<b>\$ 67,945.25</b>

Invoice No.: 20403562  
Date: 12/14/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/16/2018	Carol O'Donnell Email of Claims Procedure Notice to additional creditors.	0.20	\$ 200.00	\$ 40.00
11/16/2018	Paul Van Eyk Attendance in court for KEIP/KERP motion, discussion with Torys.	3.00	795.00	2,385.00
11/16/2018	Pritesh Patel Preparation for and attendance in Court for KEIP/KERP approval.	3.50	650.00	2,275.00
11/16/2018	Adam Zeldin Correspond with Aralez re: Therapure, other disbursements, claims process. Review weekly CF variances. Correspond with A&M re: CF variances. Review Therapure agreement. Respond to enquiries from shareholder. Review/approve disbursements.	3.25	400.00	1,300.00
11/19/2018	Carol O'Donnell Posted documents to website.	0.20	200.00	40.00
11/19/2018	Paul Van Eyk Review of emails, discussion with P. Patel, discussion with Torys.	1.00	795.00	795.00
11/19/2018	Pritesh Patel Correspondence with Richter team re: claims process.	0.30	650.00	195.00
11/19/2018	Adam Zeldin Draft Sixth report re: Bezalip. Review draft APA, Bezalip distribution agreements, other documents/correspondence re: same. Respond to shareholder enquires. Correspond with A&M re: CF, employee expenses and other matters. Attend to claims process matters.	4.80	400.00	1,920.00
11/20/2018	Paul Van Eyk Review of emails on Bezalip, and other matters.	1.00	795.00	795.00
11/20/2018	Pritesh Patel Review of updated claims register and correspondence with Stikeman on same.	0.50	650.00	325.00
11/20/2018	Adam Zeldin Review/update Sixth report re: Bezalip. Review draft APA, Bezalip distribution agreements, other documents in connection with same. Update summary of claims filed to date. Discuss same with P. Patel.	6.10	400.00	2,440.00
11/21/2018	Carol O'Donnell Discussion with A. Zeldin re: mailing, email mail affidavit.	0.20	200.00	40.00
11/21/2018	Paul Van Eyk	1.00	795.00	795.00

Invoice No.: 20403562  
Date: 12/14/2018

Date	Name and Description	Hours	Rate	Amount
11/21/2018	Review of emails from Torys and Stikemans. Pritesh Patel Emails with counsel re: claims filed to date. Attending to calls from creditors (Jubliant, former employee) re: claims process and status of proceedings. Discussion with A. Zeldin re: Bezalip, draft report and claims process.	3.00	650.00	1,950.00
11/21/2018	Steve Davis Reviewing T&E employee expenses for the period Nov. 13 to Nov. 21, 2018.	1.50	300.00	450.00
11/21/2018	Adam Zeldin Attend at Aralez. Correspond with A&M re: cash flow matters, intercompany balances and other matters. Review employee expenses. Respond to shareholder enquiries. Review/update Sixth report re: Bezalip.	4.10	400.00	1,640.00
11/21/2018	Adam Zeldin Deal with claims process matters, including attending several calls/responding to emails with creditors re: filing proofs of claim.	2.60	400.00	1,040.00
11/22/2018	Carol O'Donnell Email to Creditors re claims Procedure . Post documents to website, email documents to OSB.	1.00	200.00	200.00
11/22/2018	Paul Van Eyk Review of emails.	1.00	795.00	795.00
11/22/2018	Pritesh Patel Review of proposed payments and discussion with A. Zeldin on same. Update call with A&M re: intercompany claims, claims process, sales process and cash flows.	2.00	650.00	1,300.00
11/22/2018	Adam Zeldin Attend to claims process matters. Correspond with Aralez re: same. Review proposed payments and correspond with C. Anania/A&M re: same.	1.80	400.00	720.00
11/23/2018	Paul Van Eyk Review of emails from Torys.	0.50	795.00	397.50
11/23/2018	Pritesh Patel Call with Stikeman re: claims process, email to counsel to Nuvo on same. Attending to multiple calls from counsel to Jubliant re: claims procedure. Correspondence with Torys re: Bezalip report. Discussion with A. Zeldin re: proposed wire payments.	2.20	650.00	1,430.00
11/23/2018	Adam Zeldin	4.25	400.00	1,700.00

Invoice No.: 20403562  
Date: 12/14/2018

Date	Name and Description	Hours	Rate	Amount
	Attend to claims process matters, including corresponding with J. Hall/C. Anania re: same. Review/approve disbursements, correspond with C. Anania/A&M re: same. Correspond with A&M re: CF. Review weekly variance analysis.			
11/26/2018	Paul Van Eyk Review of emails, discussion with P. Patel.	1.50	795.00	1,192.50
11/26/2018	Pritesh Patel Drafting of Fifth Report. Review of offers received.	3.00	650.00	1,950.00
11/26/2018	Adam Zeldin Attend at Aralez. Review/update Sixth Report. Correspond with J. Hall re: Bezalip, claims process matters. Correspond with C. Anania re proposed disbursements. Attend to claims process matters. Respond to several creditor inquires re claims process.	6.10	400.00	2,440.00
11/27/2018	Pascale Lareau Enter Proofs of Claim.	0.80	185.00	148.00
11/27/2018	Carol O'Donnell Communications with Creditor, (Witmore). Emails with A. Zedlin.	0.10	200.00	20.00
11/27/2018	Carol O'Donnell Email claims register. Discussion with P. Patel re: Pierre Gauthier claim.	0.10	200.00	20.00
11/27/2018	Paul Van Eyk Calls with Torys and Goodmans, review of emails from Torys and Stikemans, review of material, comments on draft Fifth Report.	2.25	795.00	1,788.75
11/27/2018	Pritesh Patel Review and comments on Affidavit. Continue drafting Fifth Report. Review of claims received and updates to Torys and Stikemans re: claims process. Call with Torys re: offers.	6.00	650.00	3,900.00
11/27/2018	Adam Zeldin Attend at Aralez. Review proofs of claim. Prepare summary of claims filed to date. Discuss same with P. Patel. Correspond with A&M re: CF, claims, other matters. Review/update Sixth Report.	4.50	400.00	1,800.00
11/27/2018	Adam Zeldin Review current week cheque run and supporting documents and correspond with C. Anania re: same. Correspond with C. Berube re: proposed research grant. Attend to several calls with creditors re: proof of claims/claims process.	2.10	400.00	840.00
11/28/2018	Pascale Lareau	1.10	185.00	203.50

Invoice No.: 20403562  
Date: 12/14/2018

Date	Name and Description	Hours	Rate	Amount
11/28/2018	Enter Proofs of Claim. Carol O'Donnell Prepare claims register and email to A. Zeldin.	0.10	200.00	20.00
11/28/2018	Paul Van Eyk Review of emails from Torys and Stikemans, review of Bezalip material, review of Adams affidavit and comments to P. Patel / Torys.	3.00	795.00	2,385.00
11/28/2018	Pritesh Patel Review of proposed payments, email to Deerfield on same. Review claims and update to Stikeman. Correspondence with Torys re: scheduling matters, Bezalip. Review and comment on updated affidavit. Review of sales process materials, drafting Fifth Report.	7.00	650.00	4,550.00
11/28/2018	Adam Zeldin Attend at Aralez. Continue review of current week cheque run. Correspond with C. Anania/J. Hall/A&M re: same. Review/approve APCI/Board payroll. Review/update claims filed summary and correspond with P. Patel re: same.	4.20	400.00	1,680.00
11/28/2018	Adam Zeldin Respond to creditors re: claims process. Deal with other claims process matters. Draft email to Deerfield re: proposed disbursements. Review affidavit and supplement re: Bezalip transaction, discuss same with P. Patel.	3.90	400.00	1,560.00
11/29/2018	Pascale Lareau Enter Proofs of Claim.	1.30	185.00	240.50
11/29/2018	Carol O'Donnell Send confirmations to Creditors who filed claims. Prepare complete mailing lists.	0.90	200.00	180.00
11/29/2018	Paul Van Eyk Review of emails on Nuvo sales hearing, review draft material, review emails and material related to Bezalip.	3.00	795.00	2,385.00
11/29/2018	Pritesh Patel Review of claims received. Review of correspondence re: Bezalip; discussion with A. Zeldin on same. Discussion with A. Zeldin re: CF. Review of Termination Order, and updating Fifth Report for same.	6.00	650.00	3,900.00
11/29/2018	Adam Zeldin Correspond with C. Anania/A&M re: proposed disbursements. Review updated cash flow, correspond with A&M re: same. Review/update Fifth Report for cash flow.	5.20	400.00	2,080.00

Invoice No.: 20403562  
Date: 12/14/2018

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/29/2018	Adam Zeldin Attend to claims process matters, correspond with Aralez/P. Patel re: same. Review/update claims filed summary. Review proofs of claim. Respond to several creditor enquiries re: claims process.	4.90	400.00	1,960.00
11/30/2018	Pascale Lareau Enter Proofs of Claim. Verify all claims filed.	1.70	185.00	314.50
11/30/2018	Carol O'Donnell Post documents to website, email to OSB.	0.50	200.00	100.00
11/30/2018	Paul Van Eyk Review of draft Fifth Report; discussion with P. Patel and A. Zeldin; review of court material.	2.00	795.00	1,590.00
11/30/2018	Pritesh Patel Review of final claims schedule and discussion with A. Zeldin on same. Call with Stikeman and Torys to discuss claims and next steps. Drafting Fifth Report, review of final version of affidavit and Order.	5.00	650.00	3,250.00
11/30/2018	Adam Zeldin Review/update Fifth Report & appendices. Review/update summary of claims filed. Attend call with Torys/Stikemans/Richter team re: claims filed and next steps in claims process. Correspond with C. Anania re: HST audit, cash matters, claims process matters.	5.00	400.00	2,000.00
11/30/2018	Adam Zeldin Attend call with S. Subramanian re: insurance and payment for same. Correspond with A&M re: updated CF. Send certain claims filed to Stikemans/Torys as requested.	1.20	400.00	480.00
<b>Fees Total</b>		<b>131.45</b>		<b>\$ 67,945.25</b>

Invoice No.: 20403562  
Date: 12/14/2018

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 67,945.25</b>
<b>Technology and Administrative Fees</b>		3,394.26
GST/HST #885435842 RT0001		9,274.13
<b>Total Due</b>	<b>CAD</b>	<b>\$ 80,613.64</b>

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### Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 01/09/2019  
Invoice No.: 20403628  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to December 31, 2018 \$ 140,103.75

<b>Sub-Total</b>	140,103.75
<b>Technology and Administrative Fees</b>	7,005.19
GST/HST #885435842 RT0001	19,124.16
<b>Total Due</b>	<b>CAD \$ 166,233.10</b>

TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403628  
Date: 01/09/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	89.75	\$ 400.00	\$ 35,900.00
Carol O'Donnell	4.50	200.00	900.00
Paul Van Eyk	45.25	795.00	35,973.75
Pritesh Patel	102.80	650.00	66,820.00
Steve Davis	1.70	300.00	510.00
	<b>244.00</b>		<b>\$ 140,103.75</b>

Invoice No.: 20403628  
Date: 01/09/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
12/01/2018	Paul Van Eyk Review of draft Fifth report, comments, review of emails.	3.50	\$ 795.00	\$ 2,782.50
12/01/2018	Pritesh Patel Finalize draft of Fifth Report and circulate to A.Zeldin and P.van Eyk for comments. Update for internal comments and circulate to Torys for review.	6.50	650.00	4,225.00
12/01/2018	Adam Zeldin Review/comment on Fifth Report. Correspond with P. Patel re: same. Review updated CF. Format for report purposes. Attend call with A&M re: same, correspond with P. Patel re: same.	2.90	400.00	1,160.00
12/02/2018	Pritesh Patel Review of comments from Torys on Report, and correspondence on same. Update and circulate revised draft of Fifth Report.	2.50	650.00	1,625.00
12/02/2018	Adam Zeldin Review/update Fifth Report. Correspond with P. Patel re: same.	1.00	400.00	400.00
12/03/2018	Paul Van Eyk Review of emails, documents, draft report and edits from counsel.	4.50	795.00	3,577.50
12/03/2018	Pritesh Patel Review and comments on letters re claims. Correspondence with counsels re claims. Review and update to report based on comments from Stikeman.	8.00	650.00	5,200.00
12/03/2018	Adam Zeldin Review/update Sixth Report. Review updated affidavit in connection with same. Deal with certain claims process matters, correspond with P. Patel/A. Slavens re: same. Update/assemble appendices for Fifth Report.	7.20	400.00	2,880.00
12/03/2018	Adam Zeldin Correspond with C. Anania/P. Patel re: HST audit. Review letter from CRA re: proposed assessment for HST.	0.80	400.00	320.00
12/04/2018	Carol O'Donnell Post documents to website and email to OSB. Correct postings.	0.70	200.00	140.00
12/04/2018	Paul Van Eyk Review of emails, attendance for US hearing, calls/emails with Stikemans on closing issues, emails from Nuvo's counsel, discussion with P. Patel and Torys.	5.00	795.00	3,975.00
12/04/2018	Pritesh Patel	8.00	650.00	5,200.00

Invoice No.: 20403628  
Date: 01/09/2019

Date	Name and Description	Hours	Rate	Amount
12/04/2018	Attendance at Torys for US Sale hearing. Calls with Stikemans re Allergan. Review of comments from Goodmans on Fifth Report. Call with counsels re Claims. Call with Aralez re landlord claims. Compile appendices, finalize Fifth Report for service.	4.90	400.00	1,960.00
12/04/2018	Adam Zeldin Review/update Sixth Report. Review latest affidavit, confidential supplement for Sixth Report. Respond to creditor enquiries re: claims process. Deal with claims process matters, Allergan claim and correspond with J. Hall/P. Patel re: same.	1.80	400.00	720.00
12/05/2018	Adam Zeldin Attend call with C. Freeland/S. Subramamian re: landlord claim. Review API guarantee re: same. Meeting with C. Anania/A&M re: claims filed. Correspond with Allergan re: proof of claim.	3.50	795.00	2,782.50
12/05/2018	Paul Van Eyk Review of email, court material, discussion with Torys, discussion with P. Patel.	8.00	650.00	5,200.00
12/05/2018	Pritesh Patel Responding to numerous emails, calls re claims and termination order. Review of new claim received. Review of draft affidavit re Bezalip. Review of draft Sixth Report.	4.10	400.00	1,640.00
12/05/2018	Adam Zeldin Attend at Aralez. Review landlord claim and supporting agreements/guarantee. Attend meeting with A&M/C. Anania re: claims filed. Review correspondence from Stikemans re: Allergan claim.	2.50	400.00	1,000.00
12/06/2018	Adam Zeldin Review proof of claim filed by former executive, discuss same with P. Patel. Deal with other claims process matters. Review/comment on claims analysis schedule, correpsond with A&M/J. Hall/C. Anania re: same. Discuss claims, Sixth Report with P. Patel.	0.70	200.00	140.00
12/06/2018	Carol O'Donnell Post documents to website and email to OSB.	3.50	795.00	2,782.50
12/06/2018	Paul Van Eyk Review of emails and documents from Torys related to Bezalip APA.	8.00	650.00	5,200.00
12/06/2018	Pritesh Patel Review of materials re Bezalip. Review and edits to Sixth Report and discussion with A. Zeldin on same.			

Invoice No.: 20403628  
Date: 01/09/2019

Date	Name and Description	Hours	Rate	Amount
12/06/2018	Adam Zeldin Correspond with C. Anania/A&M/P. Patel re: various claims process matters. Review certain proofs of claim. Review/comment on claims review summary. Review/update Confidential Supplement to Sixth Report. Correspond with A&M/P. Patel re: disbursements/CF.	6.20	400.00	2,480.00
12/07/2018	Paul Van Eyk Attendance at court; discussion with counsel; review of emails. Review and comments on Sixth Report.	5.50	795.00	4,372.50
12/07/2018	Pritesh Patel Preparation for and attendance in Court for approval and sale vesting order. Edits to Sixth Report and circulate internally for comments. Call with CRA re HST audit and claim, letter to CRA on same. Email to Deerfield re payment.	8.00	650.00	5,200.00
12/07/2018	Adam Zeldin Review/update Sixth Report. Review/approve disbursements, correspond with C. Anania/A&M/P. Patel re: same. Update summary of professional fees paid. Draft email to Deerfield re: Moelis fees. Update claims summary/tracker. Upload claims to data room.	5.50	400.00	2,200.00
12/07/2018	Adam Zeldin Attend call with A&M re: CF, estimated variances, correspond with P. Patel re: same. Review email from Stikemans re: sources/uses analysis, correspond with P. Patel re: same. Correspond with C. Anania re: HST audit. Review emails/documents re: same.	2.50	400.00	1,000.00
12/10/2018	Paul Van Eyk Review of emails and court material, discussions with P. Patel and A. Zeldin.	3.00	795.00	2,385.00
12/10/2018	Pritesh Patel Discussion with A&M re flow of funds, reserve and claims analysis. Update and circulate claims tracker. Finalize draft of Sixth Report and circulate to Torys for comments. Review and comments on Distribution Order. Draft distribution section for Report.	8.00	650.00	5,200.00
12/10/2018	Steve Davis T&E expenses Nov 27 to Dec 6 - reviewing supporting documentation for sampled items.	1.00	300.00	300.00
12/10/2018	Adam Zeldin	4.00	400.00	1,600.00

Invoice No.: 20403628  
Date: 01/09/2019

Date	Name and Description	Hours	Rate	Amount
	Attend at Aralez. Correspond with C. Anania re: employee expenses, disbursements; Review/update Sixth Report; Correspond with A&M re: cf matters, disbursements.			
12/11/2018	Carol O'Donnell Post documents to website, email to OSB.	1.10	200.00	220.00
12/11/2018	Paul Van Eyk Review of emails from Torys and Stikemans, review of material, discussion with P. Patel.	3.25	795.00	2,583.75
12/11/2018	Pritesh Patel Call with Stikemans re flow of funds. Review and update Sixth Report based on comments from Stikemans. Finalize draft of Confidential Supplement and circulate to Torys for comment.	8.00	650.00	5,200.00
12/11/2018	Adam Zeldin Correspond with A&M re: CF, variances, proposed disbursements. Correspond with P. Patel re: Sixth Report. Review/approve payroll, other disbursements. Correspond with C. Anania re: cheque run. Call/emails with S. Subramanian re: proposed disbursements.	3.50	400.00	1,400.00
12/12/2018	Carol O'Donnell Post documents to website, email to OSB.	0.50	200.00	100.00
12/12/2018	Paul Van Eyk Review of emails and material.	2.00	795.00	1,590.00
12/12/2018	Pritesh Patel Discussions with A. Zeldin re payment requests, cash flow variances. Update Sixth Report based on comments from Intercept. Finalize and sign Sixth Report and Supplement for service.	5.00	650.00	3,250.00
12/12/2018	Steve Davis Reviewing payment file register for Dec. 10. Matching old cheques with replacement cheques.	0.70	300.00	210.00
12/12/2018	Adam Zeldin Attend at Aralez. Review current week cheque run, including analysing voided/reissued cheques. Correspond with J. Hall/L. Berardelli/C. Anania/A&M re: same. Correspond with A&M re: CF matters.	6.20	400.00	2,480.00
12/13/2018	Carol O'Donnell Post documents to report, repost motion for distribution order and email to OSB.	0.80	200.00	160.00
12/13/2018	Paul Van Eyk Review of emails, discussion with P. Patel, claims call with Torys and Stikemans.	2.25	795.00	1,788.75
12/13/2018	Pritesh Patel	3.50	650.00	2,275.00

Invoice No.: 20403628  
Date: 01/09/2019

Date	Name and Description	Hours	Rate	Amount
12/13/2018	Discussion with A. Zeldin re proposed payments and cash flow. Call with Torys and Stikemans re claims tracker. Adam Zeldin Several calls/emails with C. Anania/A&M re: cheque run/disbursements other CF matters. Review/update cheque run summary and comparative analysis re: voided/reissued cheques. Review/approve other disbursements, discuss same with A&M/P. Patel/C. Anania.	5.90	400.00	2,360.00
12/14/2018	Paul Van Eyk Review of emails.	1.00	795.00	795.00
12/14/2018	Pritesh Patel Review of disbursement request and discussions with A. Zeldin on same. Review and response to emails re MOF, closing, claims.	2.50	650.00	1,625.00
12/14/2018	Adam Zeldin Several calls/emails with A&M/C. Anania re: cheque run, CF matters. Discuss cheque run, CF matters, claims matters with P. Patel. Calls with Accuristix re: claim, withdrawal of same. Review other disbursements, discuss same with A&M/P. Patel.	4.70	400.00	1,880.00
12/14/2018	Adam Zeldin Emails/calls with C. Berube/C. Anania re: proposed disbursements. Discuss same with P. Patel. Review email from Ministry of Finance (Ontario) re: amounts owing, correspond with J. Hall/C. Anania re: same.	1.30	400.00	520.00
12/17/2018	Paul Van Eyk Attendance in court, review of material, discussion with Torys, review of emails related to closing.	4.00	795.00	3,180.00
12/17/2018	Pritesh Patel Preparation for and attendance in Court for approval of Bezalip transaction. Call with A&M and Stikemans re flow of funds and closing estimates for Nuvo transaction. Call with counsel to Jubliant re claim.	6.50	650.00	4,225.00
12/17/2018	Adam Zeldin Correspond with P. Patel re: amounts owing to Ministry of Ontario, CF matters, closing matters. Review prior week variances, discuss same with A&M. Review draft working capital analysis. Correspond with A&M re: CF matters.	4.00	400.00	1,600.00
12/18/2018	Carol O'Donnell Post documents to website, email to OSB.	0.70	200.00	140.00
12/18/2018	Paul Van Eyk	1.00	795.00	795.00

Invoice No.: 20403628  
Date: 01/09/2019

Date	Name and Description	Hours	Rate	Amount
12/18/2018	Review of emails on closing. Pritesh Patel Arrange for execution of Monitor's Certificate re Bezalip. Review of revised CRA claim and update to Stikeman on same. Discussions with A. Zeldin re cash flow.	0.50	650.00	325.00
12/18/2018	Adam Zeldin Attend at Aralez. Calls/emails with A&M re: CF matters, working capital; Review CRA's amended proof of claim. Correspond with C. Anania re: working capital, disbursements. Review/update payables summary. Review deposits/prepays analysis.	2.90	400.00	1,160.00
12/19/2018	Paul Van Eyk Review of emails.	0.25	795.00	198.75
12/19/2018	Pritesh Patel Calls with A&M re status of Nuvo transaction and closing estimates. Discussions with A. Zeldin re variance analysis for KEIP, proposed payments and CF. Follow-up call with counsel to Jubliant re claim.	2.00	650.00	1,300.00
12/19/2018	Adam Zeldin Attend at Aralez. Review KERP/KEIP variance analysis, discuss same with A&M. Correspond with A&M/C. Anania re: CF matters, claims matters. Review/approve payments. Review letter from CRA confirming completion of audit.	3.70	400.00	1,480.00
12/20/2018	Paul Van Eyk Review of emails, discussion with P. Patel.	1.00	795.00	795.00
12/20/2018	Pritesh Patel Updates to claims tracker. Correspondence with counsels and A&M on estimates for working capital and reserve calculations re Nuvo closing.	3.50	650.00	2,275.00
12/20/2018	Adam Zeldin Attend at Aralez. Review current week cheque run. Correspond with C. Anania/A&M re: same. Emails/calls with C. Anania/A&M re: CF matters. Prepare analysis of professional fees paid, discuss same with P. Patel. Respond to creditor inquiries.	3.50	400.00	1,400.00
12/21/2018	Paul Van Eyk Review of certificates, review of emails, admin.	0.75	795.00	596.25
12/21/2018	Pritesh Patel Call with Goodmans re claims tracker. Review of draft working capital and closing estimates from A&M, and all-parties call to discuss same. Review of CF and court orders for preparation of reserve analysis.	2.50	650.00	1,625.00

Invoice No.: 20403628  
Date: 01/09/2019

Date	Name and Description	Hours	Rate	Amount
12/21/2018	Adam Zeldin Review/approve T&E expenses. Review/approve current week cheque run/wires, emails/calls with C. Anania/A&M/P. Patel re: same. Emails/calls with A&M re: CF matters, working capital, closing matters. Review emails between J. Hall/Stikemans re: MOF claim.	3.00	400.00	1,200.00
12/21/2018	Adam Zeldin Review professional fees summary, discuss same with A&M. Review latest adjusted working capital analysis. Call with A&M re: same. Discuss same with P. Patel.	2.90	400.00	1,160.00
12/24/2018	Paul Van Eyk Review of emails.	0.75	795.00	596.25
12/24/2018	Pritesh Patel Review and comments on Estimated Closing calculation schedule. Review and comments on draft Reserve calculations. Correspondence with Torys re Closing agenda and questions. Review and discussion with A. Zeldin re payroll.	3.50	650.00	2,275.00
12/24/2018	Adam Zeldin Review/approve payroll and board payroll. Discuss same with P. Patel. Review latest KERP/KIEP CF and calculations.	1.75	400.00	700.00
12/26/2018	Paul Van Eyk Review of emails, discussion with P. Patel.	0.50	795.00	397.50
12/26/2018	Pritesh Patel Numerous emails with Torys and Stikemans re working capital and closing. Call with P.van Eyk re KERP. Review and comment on updated Reserve calculation.	2.50	650.00	1,625.00
12/27/2018	Pritesh Patel Attending to emails from lawyers on working capital and Reserve calculations, and call with A&M on same. Call with A. Zeldin re API forecasted expenses and KEIP calculations.	4.00	650.00	2,600.00
12/27/2018	Adam Zeldin Review updated KEIP/KERP CF and KEIP calculations. Emails with P. Patel re: same. Attend call with A&M re: same. Review holdback summary.	3.00	400.00	1,200.00
12/28/2018	Pritesh Patel Review and comments on the flow of funds. Review of correspondence from Torys re Reserve.	0.50	650.00	325.00
12/30/2018	Pritesh Patel	0.50	650.00	325.00

Invoice No.: 20403628  
Date: 01/09/2019

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
12/31/2018	Review of emails from Torys re closing. Review and sign-off on flow of funds, closing steps. Pritesh Patel Attending to closing matters, coordinate receipt of funds from Escrow Agent.	0.80	650.00	520.00
<b>Fees Total</b>		<hr/> <b>244.00</b>		<hr/> <b>\$ 140,103.75</b>

Invoice No.: 20403628  
Date: 01/09/2019

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**Remittance Form**

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 140,103.75</b>
<b>Technology and Administrative Fees</b>		7,005.19
GST/HST #885435842 RT0001		19,124.16
<b>Total Due</b>	<b>CAD</b>	<b>\$ 166,233.10</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

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**TORONTO**

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

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**MONTRÉAL**

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

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**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 01/30/2019  
Invoice No.: 20403682  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to January 15, 2019 \$ 14,626.25

<b>Sub-Total</b>	14,626.25
<b>Technology and Administrative Fees</b>	731.31
GST/HST #885435842 RT0001	1,996.48
<b>Total Due</b>	<b>CAD \$ 17,354.04</b>

TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403682  
Date: 01/30/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	11.25	\$ 400.00	\$ 4,500.00
Carol O'Donnell	1.20	200.00	240.00
Paul Van Eyk	4.75	795.00	3,776.25
Pritesh Patel	9.40	650.00	6,110.00
	<b>26.60</b>		<b>\$ 14,626.25</b>

Invoice No.: 20403682  
Date: 01/30/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
01/02/2019	Adam Zeldin Emails with P. Patel/S. Dukesz re claims filed by APCI employees.	0.25	\$ 400.00	\$ 100.00
01/03/2019	Carol O'Donnell Open new US bank account.	0.20	200.00	40.00
01/03/2019	Pritesh Patel Correspondence with Stikeman re employee claims. Call with representative of S. Charles re claim. Call and correspondence with counsel to Jubilant re claims process. Return message left by shareholder with respect to status of CCAA proceedings.	1.00	650.00	650.00
01/04/2019	Pritesh Patel Follow-up call with S. Charles re claim.	0.20	650.00	130.00
01/04/2019	Adam Zeldin Review correspondence between P. Patel/C. Anania re payment of KERP. Correspond with J. Cuttler re Jubilant claim.	0.50	400.00	200.00
01/07/2019	Paul Van Eyk Discussion with P. Patel on working capital adjustments, closing issues.	1.00	795.00	795.00
01/07/2019	Adam Zeldin Emails with A&M re KERP/KEIP, updated cash flow, closing working capital.	1.00	400.00	400.00
01/08/2019	Carol O'Donnell Post documents to website and email to CCAA, email to P. Patel regarding request from CCAA for Form 3.	1.00	200.00	200.00
01/08/2019	Paul Van Eyk Review of emails.	1.00	795.00	795.00
01/08/2019	Pritesh Patel Correspondence with Torys re stay extension and next steps in proceedings. Discussions with A. Zeldin re Reserve/Holdback. Responding to inquiries from creditors/shareholders re status of proceedings. Correspondence with OSB re Form 3.	2.50	650.00	1,625.00
01/08/2019	Adam Zeldin Emails with A&M re distribution holdback, updated cash flow; discuss same with P. Patel. Respond to creditor enquiries.	1.80	400.00	720.00
01/09/2019	Paul Van Eyk Review of emails.	0.75	795.00	596.25
01/09/2019	Pritesh Patel Review of email to Dunphy J. Responding to inquiries from creditors re status of proceedings.	0.20	650.00	130.00

Invoice No.: 20403682  
Date: 01/30/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
01/09/2019	Adam Zeldin Emails/calls with C. Anania re claims matters and payment of KERP/KEIP.	0.50	400.00	200.00
01/10/2019	Paul Van Eyk Review of emails.	1.00	795.00	795.00
01/10/2019	Pritesh Patel Discussion with A. Zeldin re funding request from API. Call with A&M re KERP and correspondence with Stikeman on same. Review of KERP agreements.	1.50	650.00	975.00
01/10/2019	Adam Zeldin Review payroll (including KERP amounts), discuss same with P. Patel/C. Anania. Attend call with C. Anania re working capital, creditor matters. Correspond with A&M re updated cash flow. Respond to creditor enquiries.	2.20	400.00	880.00
01/11/2019	Paul Van Eyk Review of emails on KEIP/KERP, discussion with P. Patel.	1.00	795.00	795.00
01/11/2019	Pritesh Patel Updates to claims tracker and circulate update to Torys. Correspondence with Stikemans re KERP.	1.00	650.00	650.00
01/11/2019	Adam Zeldin Review correspondence between Richter and Stikemans re KERP. Review/approve payroll/KERP. Correspond with C. Anania re same. Correspond with A&M re cash flow matters.	2.00	400.00	800.00
01/14/2019	Pritesh Patel Responding to inquiries from creditors re status of proceedings. Review of outstanding cheque listing from Goodmans and discussion with APCI on same. Correspondence with Stikeman re outstanding cheque listing.	2.50	650.00	1,625.00
01/14/2019	Adam Zeldin Review Dec 31 working capital analysis, including o/s cheque list; attend call with P. Patel/C. Anania re same. Respond to creditor inquiries. Review updated cash flow; emails/calls with A&M re same.	3.00	400.00	1,200.00
01/15/2019	Pritesh Patel Correspondence with counsels re outstanding cheque listing and claims. Discussion with A. Zeldin re cash flow and professional fee disbursements.	0.50	650.00	325.00
<b>Fees Total</b>		<b>26.60</b>		<b>\$ 14,626.25</b>

**Invoice No.:** 20403682  
**Date:** 01/30/2019

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
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Invoice No.: 20403682  
Date: 01/30/2019

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**Remittance Form**

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 14,626.25</b>
<b>Technology and Administrative Fees</b>		731.31
GST/HST #885435842 RT0001		1,996.48
<b>Total Due</b>	<b>CAD</b>	<b>\$ 17,354.04</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

**TORONTO**

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**MONTRÉAL**

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 02/18/2019  
Invoice No.: 20403748  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to January 31, 2019 \$ 49,203.25

<b>Sub-Total</b>	49,203.25
<b>Technology and Administrative Fees</b>	2,460.16
GST/HST #885435842 RT0001	6,716.24
<b>Total Due</b>	<b>CAD \$ 58,379.65</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403748  
Date: 02/18/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	33.65	\$ 400.00	\$ 13,460.00
Carol O'Donnell	1.80	200.00	360.00
Paul Van Eyk	8.50	795.00	6,757.50
Pritesh Patel	11.20	650.00	7,280.00
Pritesh Patel	26.85	795.00	21,345.75
	<b>82.00</b>		<b>\$ 49,203.25</b>

Invoice No.: 20403748  
Date: 02/18/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
01/16/2019	Pritesh Patel Call with Stikemans re outstanding cheques. Call with A&M and APCI re NWC calculation and accruals. Correspondence with Stikemans re contemplated payments, employee bonus claims.	2.50	\$ 650.00	\$ 1,625.00
01/16/2019	Adam Zeldin Attend call with C. Anania re claims matters, working capital. Emails with A&M re cash flow. Review/approve proposed professional fee payments, correspond with A&M re same. Review updated cash flow forecast.	1.80	400.00	720.00
01/17/2019	Pritesh Patel Call with Stikeman re employee claims. Call with Goodmans re claims update and outstanding cheque listing. Call with Bennett Jones re claims and outstanding cheques. Discussion with A. Zeldin re bonus entitlements.	4.50	650.00	2,925.00
01/17/2019	Adam Zeldin Correspond with C. Anania/A&M/P. Patel re accrued bonuses, estimated working capital calculation. Review cash flow variance analysis.	2.10	400.00	840.00
01/18/2019	Pritesh Patel Discussion with A. Zeldin re cash flow. Review of letter from Allergan and correspondence with Stikeman re Closing reconciliation and adjustments. Drafting of Seventh Report. Updates to claims tracker.	4.20	650.00	2,730.00
01/18/2019	Adam Zeldin Review/comment on revised CF forecast, correspond with A&M re same.	2.75	400.00	1,100.00
01/21/2019	Paul Van Eyk Review of email. Discussion with P. Patel on Report.	1.25	795.00	993.75
01/21/2019	Pritesh Patel Continue drafting Seventh Report. Review of affidavit.	4.50	795.00	3,577.50
01/21/2019	Adam Zeldin Review/update CF section of Seventh Report, including formatting of revised CF forecast and variance analysis. Calls/emails with A&M re revised CF and variance analysis. Emails with S. Subramanian re stay extensions and his statutory requirements.	4.00	400.00	1,600.00
01/21/2019	Adam Zeldin	1.50	400.00	600.00

Invoice No.: 20403748  
Date: 02/18/2019

Date	Name and Description	Hours	Rate	Amount
	Attend call with S. Dukesz re claims and other matters in connection with stay extension motion. Send update email to S. Dukesz re claims statistics, distribution holdback. Discuss same with P. Patel. Respond to C. Anania re creditor enquiry.			
01/22/2019	Paul Van Eyk Review of emails.	0.25	795.00	198.75
01/22/2019	Pritesh Patel Call with Stikeman re affidavit. Discussions with A. Zeldin re claims reconciliation and email to Stikeman on same. Review and response to Stikeman re shareholder claim. Updates to claims tracker. Finalize draft of Report and circulate to A. Zeldin.	6.75	795.00	5,366.25
01/22/2019	Adam Zeldin Review/update Seventh Report. Review/update/format cash flow and notes thereto for Seventh Report. Several calls/emails with A&M re updated cash flow. Discuss claims matters with P. Patel.	5.75	400.00	2,300.00
01/23/2019	Paul Van Eyk Review of draft report, edits, discussion with P. Patel.	4.50	795.00	3,577.50
01/23/2019	Pritesh Patel Call with A&M re Specified Amounts and working capital. Call with Stikemans re Allergan claim and Specified Amounts. Update Report based on internal comments, comments from Torys. Circulate draft to Stikeman.	7.50	795.00	5,962.50
01/23/2019	Adam Zeldin Review/comment on/update Seventh Report, discuss same with P. Patel. Correspond with A&M re cash flow and variance analysis. Review/update/assemble appendices for Seventh Report. Correspond with S. Subramanian re cash flow.	5.25	400.00	2,100.00
01/24/2019	Carol O'Donnell Post document to website.	0.30	200.00	60.00
01/24/2019	Paul Van Eyk Review of emails, review of edits to report.	1.00	795.00	795.00
01/24/2019	Pritesh Patel Update to report based on comments from Stikeman.	1.00	795.00	795.00
01/24/2019	Adam Zeldin Correspond with A&M/S. Subramanian re notes to CF. Discuss same with P. Patel. Review bank statements to confirm APCI cash transferred on closing of Nuvo transaction.	1.00	400.00	400.00

Invoice No.: 20403748  
Date: 02/18/2019

Date	Name and Description	Hours	Rate	Amount
01/25/2019	Carol O'Donnell Post documents to website and email to OSB.	0.40	200.00	80.00
01/25/2019	Paul Van Eyk Review of emails.	0.50	795.00	397.50
01/25/2019	Pritesh Patel Finalize, sign and compile report for service.	1.30	795.00	1,033.50
01/25/2019	Adam Zeldin Correspond with C. Anania re creditor enquiry. Review/approve API operating expense payments, followup email to S. Subramanian re same.	1.50	400.00	600.00
01/28/2019	Carol O'Donnell Post documents to website and email to CCAA,	0.50	200.00	100.00
01/28/2019	Paul Van Eyk Review of emails.	0.50	795.00	397.50
01/28/2019	Pritesh Patel Call with Goodmans re claims review and update.	0.50	795.00	397.50
01/29/2019	Paul Van Eyk Review of emails.	0.50	795.00	397.50
01/29/2019	Pritesh Patel Review of email from Torys to shareholder re status of proceedings. Correspondence with Stikemans re upcoming motion. Review of emails from Torys re former employee claims. Discussion with A. Zeldin re API disbursement request.	2.30	795.00	1,828.50
01/29/2019	Adam Zeldin Review/approve board payroll, transaction/prof. fees, discuss same with P. Patel. Correspond with A&M re: transaction fees, retaining API's transfer agent. Email to Deerfield re: payment of transaction fees. Review shareholder enquiry response email.	3.50	400.00	1,400.00
01/30/2019	Carol O'Donnell Post document to website.	0.20	200.00	40.00
01/30/2019	Pritesh Patel Preparation for and attendance in Court for extension hearing. Call with creditor re claim. Discussions with A. Zeldin re KEIP.	3.00	795.00	2,385.00
01/30/2019	Adam Zeldin Calls/emails with A&M re: KEIP, HST, professional fees, working capital, claims process matters. Discuss same with P. Patel. Review KEIP calculation and correspond with A&M/P. Patel re: same. Review Chapter 11 court documents in connection with KEIP.	4.50	400.00	1,800.00

**Invoice No.:** 20403748  
**Date:** 02/18/2019

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
01/31/2019	Carol O'Donnell Email and post to documents to website.	0.40	200.00	80.00
<b>Fees Total</b>		<hr/> <b>82.00</b>		<hr/> <b>\$ 49,203.25</b>

Invoice No.: 20403748  
Date: 02/18/2019

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 49,203.25</b>
<b>Technology and Administrative Fees</b>		2,460.16
GST/HST #885435842 RT0001		6,716.24
<b>Total Due</b>	<b>CAD</b>	<b>\$ 58,379.65</b>

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### Payment Options

#### Wire Transfer

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

#### Cheques

Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 03/07/2019  
Invoice No.: 20403810  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to February 15, 2019 \$ 10,131.00

<b>Sub-Total</b>	10,131.00
<b>Technology and Administrative Fees</b>	1,186.75
GST/HST #885435842 RT0001	1,471.31
<b>Total Due</b>	<b>CAD \$ 12,789.06</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

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514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403810  
Date: 03/07/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	13.80	\$ 400.00	\$ 5,520.00
Paul Van Eyk	1.20	795.00	954.00
Pritesh Patel	4.60	795.00	3,657.00
	<b>19.60</b>		<b>\$ 10,131.00</b>

Invoice No.: 20403810  
Date: 03/07/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
02/04/2019	Pritesh Patel Discussion with A&M re KEIP and timing for claims and working capital resolution.	0.50	\$ 795.00	\$ 397.50
02/04/2019	Adam Zeldin Correspond with C. Anania re invoices received from an Aralez customer. Email to Aralez customer to coordinate payment of amounts owing to Aralez and to advise of the status of the proceedings.	1.00	400.00	400.00
02/05/2019	Paul Van Eyk Review of email from Torys.	0.50	795.00	397.50
02/05/2019	Pritesh Patel Review of plan docs and correspondence with Torys on same. Review of resolution on severance claims. Review and comment on letters re bonus claims. Correspondence with Stikeman and A&M re NWC and accrued expenses.	1.50	795.00	1,192.50
02/05/2019	Adam Zeldin Correspond with C. Anania and Aralez customer re payment of outstanding invoices.	0.50	400.00	200.00
02/06/2019	Adam Zeldin Review revised KEIP cash flow and supporting schedules. Attend call with A&M re same. Discuss same with P. Patel.	3.00	400.00	1,200.00
02/07/2019	Paul Van Eyk Review of emails.	0.20	795.00	159.00
02/07/2019	Pritesh Patel Discussions with A. Zeldin re KEIP reimbursement to Aralez US.	0.50	795.00	397.50
02/07/2019	Adam Zeldin Review cash flow and other schedules in connection with KEIP and discuss same, including payment, with A&M. Draft email to Deerfield re KEIP payment. Emails with S. Subramanian re paying the KEIP, professional fees.	3.00	400.00	1,200.00
02/08/2019	Paul Van Eyk Review of emails.	0.10	795.00	79.50
02/08/2019	Adam Zeldin Attend calls with CRA, a creditor, regarding their claim against APCI. Discuss same with P. Patel. Correspond with A&M/S. Subramanian re KEIP payment, professional fees, creditor enquiries.	2.00	400.00	800.00
02/11/2019	Paul Van Eyk Review of emails.	0.20	795.00	159.00
02/11/2019	Pritesh Patel	1.50	795.00	1,192.50

Invoice No.: 20403810  
Date: 03/07/2019

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
02/13/2019	Review of letter to Jubliant and call with Stikemans re employee claims. Call with counsel to Jubliant. Update to claims tracker and circulate to Torys. Circulate all D&O claims to Stikeman. Paul Van Eyk Review of emails.	0.10	795.00	79.50
02/13/2019	Pritesh Patel Claims update call with Goodmans. Call with Stikemans re D&O claim. Review of response from T. Gunderson.	0.60	795.00	477.00
02/15/2019	Paul Van Eyk Review of emails.	0.10	795.00	79.50
02/15/2019	Adam Zeldin Review professional fees invoices. Prepare summary of professional fees incurred to date and compare against forecast, discuss same with P. Patel. Email to A&M re same. Review/respond to enquiry from Stikemans re D&O claims, discuss same with P. Patel.	4.30	400.00	1,720.00
<b>Fees Total</b>		<b>19.60</b>		<b>\$ 10,131.00</b>

Invoice No.: 20403810  
Date: 03/07/2019

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 10,131.00</b>
<b>Technology and Administrative Fees</b>		1,186.75
GST/HST #885435842 RT0001		1,471.31
<b>Total Due</b>	<b>CAD</b>	<b>\$ 12,789.06</b>

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### Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

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200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 04/05/2019  
Invoice No.: 20403922  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to March 31, 2019 \$ 78,317.00

<b>Sub-Total</b>	78,317.00
<b>Technology and Administrative Fees</b>	4,425.10
GST/HST #885435842 RT0001	10,756.47
<b>Total Due</b>	<b>CAD \$ 93,498.57</b>

TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403922  
Date: 04/05/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	0.40	\$ 795.00	\$ 318.00
Adam Zeldin	84.70	400.00	33,880.00
Carol O'Donnell	1.60	200.00	320.00
Pascale Lareau	0.40	185.00	74.00
Paul Van Eyk	3.70	795.00	2,941.50
Pritesh Patel	51.30	795.00	40,783.50
	<b>142.10</b>		<b>\$ 78,317.00</b>

Invoice No.: 20403922  
Date: 04/05/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
02/19/2019	Adam Zeldin Email to A&M re professional fees incurred and forecast. Review/update summary re same.	1.00	\$ 400.00	\$ 400.00
02/20/2019	Adam Zeldin Respond to shareholder enquiry.	0.25	400.00	100.00
02/21/2019	Pritesh Patel Review of releases re claims. Review of email from Stikemans re Nuvo claim.	0.30	795.00	238.50
02/21/2019	Adam Zeldin Review estimated holdback summary and CF forecasts, discuss same with A&M. Review/update professional fees summary. Correspond with C. Anania/A&M re closing working capital. Correspond with A&M re claims matters.	2.20	400.00	880.00
02/22/2019	Paul Van Eyk Review of emails.	0.10	795.00	79.50
02/22/2019	Pritesh Patel Review of Nuvo claim and discussion with S. Dukez re release. Update to claims tracker and circulate to group. Discussion with A. Zeldin re current API cash position and correspondence with Torys on same.	1.30	795.00	1,033.50
02/22/2019	Adam Zeldin Correspond with Stikemans re claims matters. Review AP listing in connection with closing WC calculation, correspond with A&M/C. Anania re same and other WC issues. Correspond with A&M/S. Subramanian re API cash balance, discuss same with P. Patel.	3.20	400.00	1,280.00
02/25/2019	Adam Sherman Review/approve bank rec. for January 2019.	0.20	795.00	159.00
02/25/2019	Pritesh Patel Discussion with A. Zeldin re API cash and Reserve. Prepare and circulate analysis to A&M for comment. Correspondence with Stikemans, Torys re Reserve.	1.50	795.00	1,192.50
02/25/2019	Adam Zeldin Prepare reconciliation of API cash balance since the Nuvo transaction closing, discuss same with P. Patel. Correspond with A&M/S. Subramanian re API cash. Review API variance analysis and correspond with A&M re same.	2.75	400.00	1,100.00
02/25/2019	Adam Zeldin	1.00	400.00	400.00

Invoice No.: 20403922  
Date: 04/05/2019

Date	Name and Description	Hours	Rate	Amount
	Review email to A&M re proposed interim distribution to Deerfield, discuss same with P. Patel. Email to S. Subramanian re interim distribution and API operating cash need to end of proceedings.			
02/26/2019	Paul Van Eyk Review of emails.	0.20	795.00	159.00
02/26/2019	Pritesh Patel Call with Stikeman, Torys, A&M re Reserve and surplus funds. Correspondence and call with API re projected operating expenses. Call with A&M re outstanding expenses. Discussions with A.Zeldin re NWC review.	3.00	795.00	2,385.00
02/26/2019	Adam Zeldin Attend at Aralez. Meet with C. Anania/A&M re closing working capital. Review A&M's analysis re same. Discuss same and related matters with P. Patel. Email to S. Subramanian re API's operating cash need, discuss same with P. Patel.	4.20	400.00	1,680.00
02/27/2019	Pritesh Patel Review of NWC analysis and discussion with A. Zeldin on same. Correspondence with Torys re API, release of funds from Reserve.	2.50	795.00	1,987.50
02/27/2019	Adam Zeldin Review Closing Working Capital analysis, including as against target WC and estimated WC, discuss same with P. Patel. Review correspondence between P. Patel/S. Subramanian re API's operating cash need.	3.75	400.00	1,500.00
02/28/2019	Pritesh Patel Correspondence with API re Mapi invoice, and review of Intercept APA on same. Correspondence with A. Zeldin re working capital analysis.	1.00	795.00	795.00
02/28/2019	Adam Zeldin Attend at Aralez. Review Dec 31, 2018 AP balance in connection with WC analysis. Meeting with C. Anania re same. Correspond with A&M re WC review. Discuss WC review with P. Patel. Review proposed disbursements and correspond with API finance team re same.	4.60	400.00	1,840.00
03/01/2019	Pritesh Patel Correspondence with Torys re distribution to Deerfield. Correspondence with API to confirm opex and surplus funds. Call with A&M re working capital reconciliation and estimated adjustment. Update call with A. Zeldin. Email to Stikemans re Nuvo claim.	2.50	795.00	1,987.50
03/01/2019	Adam Zeldin	4.00	400.00	1,600.00

Invoice No.: 20403922  
Date: 04/05/2019

Date	Name and Description	Hours	Rate	Amount
	Attend call with A&M re Closing WC, discuss same with P. Patel. Email to C. Anania re prepaid inventory included in WC. Review supporting documents provided by C. Anania re Accruals in Closing WC. Review current week variance analysis revised budget.			
03/04/2019	Pascale Lareau Prepare bank reconciliation, pdf, update bank reconciliation file and follow-up for signature, filing document.	0.40	185.00	74.00
03/04/2019	Pritesh Patel Correspondence with Torys re final reconciliation and surplus funds in Reserve.	0.50	795.00	397.50
03/04/2019	Adam Zeldin Correspond with C. Anania/Stikemans re 2018 Nuvo royalties. Correspond with A&M re Closing WC.	1.25	400.00	500.00
03/05/2019	Pritesh Patel Review of claim from MOHLTC and discussions with Richter team. Correspondence with Stikeman and Torys on claim and next steps.	1.50	795.00	1,192.50
03/05/2019	Adam Zeldin Review emails and deal with several claims process matters, discuss same with Richter team. Correspond with A&M/Wilkie re claims process matters. Review updated trial balance in connection with closing WC, correspond with A&M re same.	3.00	400.00	1,200.00
03/06/2019	Pritesh Patel Call with counsel to Nuvo re MOHLTC claim and claims tracker. Correspondence with A&M, Stikeman re surplus Reserve funds, and approving release of same.	2.00	795.00	1,590.00
03/06/2019	Adam Zeldin Respond to creditor enquiry.	0.20	400.00	80.00
03/07/2019	Pritesh Patel Call and correspondence with counsel re interco receivable and next steps. Discussion with A. Zeldin re CF update.	1.00	795.00	795.00
03/07/2019	Adam Zeldin Review updated trial balance in connection with Closing WC analysis. Correspond with A&M re same.	1.20	400.00	480.00
03/08/2019	Adam Zeldin Review/update cash flow in connection with Eighth Report. Correspond with A&M re same. Correspond with S. Subramanian re payment of regulatory consulting fees.	4.50	400.00	1,800.00
03/11/2019	Pritesh Patel	1.50	795.00	1,192.50

Invoice No.: 20403922  
Date: 04/05/2019

Date	Name and Description	Hours	Rate	Amount
03/11/2019	Review of updated claims tracker and comments on same. Correspondence with A. Zeldin re status of final reconciliation, disbursement requests. Adam Zeldin	3.80	400.00	1,520.00
03/11/2019	Review/approve post-filing payment. Review email from Stikemans re claims matters, review schedule summarizing status of claims, discuss same with P. Patel. Correspond with A&M re Closing WC analysis, payment of the KEIP. Respond to creditor enquiry. Adam Zeldin	2.20	400.00	880.00
03/12/2019	Review email from A&M re KEIP payment. Review final KEIP agreement in connection with same. Draft email to and attend call with S. Subramanian re payment of KEIP and proposed asset sales, discuss same with P. Patel. Pritesh Patel	3.00	795.00	2,385.00
03/12/2019	Review of claim and correspondence from counsel to Dragonfly. Claims update call with Stikeman, circulate updated claims tracker to group, and correspondence with Goodmans on same. Discussion with A. Zeldin re CF update. Adam Zeldin	2.30	400.00	920.00
03/13/2019	Review/approve professional fees. Prepare summary of professional fees approved, discuss same with P. Patel. Pritesh Patel	3.50	795.00	2,782.50
03/13/2019	Review and comment on D&O claim letter. Drafting of Eighth Report. Adam Zeldin	4.50	400.00	1,800.00
03/14/2019	Review/update cash flow for Eighth Report, correspond with A&M and P. Patel re same. Review weekly variance analysis, discuss same with A&M. Correspond with P. Patel re Closing WC. Pritesh Patel	3.00	795.00	2,385.00
03/14/2019	Call with A&M re draft WC reconciliation. Continue drafting Eighth Report and discussion with A. Zeldin on same. Adam Zeldin	5.00	400.00	2,000.00
03/15/2019	Draft sections for Eighth Report, discuss same with P. Patel. Correspond with A&M re updated CF. Review API's updated Closing WC analysis, discuss same with P. Patel. Pritesh Patel	4.50	795.00	3,577.50

Invoice No.: 20403922  
Date: 04/05/2019

Date	Name and Description	Hours	Rate	Amount
03/15/2019	Review of draft affidavit and discussion with A. Zeldin re report. Call with A&M re Moelis fees. Discussion with A.Zeldin re Final Adjustments from Nuvo and email to A&M on same. Continue edits to Eighth Report. Adam Zeldin Draft the Eighth Report to Court, discuss same with P. Patel. Review Adams Affidavit re stay extension motion. Review Nuvo's Closing Date Statement, discuss same with P. Patel. Review prof. fee invoices. Format cash flow and charts for Eighth Report.	6.25	400.00	2,500.00
03/18/2019	Pritesh Patel Discussion with A. Zeldin re cash flow and disbursements. Finalize sections for report and send to A. Zeldin. Calls and correspondence with Torys, A&M re cash flow and upcoming motion. Call with Stikeman re affidavit, cash flow and timing for service.	5.50	795.00	4,372.50
03/18/2019	Adam Zeldin Correspond with S. Subramanian/S. Dukesz re intercompany balances and stay extension motion. Review interco balance matrix. Correspond with S. Subramanian/A&M re professional fees paid/budgeted. Review email from S. Subramanian re board compensation.	2.80	400.00	1,120.00
03/18/2019	Adam Zeldin Correspond with S. Dukez re various matters for stay extension motion. Review/update Eighth Report. Review/comments on updates to CF, discuss same with A&M/S. Subramanian.	3.20	400.00	1,280.00
03/19/2019	Pritesh Patel Review and edits to Report. Calls with A&M re Moelis fees, review of Nuvo closing statement. Discussion with A. Zeldin re intercompany balances. Correspondence with Dragonfly re claim.	4.00	795.00	3,180.00
03/19/2019	Adam Zeldin Review Freeland Affidavit. Review updated Interco balance matrix, discuss same with S. Dukesz. Review/update Eighth Report, discuss same with P. Patel. Prepare/assemble charts and appendices for Eighth Report. Review/approve professional fees.	5.30	400.00	2,120.00
03/20/2019	Paul Van Eyk Review of draft report, discussion with P. Patel on edits.	3.00	795.00	2,385.00
03/20/2019	Adam Sherman	0.20	795.00	159.00

Invoice No.: 20403922  
Date: 04/05/2019

Date	Name and Description	Hours	Rate	Amount
03/20/2019	Review/approve February 2019 bank rec. Pritesh Patel Review of comments from Torys on report. Review and edits to updated report and send to Stikemans for comments. Call with D. Bish re Deerfield distribution request. Preparation of updated Reserve analysis and discussion with A. Zeldin on same.	3.50	795.00	2,782.50
03/20/2019	Adam Zeldin Review comments from D. Bish re Eighth Report, discuss same with P. Patel. Review/update Eighth Report, compile appendices. Correspond with P. Patel/A&M/S. Subrmanian re CF and related matters. Update Reserve analysis, discuss same with P. Patel.	4.20	400.00	1,680.00
03/21/2019	Carol O'Donnell Post documents to website and email to OSB. Prepare documentation re API name change at BMO.	0.70	200.00	140.00
03/21/2019	Pritesh Patel Finalize, sign and compile report for service. Call with A&M re working capital review.	1.30	795.00	1,033.50
03/25/2019	Paul Van Eyk Review of emails.	0.10	795.00	79.50
03/25/2019	Pritesh Patel Correspondence with Stikeman and Torys re Reserve analysis.	0.30	795.00	238.50
03/26/2019	Paul Van Eyk Review of emails.	0.10	795.00	79.50
03/26/2019	Pritesh Patel Correspondence with Stikeman re Dragonfly claim. Correspondence with Torys on Deerfield requests re Reserve. Email to A&M re proposed release.	0.60	795.00	477.00
03/26/2019	Adam Zeldin Correspond with A&M re Closing WC review and status thereof, discuss same with P. Patel. Review/approve post-filing payments for D&O insurance.	1.75	400.00	700.00
03/27/2019	Pritesh Patel Review of working capital analysis from A&M and discussion with A. Zeldin on same. Call with A&M and counsels to review and discussion analysis of Nuvo closing statement.	2.00	795.00	1,590.00
03/27/2019	Adam Zeldin	1.35	400.00	540.00

Invoice No.: 20403922  
Date: 04/05/2019

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
	Correspond with P. Patel re D&O insurance. Review correspondence with A&M re additional distribution to Deerfield. Review/approve post-filing payment. Review prior week variance analysis.			
03/27/2019	Adam Zeldin Review A&M's WC Adjustment Analysis, discuss same with P. Patel. Attend call with API/A&M/Torys/Stikemans re Adjustment Analysis.	3.70	400.00	1,480.00
03/28/2019	Carol O'Donnell Post documents to website and email to OSB.	0.50	200.00	100.00
03/28/2019	Paul Van Eyk Review of emails.	0.10	795.00	79.50
03/28/2019	Pritesh Patel Preparation and attendance in Court for Intercompany Transfer Order.	1.50	795.00	1,192.50
03/28/2019	Adam Zeldin Review monthly board compensation, attend call with API payroll clerk re same, discuss same with P. Patel. Review signed order and endorsement re stay extension.	1.25	400.00	500.00
03/29/2019	Carol O'Donnell Post documents to website and email to OSB.	0.40	200.00	80.00
03/29/2019	Paul Van Eyk Review of emails.	0.10	795.00	79.50
<b>Fees Total</b>		<hr/> <b>142.10</b>		<hr/> <b>\$ 78,317.00</b>

Invoice No.: 20403922  
Date: 04/05/2019

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 78,317.00</b>
<b>Technology and Administrative Fees</b>		4,425.10
GST/HST #885435842 RT0001		10,756.47
<b>Total Due</b>	<b>CAD</b>	<b>\$ 93,498.57</b>

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### Payment Options

**Wire Transfer** Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques** Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 04/25/2019  
Invoice No.: 20403998  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to April 15, 2019 \$ 8,374.00

<b>Sub-Total</b>		<hr/>	8,374.00
<b>Technology and Administrative Fees</b>			418.70
GST/HST #885435842 RT0001			1,143.05
<b>Total Due</b>	<b>CAD</b>	<hr/>	<b>\$ 9,935.75</b>

## TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403998  
Date: 04/25/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	4.85	\$ 400.00	\$ 1,940.00
Pascale Lareau	0.40	185.00	74.00
Paul Van Eyk	0.80	795.00	636.00
Pritesh Patel	7.20	795.00	5,724.00
	<b>13.25</b>		<b>\$ 8,374.00</b>

Invoice No.: 20403998  
Date: 04/25/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
04/01/2019	Paul Van Eyk Review of emails.	0.10	\$ 795.00	\$ 79.50
04/01/2019	Pritesh Patel Call with A&M re status of claims for working capital analysis. Review of updated draft of NWC analysis from A&M.	2.10	795.00	1,669.50
04/02/2019	Pritesh Patel All parties call to review revised analysis and objection. Call with A&M re Moelis fees. Responding to correspondence from Stikeman re Nuvo claim.	2.20	795.00	1,749.00
04/02/2019	Adam Zeldin Correspond with P. Patel re cash flow matters.	0.25	400.00	100.00
04/03/2019	Pritesh Patel Call and correspondence with A&M re Moelis fees and priority charges. Discussion with A. Zeldin on same.	0.60	795.00	477.00
04/03/2019	Adam Zeldin Correspond with A&M/P. Patel re Moelis fees. Review variance analysis, discuss same with A&M.	1.10	400.00	440.00
04/04/2019	Pritesh Patel Discussion with A. Zeldin re D&O claims.	0.30	795.00	238.50
04/04/2019	Adam Zeldin Review D&O claims filed and correspond with P. Patel re same.	0.50	400.00	200.00
04/05/2019	Pascale Lareau Prepare bank reconciliation, pdf, update bank reconciliation file and follow-up for signature, filing document.	0.40	185.00	74.00
04/05/2019	Pritesh Patel Responding to inquiries from creditor re claims process.	0.20	795.00	159.00
04/05/2019	Adam Zeldin Review/approve professional fees/other post-filing disbursements, discuss same with P. Patel. Respond to enquiry from sharholder. Correspond with S. Dukesz re claims matters.	2.00	400.00	800.00
04/08/2019	Paul Van Eyk Review of emails.	0.20	795.00	159.00
04/08/2019	Pritesh Patel Review of revised Moelis fee schedule and call with A&M on same. Review of correspondence from Stikeman re net working capital and objection notice.	1.10	795.00	874.50
04/09/2019	Pritesh Patel	0.20	795.00	159.00

Invoice No.: 20403998  
Date: 04/25/2019

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<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
04/10/2019	Review of emails from claimant re claim against API. Adam Zeldin Review/approve post-filing payments. Review current week CF variance report.	1.00	400.00	400.00
04/12/2019	Paul Van Eyk Review of emails.	0.50	795.00	397.50
04/15/2019	Pritesh Patel Correspondence with counsels re timing for termination motion.	0.50	795.00	397.50
<b>Fees Total</b>		<hr/> <b>13.25</b>		<hr/> <b>\$ 8,374.00</b>

Invoice No.: 20403998  
Date: 04/25/2019

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 8,374.00</b>
<b>Technology and Administrative Fees</b>		418.70
GST/HST #885435842 RT0001		1,143.05
<b>Total Due</b>	<b>CAD</b>	<b>\$ 9,935.75</b>

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### Payment Options

#### Wire Transfer

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

#### Cheques

Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTREAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

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# RICHTER

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Date: 04/30/2019  
Invoice No.: 20404019  
Engagement No.: 2021281  
Payment Terms: Due on Receipt

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Professional services rendered to April 30, 2019 \$ 22,682.00

<b>Sub-Total</b>	22,682.00
<b>Technology and Administrative Fees</b>	1,134.10
GST/HST #885435842 RT0001	3,096.09
<b>Total Due</b>	<b>CAD \$ 26,912.19</b>

TORONTO

Richter Advisory Group Inc.  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20404019  
Date: 04/30/2019

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Zeldin	9.80	\$ 400.00	\$ 3,920.00
Pritesh Patel	23.60	795.00	18,762.00
	<b>33.40</b>		<b>\$ 22,682.00</b>

Invoice No.: 20404019  
Date: 04/30/2019

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
04/16/2019	Pritesh Patel Updates to claims tracker and circulate same to Goodmans. Correspondence with Goodmans re late filed claims. Call and correspondence with Stikeman re upcoming court hearing and status of D&O claims.	1.50	\$ 795.00	\$ 1,192.50
04/16/2019	Adam Zeldin Review/approve post-filing payments, discuss same with S. Subramanian/C. Freeland.	0.25	400.00	100.00
04/17/2019	Pritesh Patel Correspondence with counsels and A&M re objection notice. Correspondence on upcoming court attendance.	0.50	795.00	397.50
04/17/2019	Adam Zeldin Review/approve post-filing professional fees. Correspond with A&M re board compensation. Review weekly variance analysis.	1.40	400.00	560.00
04/18/2019	Pritesh Patel Drafting of Ninth Report of the Monitor.	2.50	795.00	1,987.50
04/22/2019	Pritesh Patel Discussion with A. Zeldin re BOD payments.	0.30	795.00	238.50
04/22/2019	Adam Zeldin Correspond with S. Subramanian re board compensation, discuss same with P. Patel. Review cash revised cash flow.	0.50	400.00	200.00
04/23/2019	Adam Zeldin Correspond with S. Subramanian re board compensation, discuss same with P. Patel.	0.25	400.00	100.00
04/24/2019	Pritesh Patel Review of Nuvo response and materials re closing statement dispute. Call with A&M to discuss Nuvo analysis.	1.50	795.00	1,192.50
04/25/2019	Pritesh Patel Review of draft materials from Stikeman re termination order motion.	1.30	795.00	1,033.50
04/26/2019	Pritesh Patel Continue drafting Ninth Report. Call with Stikeman, A&M and API to discuss Nuvo response. Discussion with A. Zeldin re fee affidavit, CF and Moelis fees. Call with Torgs re termination order and affidavit.	5.50	795.00	4,372.50
04/26/2019	Adam Zeldin	3.20	400.00	1,280.00

Invoice No.: 20404019  
Date: 04/30/2019

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
	Prepare fee affidavit and exhibits thereto for Ninth Report. Review/approve board compensation. Discuss Ninth Report and CCAA termination matters with P. Patel. Draft email to Deerfield re transaction fees, discuss same with P. Patel.			
04/26/2019	Adam Zeldin Draft email to S. Subramanian/C. Freeland re CCAA termination motion and next steps in the proceedings.	0.20	400.00	80.00
04/29/2019	Pritesh Patel Call with API re termination order. Drafting of Ninth Report. Call with A&M re working capital reconciliation.	5.00	795.00	3,975.00
04/29/2019	Adam Zeldin Attend call with S. Subramanian/C. Freeland/P. Patel re CCAA termination motion and next steps in proceedings. Update exhibits to fee affidavit re Ninth Report. Review/approve profesisonal fees. Review/anaylze operating cash needed to termination date.	2.00	400.00	800.00
04/30/2019	Pritesh Patel Drafting Ninth Report. Discussion with A. Zeldin re fee affidavit. Call with counsels re Moelis fees and Charge and preparation of analysis on same. Call with D. Bish re plan for upcoming motion.	5.50	795.00	4,372.50
04/30/2019	Adam Zeldin Draft email to S. Subramanian re remaining costs to end of CCAA. Review/update fee affidavit. Review email from S. Subramanian re tax matters. Correspond with A&M re previous week disbursements.	2.00	400.00	800.00
<b>Fees Total</b>		<b>33.40</b>		<b>\$ 22,682.00</b>

Invoice No.: 20404019  
Date: 04/30/2019

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### Remittance Form

Aralez Pharmaceuticals Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

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### Invoice Summary

<b>Sub-Total</b>		<b>\$ 22,682.00</b>
<b>Technology and Administrative Fees</b>		1,134.10
GST/HST #885435842 RT0001		3,096.09
<b>Total Due</b>	<b>CAD</b>	<b>\$ 26,912.19</b>

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### Payment Options

#### Wire Transfer

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2  
Bank Institute No.: 004  
CAD Account no.: 5300836 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7332090 Transit no.: 41601 Swift code: TDOMCATTOR  
Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

#### Cheques

Payable to: Richter Advisory Group Inc.  
Send to: 181 Bay Street, Suite 3320, Bay Wellington Tower, Toronto ON M5J 2T3

**Inquiries: please call our general line 416.488.2345 or e-mail ClientService@richter.ca**

#### TORONTO

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181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

#### MONTRÉAL

1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

#### CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

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# **Appendix "E"**

**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 A PLAN OF COMPROMISE OR  
ARRANGEMENT OF OLD API WIND-DOWN LTD.**

**Applicant**

**AFFIDAVIT OF LILY COODIN  
(Sworn May 3, 2019)**

I, Lily Coodin, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am an Associate at Torys LLP ("**Torys**"), lawyers for Richter Advisory Group Inc. ("**Richter**"), in its capacity as the court-appointed Monitor in these proceedings (the "**Monitor**"), and not in its personal capacity. As such, I have personal knowledge of the matters to which I herein depose, except where my knowledge is based upon information and belief, in which case I believe such information to be true. Torys does not, and does not intend to, waive privilege by or as a result of any statement or disclosure herein.
2. Richter was appointed as Monitor pursuant to the Initial Order of the Honourable Mr. Justice Dunphy dated August 10, 2018, as amended and restated on September 5, 2018 (collectively, the "**Initial Order**"). Richter retained Torys as its lawyers prior to the commencement of these proceedings, and as Monitor has continued to retain Torys as its lawyers in these proceedings.
3. Pursuant to paragraph 30 of the Initial Order, the Monitor's legal counsel is required to pass its accounts from time to time.

4. This affidavit is sworn in support of a motion by Old API Wind-Down Ltd. (formerly Aralez Pharmaceuticals Inc.) for, *inter alia*, an order approving the fees and disbursements of Torys, as lawyers for the Monitor in these proceedings.

5. I confirm that the accounts attached hereto as Exhibit "A" are true copies of the accounts of Torys (collectively, the "**Accounts**") during the Fee Period (as defined below) and affirm that the Accounts accurately reflect the services provided by Torys in this matter during the Fee Period and the fees and disbursements claimed by it. I also affirm that the time summaries attached to the Accounts relate to the Accounts, and were generated by Torys. Where necessary or appropriate, the Accounts may have been redacted to preserve privilege or protect sensitive or confidential information.

6. A summary of Torys' fees and disbursements (inclusive of HST) from and after July 6, 2018, through to and including April 30, 2019, (the "**Fee Period**") is attached hereto as Exhibit "B". As shown in such summary, Torys professionals expended a total of 576.2 hours in connection with this matter during the Fee Period, giving rise to fees and disbursements totaling \$687,071.84, inclusive of HST.

7. Attached hereto as Exhibit "C" is a summary of additional information with respect to all members of Torys who have worked on this matter during the Fee Period, their title, their year of call (if applicable) and their rates, and I confirm that the list represents an accurate account of such information.

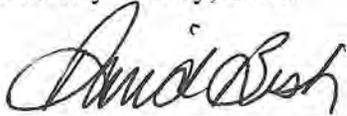
8. On the assumption that there are no delays, disputes or unforeseen developments in connection with this matter and taking into account the remaining work to be done in connection with this matter, Torys intends to issue one or more additional invoices for the period from and after May 1, 2019, through to the date of the Monitor's discharge, which invoice(s) in the aggregate is not expected to exceed \$25,000.00 (exclusive of HST) (the "**Estimated Fee Ceiling**"). Subject to any direction to the contrary by this Court, Torys' expectations as to its further fees and disbursements in respect of its representation of the Monitor prior to the Monitor's discharge are as follows: (i) provided that Torys' further fees and disbursements do not exceed the Estimated Fee Ceiling, no further court approval of fees and disbursements is anticipated; and (ii) in the event that Torys' further fees and

disbursements do exceed the Estimated Fee Ceiling but are agreed to by the Monitor and the Applicant, no further application to this Court is intended for the approval of such remaining fees and disbursements.

9. To the best of my knowledge, Torys' rates, as well as its disbursements, are consistent with those in the market for the provision of similar services in these types of matters. Torys has had its rates and disbursements, including the rates of certain lawyers who have provided services in these proceedings, approved by this Honourable Court in respect of similar services provided in other bankruptcy and insolvency proceedings.

10. The legal costs and expenses incurred in respect of Torys' representation of the Monitor in this matter as set out in the Accounts were properly incurred and, together with the process by which subsequently issued invoices are to be paid, are fair and reasonable considering the circumstances of these proceedings.

SWORN BEFORE ME at the City of  
Toronto, in the Province of Ontario,  
this 3rd day of May, 2019.



\_\_\_\_\_  
Commissioner for Taking Affidavits

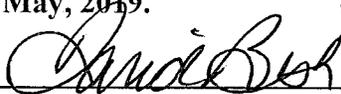


\_\_\_\_\_  
LILY COODIN



TABA

**This is Exhibit "A" referred to in the  
Affidavit of Lily Coodin  
sworn before me, this 3<sup>rd</sup>  
day of May, 2019.**

  
\_\_\_\_\_  
**A Commissioner, etc.**



79 Wellington St. W., 30th Floor  
Box 270, TD South Tower  
Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

August 20, 2018

Invoice: 1442928  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending July 31, 2018 as described on the attached Schedule.

Fee	\$555.00
Ontario - HST	<u>72.15</u>
<b>Total</b>	<b><u>\$627.15</u></b>

**Re: Aralez Insolvency**

Invoice: 1442928

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>	<b>Amount</b>
06/07/18	David Bish	Emails with P. van Eyk re: restructuring proceedings forecast;	0.2	222.00
08/07/18	David Bish	Emails with P. van Eyk re: restructuring proceedings forecast;	0.2	222.00
31/07/18	David Bish	Email from P. van Eyk re: update on planning and status;	0.1	111.00

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	0.5	1,110.00	555.00
<b>TOTAL HOURS &amp; FEES</b>	<b>0.5</b>		<b>\$555.00</b>



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www.torys.com  
GST / HST Registration R119420685

August 20, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

Invoice Number: 1442928  
Matter Number: 38115-2002  
Invoice Total: **\$627.15**

Please mail remittance to:

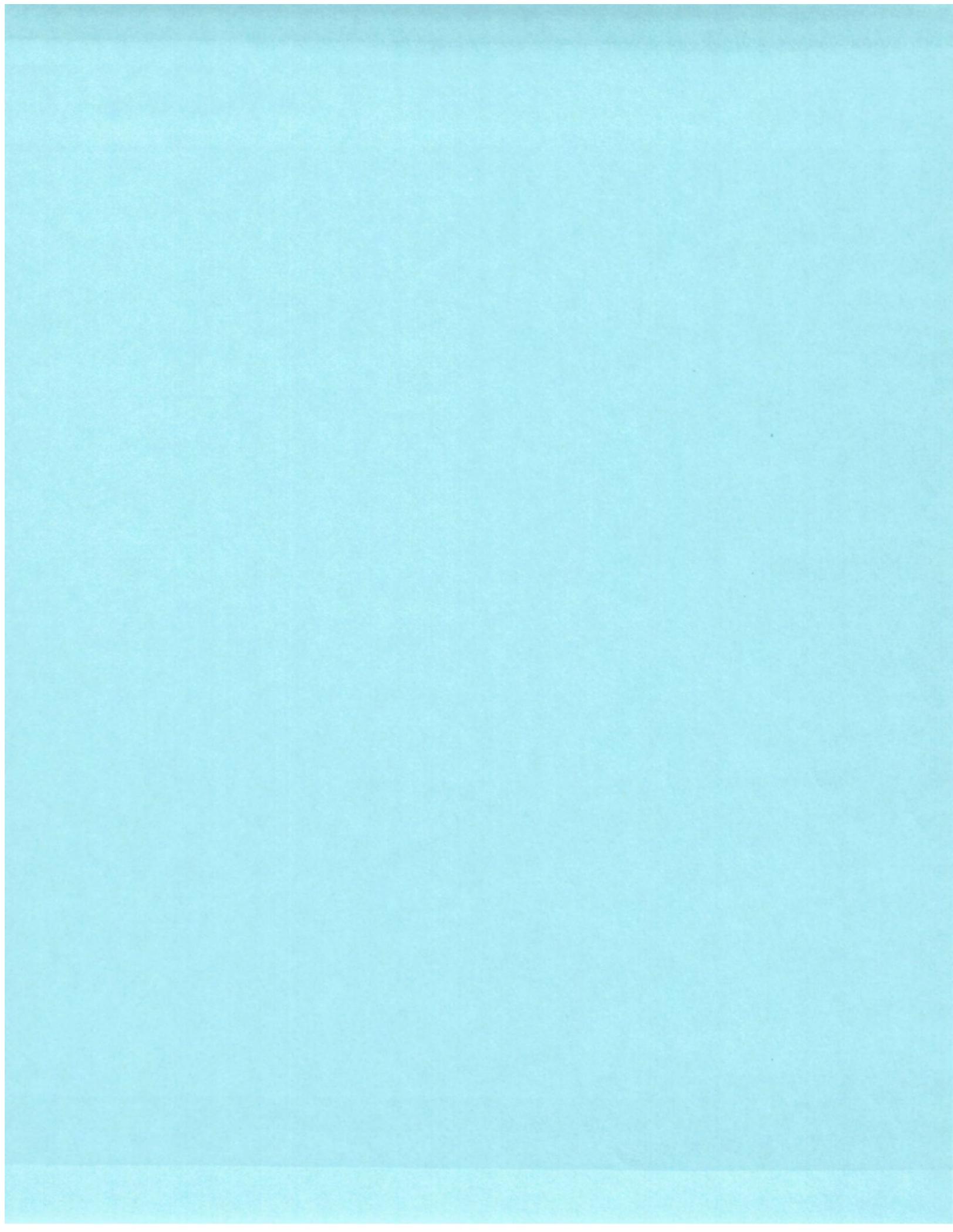
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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Box 270, TD South Tower  
Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

September 7, 2018

Invoice: 1444727  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending August 31, 2018 as described on the attached Schedule.

Fee		\$138,732.00
Disbursements Subject to Ontario - HST		
Agents Fees	\$95.00	
CYBERBAHN - Online Searches	40.00	
Laser Printing	133.84	
OnCorp - Services (Taxable)	253.60	
PS Filing - Civil	35.00	
Writs Name Search (Taxable)	<u>16.00</u>	573.44
Disbursements Not Subject to Tax		
CYBERBAHN - Online Searches (Non-Taxable)	\$50.00	
OnCorp - Services (Non-Taxable)	43.50	
Writs Name Search (Non-Taxable)	<u>58.25</u>	151.75
Ontario - HST		<u>18,109.71</u>
<b>Total</b>		<b><u>\$157,566.90</u></b>

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
01/08/18	David Bish	Emails with A&M / Richter / Stikeman re: status update, and conference call re: same;	0.5
03/08/18	David Bish	Review and comment on draft affidavit and Initial CCAA Order, and emails with P. van Iyk and P. Patel re same, and forward comments to K. Esau; call from S. Zwaig re: status of file, security review to be conducted and other preliminary issues of interest to Deerfield, and update P. van Iyk re: same; emails with A. Slavens re: security opinion;	3.9
04/08/18	David Bish	Emails with Stikeman, A&M and Richter re: security review, open issues in affidavit; emails with P. van Eyk and P. Patel re: review of DIP agreement (Canadian);	0.8
05/08/18	David Bish	Emails with P. van Eyk re: status update; email from C. Wilson re: Stikeman comments on draft DIP agreement (Canadian) and open items; emails with K. Esaw re: rider for affidavit re: Richter qualifications;	1.1
06/08/18	Adam Slavens	reviewing loan documents and security documents; email correspondence with David Bish re same;	2.6
06/08/18	David Bish	Review and comment on draft Pre-Filing Report of Richter, and emails with P. van Eyk and P. Patel re: same; emails with K. Esaw re: IP security; emails with A. Slavens re: security review; emails with P. van Eyk and P. Patel re: Canadian DIP agreement, open items, and further email raising open issues on DIP with Stikeman and A&M; emails with Stikeman re: status of pre-filing report and security review; email from K. Esaw re: revised affidavit; emails with all parties re: filing preparations and status;	3.8
07/08/18	David Bish	Extensive emails with all parties re: filing arrangements and open items; review revised affidavit and emails with P. van Eyk and P. Patel re: same; emails / conference call with Stikeman, A&M and Richter re: allocation of U.S. costs to Canadian proceedings; call with Stikeman re: DIP agreement (Canadian) and comments from Richter on open items, and forward Richter email on same; emails / call with Richter re: open items in DIP agreement (Canadian); review revised DIP	6.8

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
07/08/18	Adam Slavens	agreement (Canada); emails with Stikeman and Richter re: consent to act; review and comment on draft bidding procedures and order, and discuss same with client;	5.5
07/08/18	Edward Fan	reviewing loan documents and security documents; preparing security opinion; reviewing search results; coordinating same with Ed Fan and Kristina Milne; office conference with David Bish re same;	0.4
08/08/18	Adam Slavens	office conference Adam Slavens regarding intellectual property and security verification; correspondence with CIPO searcher regarding same;	2.8
08/08/18	Isia Di Paolo	preparing security opinion; reviewing search results re same;	3.9
08/08/18	David Bish	conduct due diligence searches in the Provinces of British Columbia and Ontario against five company names; obtain corporation profile reports from each jurisdiction to determine the head office address, director/officer information and any former names in order to complete the following searches against all entities; conduct s. 427 under the Bank Act; obtain search results from the Official Receivers office, Ottawa; conduct Execution searches; conduct litigation searches; conduct ppr searches and provide summaries of the search results to A. Slavens re: Aralez Pharmaceuticals Canada Inc.;	7.2
		Extensive emails and calls with all parties re: filing preparations, open items in DIP Agreement (Canadian), Initial CCAA Order, security review, pre-filing Monitor's report and other filing materials; review and comments on successive drafts of key Canadian filing documents; emails with client re: status of preparations and open issues; emails with A. Slavens re: security review; conference call with Stikeman and Bennett Jones re: open items in Canadian DIP Agreement; review and comment on updated draft Richter report and send same to Stikeman; extensive emails and calls with all parties re: replacement of stalking horse bidder with new stalking horse arrangements; conference call with Stikeman and Bennett Jones re: DIP Agreement (Canadian);	

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
09/08/18	Adam Slavens	preparing opinion; reviewing search results re same; email correspondence with Isia Di Paolo re same; email correspondence with working group and David Bish re status of security opinion;	1.0
09/08/18	David Bish	Extensive emails, conference calls, and negotiations with all parties re: DIP Agreement (Canadian), budget, schedules, new security / closing and related issues, and finalize same; prepare for court filing and emails and calls re: successive drafts of court materials, and review and comment on same; finalize Monitor's report with client and emails with company counsel re: same; finalize initial order and affidavit; review factum from company counsel;	12.2
10/08/18	Adam Slavens	reviewing monitor's report; email correspondence with David Bish re same; preparing opinion; reviewing search results re same; email correspondence with Ed Fan and Isia Di Paolo re same; reviewing issued and entered initial CCAA order;	2.5
10/08/18	David Bish	Emails with Richter re: revised Monitor's Report and finalizing same and delivering same to company counsel and court; review revised form of Initial CCAA Order and comments on same; emails with all parties re: finalized DIP Agreement; emails with company counsel re: service list; prepare for and attend at court for initial CCAA hearing; emails with T. Reyes re: request for filing materials, and deliver same; emails with company counsel re: issued order; provide electronic materials to Monitor for population of website;	5.2
10/08/18	Edward Fan	reviewing intellectual property security registrations and releases; office correspondence with Adam Slavens regarding same;	0.3
13/08/18	Adam Slavens	preparing security opinion; reviewing search results re same; reviewing CCAA case court documents;	1.9
14/08/18	David Bish	Emails with Stikeman and Richer re: DIP budget (Canadian professional fees); emails with K. Esaw et al. re: draft share purchase agreement and open items, and review same, discuss with Richter and provide comments to Stikeman; emails with K. Esaw and A. Taylor re: scheduling and comeback	2.9

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		hearing; emails with Richter re: critical vendor payments and review of same; call with K. Esaw re: KERP/KEIP, status of SPA discussions and potential sale of certain assets outside of sale process;	
14/08/18	Adam Slavens	reviewing and commenting on share purchase agreement; email correspondence with Richter team, Stikeman team and David Bish re same;	2.7
15/08/18	David Bish	Emails with Richter and Bennett Jones re: critical vendor payments; emails with K. Esaw et al. re: bidding procedures and order, and review and comment on same and discuss with A. Slavens and Richter; review revised share purchase agreement, and emails with Stikeman and Richter re: same; emails with M. MacKenzie re: KERP and KEIP;	1.7
15/08/18	Adam Slavens	reviewing and commenting on draft bidding procedures and share purchase agreement; email correspondence with Richter team, David Bish and Kathryn Esaw re same;	2.0
16/08/18	David Bish	Emails with T. Reyes et al. re: service list; conference call with M. MacKenzie and K. Esaw re: KERP / KEIP, and emails with Richter re: same; emails with Stikeman and A. Slavens re: draft bidding procedures and order, and review revised versions of same; emails with Richter and DIP lender re: critical vendor payments; emails with Richter re: comments on draft share purchase agreement, and email from Stikeman re: latest draft and open issues, and review same;	2.3
16/08/18	Adam Slavens	reviewing revised share purchase agreement; email correspondence with Richter team, Stikeman team and David Bish re same; reviewing and commenting on bidding procedures; email correspondence with Kathryn Esaw re:same	0.9
17/08/18	Adam Slavens	reviewing and commenting on draft bidding procedures, approval and vesting order, share purchase agreement and KEIP; email correspondence with Richter team and David Bish re same;	2.6
17/08/18	David Bish	Conference calls and emails with all parties re: KEIP/KERP; conference call with Goodmans, Stikeman et al. re: draft share purchase agreement	4.1

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		and outstanding issues; calls and emails with K. Esaw re: open items (KEIP/KERP, SPA, forms of orders); review draft KEIP; email with K. Esaw re: Richter comments on draft share purchase agreement; call with Richter re: draft KEIP/KERP; review comments on approval and vesting order from Goodmans; provide further comments on bidding procedures; review revised bidding procedures order, and emails with Stikeman and Goodmans re: same; call with M. MacKenzie re: KEIP/KERP and status of file;	
18/08/18	Adam Slavens	email correspondence with David Bish re draft share purchase agreement and bidding procedures;	0.2
18/08/18	David Bish	Review revised bidding procedures from Wilkie Farr; emails with Stikeman and Goodmans re: open items in share purchase agreement;	0.6
19/08/18	Adam Slavens	reviewing and commenting on draft bidding procedures; email correspondence with Richter team, David Bish and Kathryn Esaw re same;	1.0
19/08/18	David Bish	Conference call with Stikeman and Goodmans re: share purchase agreement, and call with K. Esaw re: same; emails with Richter re: comments on latest bid procedures; emails with K. Esaw et al. re: revised bid procedures and comments from Richter on same; review updated bid procedures; email from K. Esaw re: stalking horse bidder press release;	2.3
20/08/18	David Bish	Conference call with Stikeman, Goodmans, Allen & Overy and Wilkie Farr re: open items in bidding procedures and orders (bid procedures and approval and vesting orders); emails and calls with K. Esaw et al. re: continued negotiations with stalking horse bidder and open items; update Richter on status of negotiations and open items and discuss Richter position on same; review revised approval and vesting order; forward stalking horse bidder press release to Richter; call with K. Esaw re: KEIP/KERP and update Richter re: same; review further turns of draft orders (bid procedures and approval/vesting);	4.0
20/08/18	Adam Slavens	email correspondence with working group re bidding procedures and approval and vesting order	0.8

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		and related matters;	
21/08/18	David Bish	Emails with K. Esaw et al. re: comments on draft KEIP/KERP from Richter, and further emails with all parties re: same; conference call and emails with Alvarez & Marsal and Stikeman re: KEIP/KERP; review updated drafts of approval and vesting order and bid procedures order, and emails with Stikeman and Goodmans re: same; emails with Richter re: KEIP/KERP;	2.3
21/08/18	Adam Slavens	email correspondence with working group re KERP/KEIP, share purchase agreement and related transaction documents; reviewing same; email correspondence with Ed Fan re intellectual property searches re security opinion;	2.0
22/08/18	David Bish	Extensive emails and conference call with Goodmans, Bennett Jones and Stikeman re: draft SPA, approval order, bid procedures and order, CCAA termination order (Aralez Canada), distribution rider for sale proceeds, and other open items; emails with Stikeman and Richter re: proposed KEIP / KERP; review revised bidding procedures order and emails with K. Esaw re: same; review and comment on approval and vesting order and bid procedures order, and successive drafts of same; emails with Richter re: status of negotiations with stalking horse purchaser and draft documents; call with P. van Eyk re: KEIP construction and thresholds;	4.7
22/08/18	Adam Slavens	email correspondence with working group re KERP/KEIP, share purchase agreement and bidding procedures; reviewing same;	2.1
23/08/18	David Bish	Extensive emails and calls with Goodmans, Bennett Jones and Stikeman re: continued negotiation of draft approval order, bid procedures order, CCAA termination order (Aralez Canada), distribution rider for sale proceeds/calculation of reserves, and other open items, and review success drafts of orders / comments on same; review updated draft of share purchase agreement;	3.1
23/08/18	Adam Slavens	email correspondence with working group re KERP/KEIP, share purchase agreement and bidding procedures; reviewing same;	1.2

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
24/08/18	Edward Fan	reviewing intellectual property security search results;	1.8
24/08/18	Adam Slavens	email correspondence with working group re comments on share purchase agreement and CCAA termination order; reviewing same;	0.9
24/08/18	David Bish	Emails with Stikeman re: comments on draft share purchase agreement; review updated approval and vesting order and emails with Goodmans, Bennett Jones and Stikeman re: same, and update Richter on negotiations; emails with Richter / Bennett Jones re: budget for DIP Agreement; emails with all parties re: scheduling and updated sale process timeline and Canadian and U.S. court dates; revise CCAA termination order, and emails with Goodmans, Bennett Jones and Stikeman re: same and review further comments on same, and update Richter on same; email from K. Esaw re: draft affidavit for come-back hearing, and review same;	3.9
25/08/18	David Bish	Email from C. Wilson re: working capital adjustment mechanics;	0.1
26/08/18	Adam Slavens	email correspondence with working group re comeback and sale process matters; reviewing and commenting on drafts re same;	1.2
26/08/18	David Bish	Review updated affidavit (comeback motion) from K. Esaw, and provide comments on same; email from C. Wilson re: Deerfield financing commitment papers (stalking horse purchaser), and review same; review updated draft approval and vesting order and CCAA termination order, and further comments on same from S. Zweig; email from K. Esaw re: cross-border protocol; update Richter re: status of negotiations and draft documents;	1.8
26/08/18	Edward Fan	office correspondence with Adam Slavens regarding Canadian Intellectual Property Office security search results;	0.4
27/08/18	David Bish	Review draft cross-border protocol; emails with K. Esaw re: draft affidavit and draft protocol; call and emails with P. van Eyk and P. Patesh re: sale process, Moelis call, SPA and KERP/KEIP; email from C. Wilson re: disclosure letter, and review same;	2.8

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
27/08/18	Adam Slavens	updating security opinion; office conference with David Bish re same;	0.7
28/08/18	David Bish	Comment on draft disclosure letter and discuss with Richter; email from C. Wilson re: draft U.S. APA, and review same; email from K. Esaw re: Nuvo financing documentation, and review same; emails with company counsel and Richter re: payment of pre-filing obligations; email from K. Esaw re: service of motion record (stay extension); calls and emails with A. Taylor and K. Esaw re: status of bidding procedures and stalking horse bids, and update P. van Eyk re: status of file;	3.1
28/08/18	Adam Slavens	reviewing security opinion searches and summaries;	0.4
29/08/18	David Bish	Update call on open items with Stikeman, and report on same to Richter; call and emails with S. Zweig re: status of file and Deerfield issues and comeback hearing; review and comment on draft security opinion, and discuss with A. Slavens; email from K. Esaw re: revised approval and vesting order and CCAA termination order (Aralez Canada), and review same; emails with P. van Eyk re: draft Monitor's Report;	2.6
29/08/18	Adam Slavens	office conference with David Bish re security opinion; updating same; email correspondence with working group re sale process and related matters;	1.0
29/08/18	Edward Fan	office conference and correspondence with Adam Slavens regarding further intellectual property searches;	0.3
30/08/18	Adam Slavens	updating security opinion and reviewing search results and summaries re same; coordinating service of monitor's first report; preparing for same; reviewing and commenting on monitor's first report;	3.6
30/08/18	David Bish	Review and comment on draft Monitor's Report, and emails with Stikemans re: same and comments on same, and finalize report with Richter and A. Slavens and arrange for service of same; emails with K. Esaw re: case scheduling and revised milestone dates; emails with Richter re: service list;	3.8
31/08/18	Adam Slavens	email correspondence with working group re	2.8

**Re: Aralez Insolvency**

Invoice: 1444727

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
31/08/18	Edward Fan	CCAA motions and draft materials re same; coordinating filing of monitor's first report; office conference with David Bish re security opinion; considering foreign law issues re same;	0.3
31/08/18	David Bish	correspondence with Adam Slavens regarding further intellectual property search results; Emails and call with A. Kent re: UCC position on stay extension motion (re: cross-border protocol and Moelis transaction charge), and emails and calls with K. Esaw, A. Taylor and Richter re: same; emails with C. Armstrong et al. re: comments on draft rider re: claims bar for CCAA termination order, and review same; emails with K. Esaw, A. Taylor and Richter re: draft DIP amending agreement, and review and comment on same; discussion with A. Slavens re: Monitor's security opinion, and email K. Esaw re: same; email from J. Levine re: UCC Notice of Appearance;	2.4

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Adam Slavens	42.4	825.00	34,980.00
David Bish	90.0	1,110.00	99,900.00
Edward Fan	3.5	900.00	3,150.00
Isia Di Paolo	3.9	180.00	702.00
<b>TOTAL HOURS &amp; FEES</b>	<b>139.8</b>		<b>\$138,732.00</b>



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www.torys.com  
GST / HST Registration R119420685

September 7, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

Invoice Number: 1444727  
Matter Number: 38115-2002  
Invoice Total: **\$157,566.90**

Please mail remittance to:

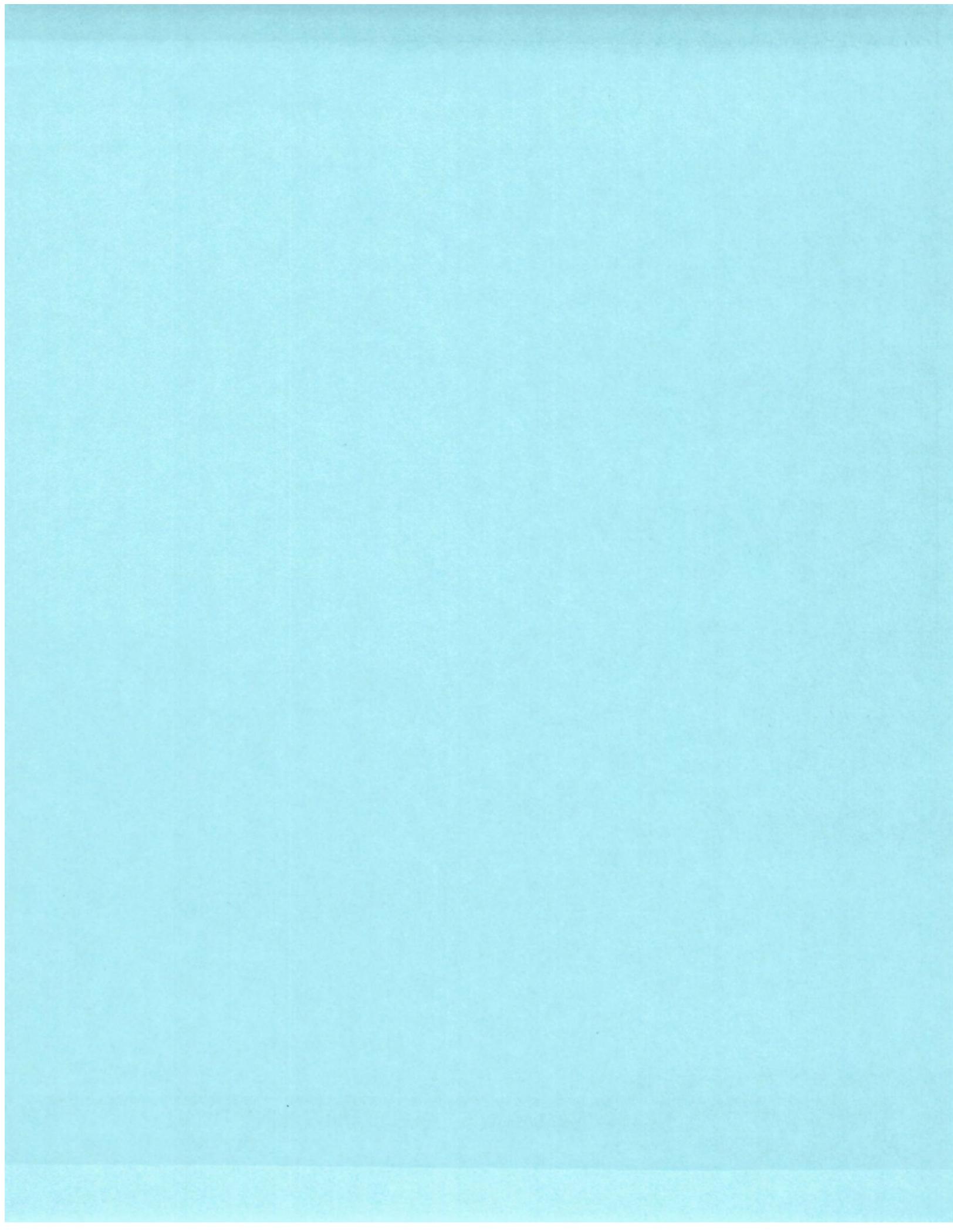
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





79 Wellington St. W., 30th Floor  
Box 270, TD South Tower  
Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

September 24, 2018

Invoice: 1445761  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending September 14, 2018 as described on the attached Schedule.

Fee			\$30,204.00
Disbursements Subject to Ontario - HST			
Laser Printing	\$6.30		
Taxi & Travel	<u>8.93</u>	15.23	
Ontario - HST			<u>3,928.50</u>
<b>Total</b>			<b><u>\$34,147.73</u></b>

**Re: Aralez Insolvency**

Invoice: 1445761

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
01/09/18	David Bish	Emails with P. van Eyk re: outstanding invoices;	0.1
03/09/18	Adam Slavens	Reviewing motion materials re motion returnable September 5, 2018;	1.1
04/09/18	David Bish	Emails with K. Esaw re: security opinion; emails with A. Taylor, K. Esaw, P. van Eyk and P. Patel re: UCC comments on cross border protocol, and email from A. Kent and call with P. van Eyk re: same; email from K. Esaw re: factum for stay extension and approval of cross border protocol and approval of transaction charge hearing; emails and call with A. Taylor and K. Esaw re: discussions with UCC counsel and concerns; email from J. Levine re: draft endorsement to be sought from Canadian court re: Moelis engagement letter; emails with K. Esaw re: UCC standing;	2.8
04/09/18	Tat Kau E. Fan	Preparing summary of intellectual property search results; office correspondence with Adam Slavens regarding same;	0.6
04/09/18	Adam Slavens	Updating security opinion; email correspondence with Darien Leung re foreign law opinions; email correspondence with working group re SISP; reviewing drafts re same;	1.9
05/09/18	David Bish	Prepare for and attend at court re: stay extension and Moelis transactional charge approval; emails and discussions with Stikeman and McMillan re: position of UCC and proposed form of Endorsement, and negotiation of same; emails from C. Fell re: notice of appearance;	2.2
06/09/18	David Bish	Call and emails with A. Taylor re: amending agreement to address Yosprala sale transaction, and review and comment on amending agreement; emails, conference call and emails with Richter re: same;	1.8
06/09/18	Darien G. Leung	Review correspondence and scope of opinion; correspondence with DE counsel;	1.1
07/09/18	David Bish	Emails with Richter re: comments on Yosprala purchase agreement amending agreement, and further emails and call with Stikeman re: status of same; update Richter on status of KEIP / KERP, DIP revisions, revised sale milestones, and	1.9

**Re: Aralez Insolvency**

Invoice: 1445761

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
07/09/18	Darien G. Leung	Yosprala purchase agreement amending agreement; emails with Richter and discussion re: receipts / implications for DIP covenant requirements;	3.4
07/09/18	Adam Slavens	Draft NY law opinion;	0.8
08/09/18	David Bish	Considering foreign law opinion issues; email correspondence with David Bish and Darien Leung re same; reviewing draft New York law opinion;	0.4
09/09/18	David Bish	Email from A. Taylor re: update on negotiations with Nuvo re: Yosprala purchase amending agreement, and review amending agreement and forward same to Richter;	0.2
10/09/18	David Bish	Email from A. Taylor re: update on negotiations with Nuvo re: Yosprala purchase amending agreement, and review amended agreement;	1.2
11/09/18	Adam Slavens	Email from K. Esaw re: revised bidding procedures, U.S. Order and U.S. motion materials, and review same; email from K. Esaw re: revised stalking horse bidder's financing documents (term sheet / commitment letter), and review same;	1.3
11/09/18	David Bish	Reviewing comments on bid procedures, commitment letter and term sheet and email correspondence re same;	1.4
12/09/18	Adam Slavens	Emails with A. Taylor, K. Esaw, P. van Eyk and P. Patel re: revise bid procedures, timelines, status of DIP and compliance with covenants, and Yosprala Purchase Agreement Amending Agreement, and review further changes to same; call with P. van Eyk re: status of file; call with K. Esaw re: status of file and open matters and shift in timeline, and report to Richter re: same;	1.0
12/09/18	David Bish	Email correspondence with Kathryn Esaw re revised share purchase agreement; reviewing same;	0.1
13/09/18	Adam Slavens	Email from K. Esaw re: latest draft of share purchase agreement;	2.0
13/09/18	David Bish	Reviewing and commenting on New York law opinion; email correspondence with David Bish and Darien Leung re same; reviewing revised share purchase agreement and disclosure schedules; email correspondence with working group re same;	2.1

**Re: Aralez Insolvency**

Invoice: 1445761

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		agreement; emails with A. Slavens re: security opinions (US); emails from A. Taylor re: status of Genus Agreement; emails with K. Esaw re: second amendment to DIP agreement, and review same and forward same to Richter and discuss revised case milestones; review revised share purchase agreement; emails and call with K. Esaw and M. Stewart and call from Deerfield's U.S. counsel re: payment of pre-filing claim; emails with K. Esaw re: claims process and further language for share purchase agreement re: same, and re: milestones / scheduling; emails with K. Esaw and C. Armstrong re: proposed claims procedure language for share purchase agreement;	
14/09/18	Darien G. Leung	Revise opinion; review and comment on DE opinion;	1.4
14/09/18	Adam Slavens	Email correspondence with Darien Leung re New York and Delaware security opinions; reviewing chapter 11 case court documents;	0.7
14/09/18	David Bish	Conference call and emails with US and Canadian counsel to Deerfield re: payment of pre-filing claim and resolution of same, and update M. Stewart and K. Esaw; email from K. Esaw re: UCC retention application (Canadian counsel); emails with service list re: recently filed documents (US proceedings);	1.2

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Adam Slavens	8.8	825.00	7,260.00
David Bish	15.4	1,110.00	17,094.00
Darien G. Leung	5.9	900.00	5,310.00
Tat Kau E. Fan	0.6	900.00	540.00
<b>TOTAL HOURS &amp; FEES</b>	<b>30.7</b>		<b>\$30,204.00</b>



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Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

September 24, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

Invoice Number: 1445761  
Matter Number: 38115-2002  
Invoice Total: **\$34,147.73**

Please mail remittance to:

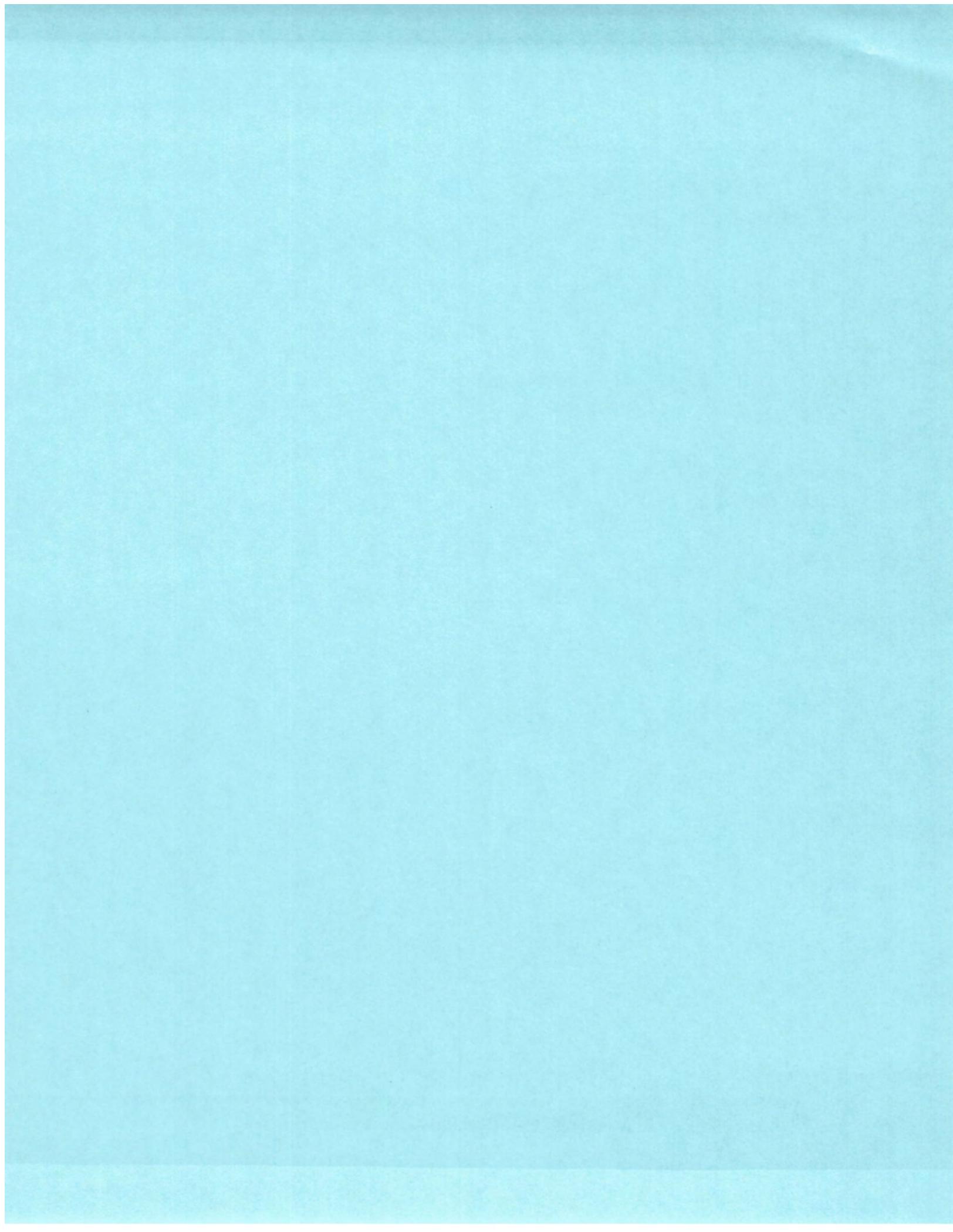
Torys LLP  
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Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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www.torys.com  
GST / HST Registration R119420685

October 9, 2018

Invoice: 1447225  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending September 30, 2018 as described on the attached Schedule.

Fee		\$45,663.00
Disbursements Subject to Ontario - HST		
CYBERBAHN - Online Searches	\$10.00	
Corporate Searches	8.00	
Laser Printing	2.38	
Section 427	<u>84.00</u>	104.38
Disbursements Not Subject to Tax		
CYBERBAHN - Online Searches (Non-Taxable)	\$8.00	
Corporation Search	120.00	
Personal Property Search	40.00	
Wire Charges	<u>17.50</u>	185.50
Ontario - HST		<u>5,949.76</u>
<b>Total</b>		<b><u>\$51,902.64</u></b>

**Re: Aralez Insolvency**

Invoice: 1447225

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
17/09/18	David Bish	Emails and calls with Stikeman and Richter re: Blexten consent issue; emails with Richter re: current draft of share purchase agreement and re: potential payment of pre-filing claim; emails with K. Esaw re: status, case milestones, update on KEIP and KERP, share purchase agreement and targeted timing of execution of same; emails and calls with Stikeman and Richter re: share purchase agreement and negotiation of fees earned on unsatisfied condition precedent; emails from K. Esaw, G. Volman et al. re: further draft of share purchase agreement and disclosure schedules and latest draft of Canadian orders (bid procedures / vesting / CCAA termination), bid procedures and related U.S. court materials, and review same; emails with Katten and Bennett Jones re: KEIP negotiation;	3.7
17/09/18	Darien G. Leung	Review and finalize DE and NY opinions;	0.9
17/09/18	Adam Slavens	Reviewing New York law and Delaware law security opinions; finalizing Ontario law opinion; email correspondence with Darien Leung re same;	0.8
18/09/18	David Bish	Conference call with Katten and Bennett Jones re: KEIP and Nuvo request for payment of break fee and expense reimbursement if condition precedent (consent to change of control) not satisfied; emails and calls with K. Esaw re: negotiations with Nuvo and remaining open legal and business issues in share purchase agreement negotiation; call with P. van Eyk re: status of file, and emails with Richter re: continued negotiations with Nuvo and open items; meet with K. Esaw re: finalizing SPA and open items; emails with A. Slavens re: final Canadian and U.S. security opinions, and emails with Richter and Stikeman re: same;	3.8
18/09/18	Adam Slavens	Email correspondence with Richter team, Stikeman team and David Bish re: Ontario, New York and Delaware security opinions; reviewing revised share purchase agreement; office conference with David Bish re: same;	2.4
19/09/18	David Bish	Emails with Richter and Stikeman re: status of SPA, sale process and US service of materials; calls	2.8

**Re: Aralez Insolvency**

Invoice: 1447225

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
20/09/18	David Bish	with P. van Eyk, P. Patel re: claims process, KEIP / KERP, Genus Agreement and next Monitor's Report; emails with Stikeman re: scheduling of future court dates; emails to service list re: U.S. filing of materials re: sale process and stalking horse approval; call and emails with J. Levine re: UCC inquiries into sale process materials and pending relief in Canada; emails with K. Esaw re: DIP amendment;	2.7
21/09/18	David Bish	Calls with K. Esaw re: status of file; conference call with Wilkie Farr and Stikeman re: status of KEIP/KERP, US and Canadian case milestones and schedule and open issues; emails with K. Esaw re: UCC inquiries, claims process, stay extension, preparation of report and other materials for October 10 hearing, and status of KEIP/ KERP, and emails and call with Richter re: same; call with J. Mann and K. Esaw re: KEIP / KERP;	1.9
21/09/18	Adam Slavens	Emails with Stikeman re: security opinions and provide copies of same; emails with K. Esaw re: court materials for October 10 hearing; emails with K. Esaw re: UCC mark-up of bidding procedures, and comment on same and update Richter re: same; call with Richter re: status of file and UCC comments on bidding procedures, October 10 hearing and relief, stay extension and related matters; email from K. Esaw re: Nuvo comments on UCC mark-up of bidding procedures, and update Richter re: same; emails with K. Esaw re: stay extension;	1.6
23/09/18	David Bish	Email correspondence with working group re security opinions; reviewing and commenting on revised bidding procedures and sales process affidavit;	0.2
24/09/18	David Bish	Emails with Wilkie and Stikeman re: UCC comments on bidding procedures and responses to same, and update Richter re: same; emails with K. Esaw re: claims process;	2.6
24/09/18	Adam Slavens	Reviewing and commenting on claims procedure order and bidding procedures; email correspondence with working group re: same and stakeholder discussions; office conference with	

**Re: Aralez Insolvency**

Invoice: 1447225

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
24/09/18	David Bish	David Bish re: same; Emails with K. Esaw re: court schedule, and update Richter; emails with K. Esaw and Richter re: draft affidavit (sale process, bidding procedures, stalking horse) and draft claims procedure order; review and provide comments on draft affidavit and draft claims procedure order, and review further comments from Richter on same; emails with K. Esaw re: cross-border protocol; call with P. Patel re: comments on claims procedure order, and provide cumulative comments to Stikeman;	4.5
25/09/18	Adam Slavens	Reviewing and commenting on claims procedure order and bidding procedures; email correspondence with working group re: same and stakeholder discussions;	3.3
25/09/18	David Bish	Emails with Richter and call with P. Patel re: comments on claims procedure order, and provide cumulative comments to Stikeman; emails with K. Esaw et al. re: UCC comments on bid procedures and emails with Richter re: same; calls and emails with K. Esaw and C. Fell re: creditor and bidder inquiries re: stalking horse bid; call with J. Levine re: UCC inquiries into cross-border claims, and update Richter re: same; call with P. van Eyk re: status and open issues; emails with Richter and Stikeman re: status of pre-filing claims and payments; email from K. Esaw re: updated affidavit (sale process, bid procedures, stalking horse);	3.6
26/09/18	David Bish	Conference calls and emails with K. Esaw, K. Konyukhova, Wilkie Farr, Brown Rudnick and McMillan re: protocol and UCC comments on same and open issues; conference call with K. saw and C. Fell re: creditor inquiries re; stalking horse APA; calls with K. Esaw re: open issues; emails with Richter and A. Slavens re: status of discussions on cross-border protocol and with potential bidder;	4.4
26/09/18	Adam Slavens	Reviewing and commenting on draft claims procedure order and affidavit; email correspondence with Richter team, David Bish and Kathryn Esaw re: same; email correspondence with working group re CCAA motion preparations;	2.9

**Re: Aralez Insolvency**

Invoice: 1447225

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
27/09/18	David Bish	Emails with Stikeman, Richter and A. Slavens re: claims procedure order and ongoing revisions to same and negotiation of same with other parties, and review further revised draft of same; emails with Stikeman and Wilkie Farr re: revised claims procedure order to address discussions with UCC, and review and comment on mark-up, and update Richter re: same; emails with K. Esaw and M. Konyukhova re: discussion with C. Fell re: creditor inquiries; email from K. Esaw re: revised affidavit (sale process / bidding procedures / stalking horse / claims process) and review same;	1.6
28/09/18	David Bish	Emails with K. Esaw, Richter and A. Slavens re: updated claims procedure order and review revised draft; email from M. Stewart re: KEIP and KERP; emails with K. Esaw re: termination notification re: purchase orders from customer and response to same; emails with Stikeman and Richter re: cash flow forecast and stay extension; emails with K. Esaw re: further comment from UCC on proposed cross-border protocol, and review same;	1.1

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	30.3	1,110.00	33,633.00
Darien G. Leung	0.9	900.00	810.00
Adam Slavens	13.6	825.00	11,220.00
<b>TOTAL HOURS &amp; FEES</b>	<b>44.8</b>		<b>\$45,663.00</b>



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GST / HST Registration R119420685

October 9, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

Invoice Number: 1447225  
Matter Number: 38115-2002  
Invoice Total: **\$51,902.64**

Please mail remittance to:

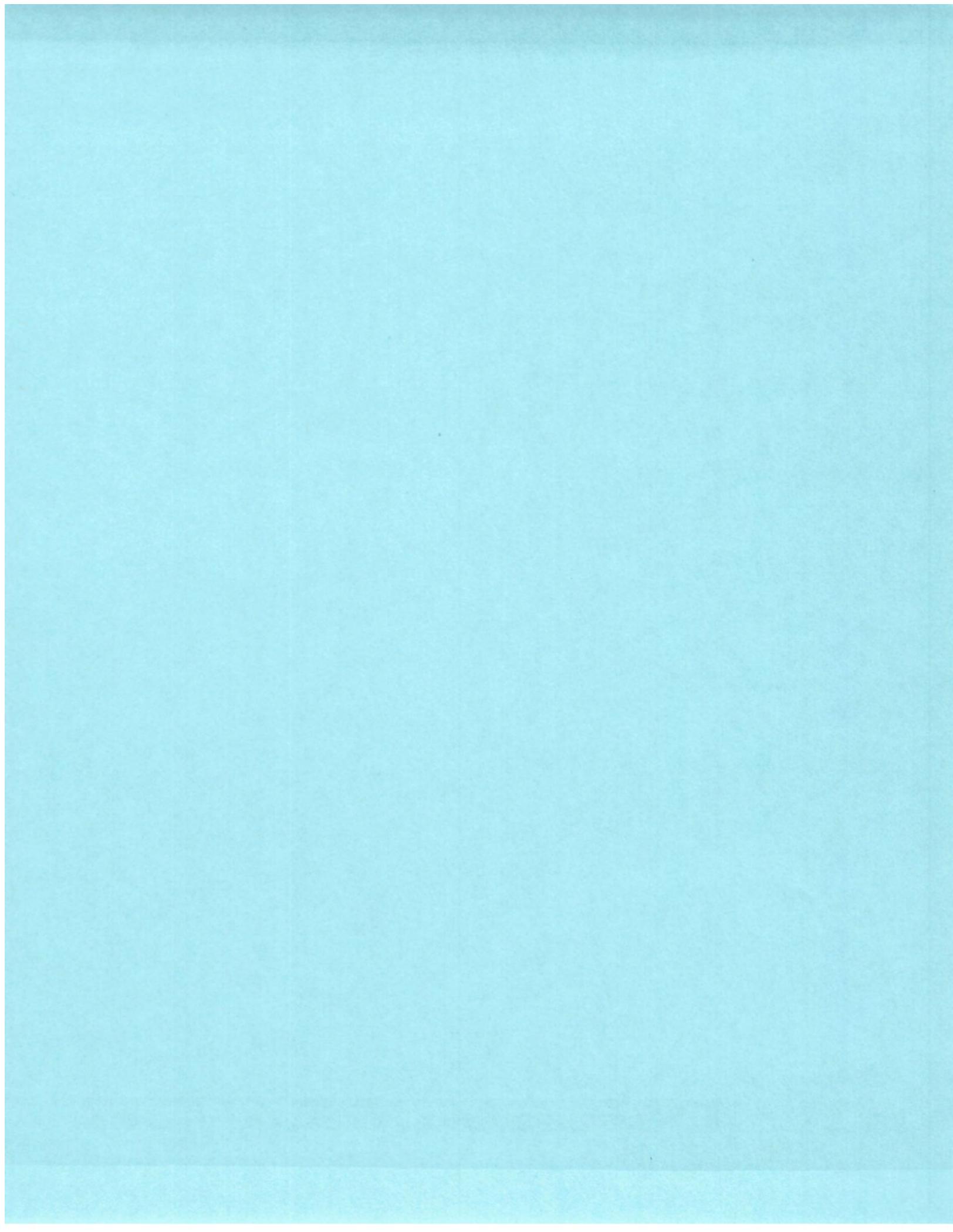
Torys LLP  
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Toronto, Ontario M5K 1N2  
Canada

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West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

October 25, 2018

Invoice: 1448924  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending October 15, 2018 as described on the attached Schedule.

Fee		\$50,728.50
Disbursements Subject to Ontario - HST		
Copies	\$1.68	
Laser Printing	164.50	
PS Filing - Civil	35.00	
Taxi & Travel	<u>8.93</u>	210.11
Ontario - HST		<u>6,622.02</u>
<b>Total</b>		<b><u>\$57,560.63</u></b>

**Re: Aralez Insolvency**

Invoice: 1448924

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
27/09/18	Adam Slavens	Reviewing and commenting on revised drafts of claims procedure order, sales process affidavit and related documents; email correspondence with working group re same;	3.8
28/09/18	Adam Slavens	Reviewing and commenting on revised drafts of claims procedure order, sales process affidavit and related documents; reviewing comments on same; email correspondence with Richter team and working group re same; reviewing Therapure Biopharma supply agreement and email correspondence from Kathryn Esaw re same; reviewing chapter 11 case court documents;	4.5
01/10/18	David Bish	Emails with Richter re: final draft of SPA disclosure letter; call C. Fell re: creditor inquiry, and emails with K. Esaw re: same; emails with Richter re: KEIP / KERP, and review and comment on same;	1.0
01/10/18	Adam Slavens	Email correspondence with working group re stakeholder discussions; reviewing draft CCAA court materials;	0.9
02/10/18	David Bish	Call and emails with Richter re: draft KEIP / KERP and response to same; draft KEIP / KERP issues list and review expanded list from P. van Eyk; emails with service list re: service of motion to approve sale process, stalking horse and claims procedure; review revised KEIP / KERP form K. Esaw;	1.8
02/10/18	Adam Slavens	Reviewing motion record re motion returnabale October 10, 2018; email correspondence with working group re same;	1.5
03/10/18	David Bish	Emails with Richter re: KEIP / KERP and conference call with Richter, Stikeman and Alvarez & Marsal re: proposed KEIP / KERP; review and comment on draft second report of Monitor; call with C. Fell re: creditor inquiry; calls with Richter re: sale process and stalking horse purchaser;	2.6
03/10/18	Adam Slavens	Conference call with working group re KEIP/KERP matters; preparing for same; reviewing and commenting on draft second report; telephone call with Samara Zaifman re service list; email correspondence with Richter team re same;	2.4

**Re: Aralez Insolvency**

Invoice: 1448924

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
04/10/18	David Bish	Emails with Richter and Stikeman re: draft Report, comments on same and finalizing same; email from P. van Eyk re: revised working capital spreadsheet, and review same; emails with Stikeman and Richter re: US Objections, potential resolution of same and impact on Orders and bidding procedures, and disclosure of same in Canada; emails with Richter and Stikeman re: FAES assignment; emails with Richter, Stikeman and A&M re: revised KEIP / KERP, and review same;	2.4
04/10/18	Adam Slavens	Reviewing CCAA case court documents re motion returnable October 10, 2018; reviewing draft second report;	1.6
05/10/18	David Bish	Emails with Richter, Torys and Stikeman re: finalizing Monitor's 2nd Report, and discussion and emails with A. Slavens re: service and filing of same; review and provide final comments on latest turn of 2nd Report; emails with Richter and Stikeman re: draft teaser and Moelis contact lists for bidding procedures and additions to same; emails with Richter, A&M and Stikeman re: sign-off on KEIP / KERP; email from A. Kauffman re: Therapure discussions, and update Richter re: same; emails with Richter re: objections of U.S. Trustee to bidding procedures and extension of time for filing objections in the U.S. proceedings; emails with service list re: service of factum and brief of authorities, and briefly review same; emails with Stikeman re: status of negotiation of UCC objections to sale process, bid procedures and stalking horse agreements;	2.6
05/10/18	Adam Slavens	Finalizing, serving and filing monitor's second report; email correspondence with Richter team re same; reviewing comments on same; office conference with David Bish re same; reviewing teaser package re sale process;	3.4
06/10/18	David Bish	Emails with Stikeman and Richter re: potential resolution of UCC objections to sale process, bid procedures and stalking horse agreements, and call with P. van Eyk re: same; emails with A. Kauffman and K. Esaw re: Therapure discussions;	0.4
08/10/18	David Bish	Emails with Richter and Stikeman re: resolution of	3.2

**Re: Aralez Insolvency**

Invoice: 1448924

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		UCC objections, and review same and revised bid procedures and US reply materials; emails with Stikeman and Richter re: Canadian vs. US termination fee; emails with A. Kauffman and K. Esaw re: Therapure discussions; emails with J. Levine re: intercompany claims and claims process, and further emails with Stikeman and Richter re: same;	
08/10/18	Adam Slavens	Email correspondence with Jeff Levine, David Bish and Kathryn Esaw re second report;	0.1
09/10/18	David Bish	Extensive emails and calls with all parties re: resolution of UCC claims, preparations for US and Canadian hearings to approve sale process, bid procedures and stalking horse agreements; calls and emails with C. Armstrong and M. Konyukhova re: Canadian vs US termination fees (stalking horse deals), and update Richter re: same; emails with A. Kauffman and K. Esaw re: Therapure discussions; emails with C. Armstrong and K. Esaw re: claims process and resolution of disputed claims; email from Stikeman re: supplemental affidavit and changes to bidding procedures and resolution of UCC objections;	3.8
09/10/18	Adam Slavens	Office conference and email correspondence with David Bish re Therapure correspondence and call re same; reviewing background materials re same; reviewing chapter 11 case court materials;	3.6
10/10/18	David Bish	Discussion with A. Slavens re: Therapure call and issues; extensive calls and emails with all parties re: U.S. hearing (approval of bidding procedures / sale process) and re: preparations for Canadian hearing (approval of bidding procedures / sale process); emails with Stikeman re: UCC consultation status in Canadian process, and emails and discussions with Stikeman and McMillan re: negotiation of final changes to bid procedures re: same; emails with C. Armstrong, K. Esaw et al. re: confirmation of final wording of Canadian approval and claims procedure order, and clarification re: Monitor's Report touching on same; review supplemental affidavit re: changes to bid procedures; email with court re: delivery of	5.2

**Re: Aralez Insolvency**

Invoice: 1448924

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
10/10/18	Adam Slavens	supplemental affidavit (changes to bid procedures); discussions with M. Konyukhova re: potential additional sale transaction, and update Richter re: same; emails and calls with Richter re: status of file; prepare for and attend at court for hearing to approve bidding procedures, sale process, stalking horse and stay extension;	3.5
11/10/18	David Bish	Conference call with Aubrey Kauffman, Therapure team, Aralez team, Kathryn Esaw and Melanie Mackenzie re purported termination of Therapure MSA; reviewing MSA; preparing reporting email to Richter team re same; office conference with David Bish re same; email correspondence with working group and Jeff Levine re motion returnable October 10, 2018; preparing for same;	1.1
11/10/18	Adam Slavens	Emails and calls with Richter and emails with Stikeman re: potential further sale transaction and details of same and discussions with counsel to the bidder; email to service list re: issued Canadian orders and endorsement, and emails with Stikeman re: correction to transcript of endorsement;	0.4
12/10/18	David Bish	Reviewing CCAA court orders and email correspondence re same; office conference with David Bish re same and CCAA motion;	1.7
15/10/18	David Bish	Emails and calls with Richter re: potential further sale transaction, key issues re: same and further discussions with purchaser's counsel, and emails with Stikeman re: additional information required in respect of same; review draft purchase and sale agreement re: side transaction;	0.8
		Emails with Stikeman re: Bezalip product and potential sale transaction, and update Richter re: same; emails with C. Fell, C. Esaw and P. Patel re: commencement of sale process and delivery of package to bidders;	

October 25, 2018

Page 6 of 7

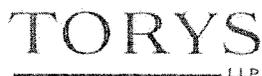
**Re: Aralez Insolvency**

Invoice: 1448924

**Lawyer Summary**

---

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	26.6	1,110.00	29,526.00
Adam Slavens	25.7	825.00	21,202.50
<b>TOTAL HOURS &amp; FEES</b>	<b>52.3</b>		<b>\$50,728.50</b>



79 Wellington St. W., 30th Floor  
Box 270, TD South Tower  
Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

October 25, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

Invoice Number:	1448924
Matter Number:	38115-2002
Invoice Total:	<b>\$57,560.63</b>

Please mail remittance to:

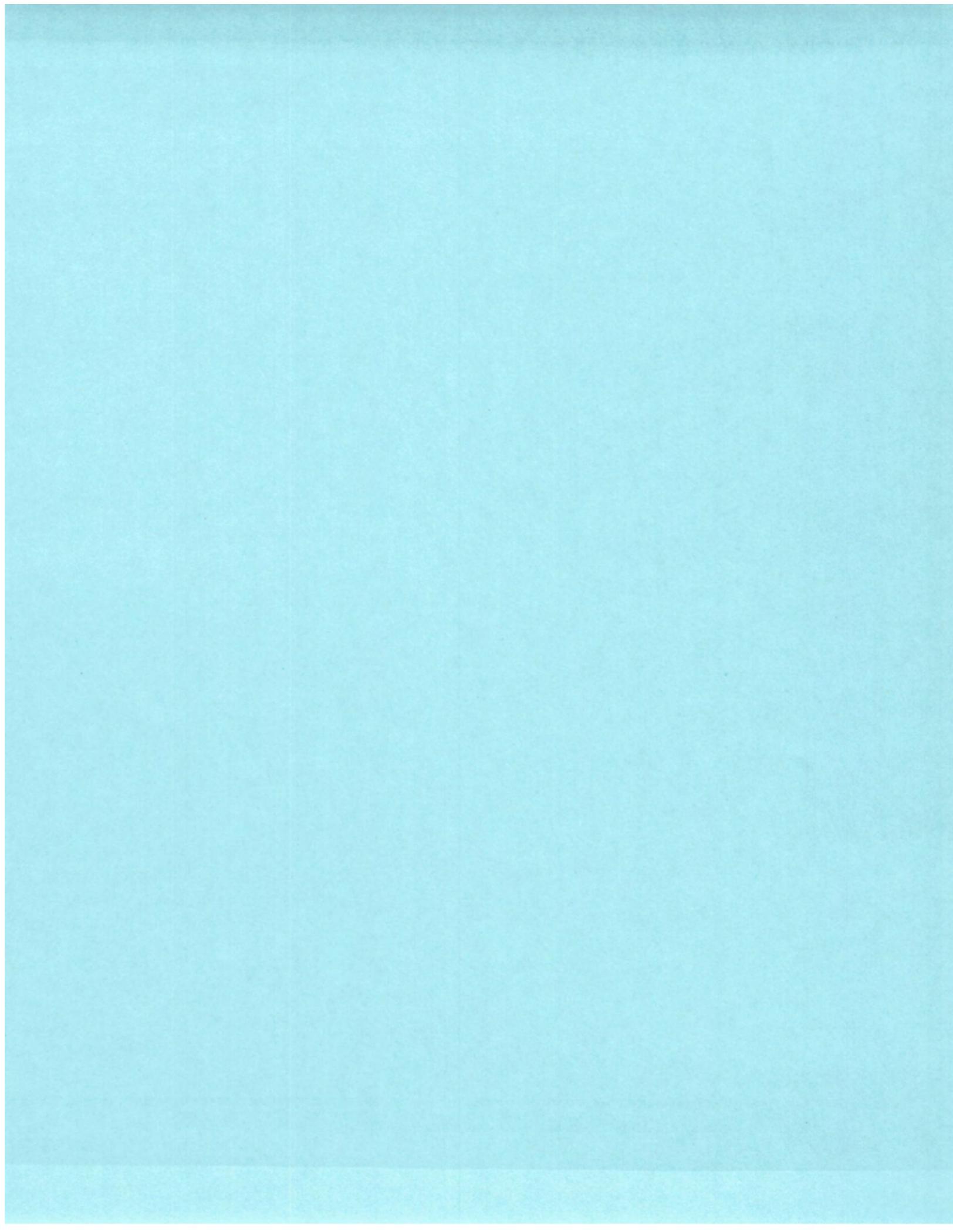
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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www.torys.com  
GST / HST Registration R119420685

November 7, 2018

Invoice: 1450536  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending October 31, 2018 as described on the attached Schedule.

Fee		\$29,898.00
Disbursements Subject to Ontario - HST		
Binding Charges	\$6.00	
Copies	3.08	
Courier	7.00	
Exhibit Tabs	5.32	
Laser Printing	133.70	
PS Filing - Civil	<u>35.00</u>	190.10
Ontario - HST		<u>3,911.45</u>
<b>Total</b>		<b><u>\$33,999.55</u></b>

**Re: Aralez Insolvency**

Invoice: 1450536

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
15/10/18	Adam Slavens	Email correspondence with Kathryn Esaw and Richter team re Therapure discussions; reviewing chapter 11 case court materials; reviewing CCAA case website;	1.2
16/10/18	David Bish	Emails with Richter re: potential sealing order and justification for same; emails with K. Esaw re: U.S. court scheduling;	0.3
17/10/18	David Bish	Emails and call with P. van Eyk re: potential sale transaction in Canada outside of sale process; review email and letter from Stikeman to supplier purporting to terminate agreement, and update Richter; emails with Stikeman re: potential sale transaction outside of sale process and status of same;	1.0
17/10/18	Adam Slavens	Reviewing chapter 11 case court documents; email correspondence with Kathryn Esaw re Therapure discussions;	0.5
18/10/18	David Bish	Email from A. Slavens re: status of Therapure discussions; emails and calls with Richter and Stikeman re: potential sale transaction outside of sale process and draft asset purchase agreement re: same; review and comment on draft asset purchase agreement, and call with P. van Eyk re: same; emails with Richter and Stikeman re: draft cross-border protocol and procedural issues, and email with the court re: scheduling and procedural matters; call from T. Reyes re: potential bidder inquiry re: sale procedures, and emails and call with K. Esaw re: same, and respond to inquiry via emails with T. Reyes;	4.4
18/10/18	Adam Slavens	Email correspondence with Kathryn Esaw, David Bish and Richter team re Therapure negotiations;	0.2
19/10/18	David Bish	Emails with the court re: scheduling and procedural matters for hearing to approve cross-border protocol; review and sign-off on cross-border protocol, and further emails with Stikeman re: same and final questions re: draft; emails with Richter re: report (cross-border protocol); emails with Stikeman and Goodmans re: potential sale transaction outside of sale process, and update Richter re: same; emails and call with J. Silver re:	4.1

**Re: Aralez Insolvency**

Invoice: 1450536

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
19/10/18	Jon Silver	hearing to approve cross-border protocol; review letter to US court from US debtors re: cross-border protocol, and briefly review U.S. motion materials re: approval of cross-border protocol;	0.3
20/10/18	David Bish	Call with D. Bish to discuss motion for approval of protocol;	0.1
21/10/18	David Bish	Email from Stikeman re: service of motion record to approve cross-border protocol;	0.7
22/10/18	David Bish	Emails with Stikeman re: blackline (protocol) and emails with the court re: status of U.S. hearing to approve cross-border protocol and Canadian motion materials and blackline re: same; update Stikeman and Richter on materials delivered to the court; provide all materials to J. Silver;	1.4
22/10/18	Jon Silver	Conference call with Goodmans, Torys and Stikeman re: potential Canadian asset sale outside of sale process, and report to Richter re: same; review and comment on draft report re: approval of cross-border protocol, and emails with Richter re: same;	1.0
23/10/18	Jon Silver	Reviewing materials in advance of motion to approve cross-border protocol;	0.7
23/10/18	Adam Slavens	Reviewing materials and filing Monitor's report;	0.5
23/10/18	Adam Slavens	Email correspondence with David Bish and Jon Silver re motion returnable October 25, 2018; motion preparation;	1.4
23/10/18	David Bish	Email correspondence with David Bish and Jon Silver re motion returnable October 25, 2018; motion preparation;	1.4
23/10/18	David Bish	Emails with Stikeman, Richter and J. Silver re: status of court materials for Thursday hearing and finalizing, serving and filing Monitor's Report; emails with Stikeman and with court re: cross-border communications and court materials; emails with service list re: service of company factum and book of authorities and service of Monitor's Report; emails from U.S. debtors re: further U.S. filed materials;	1.4
24/10/18	Jon Silver	Reviewing materials in advance of cross-border protocol approval;	1.1
24/10/18	Adam Slavens	Email correspondence with Pritesh Patel, David Bish and Kathryn Esaw re Therapure; considering issues re same; reviewing CCAA case court documents; telephone call with Jon Silver re same	1.0

**Re: Aralez Insolvency**

Invoice: 1450536

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		and motion returnable October 25, 2018;	
24/10/18	David Bish	Emails with all parties re: motion to approve cross-border protocol; email from K. Esaw re: Cerbios purported contract termination and further communications; email from P. Patel re: status of Therapure negotiations; emails from U.S. debtors re: further U.S. filed materials;	0.7
25/10/18	Jon Silver	Preparing for and attending motion to approve cross-border protocol;	1.1
25/10/18	Adam Slavens	Email correspondence with Kathryn Esaw, Sean Zweig, David Bish and Richter team re Therapure discussions; reviewing materials re same; conference call with Kathryn Esaw and Sean Zweig re same; preparing reporting email to David Bish and Richter team re same; reviewing email correspondence from Jon Silver re motion returnable October 25, 2018; reviewing CCAA case court materials re same;	2.6
25/10/18	David Bish	Emails with J. Silver and Richter re: hearing to approve cross-border protocol; emails and call with M. Konyukhova re: discussions with Goodmans re: potential Bezalip sale transaction; emails with Richter re: status of file, Bezalip transaction, scheduling issues and Therapure discussions; email court re: scheduling (stay extension / KEIP and KERP approval motion); emails with Stikeman and Richter re: proposed Therapure resolution;	1.9
26/10/18	David Bish	Emails with Stikeman, Richter, A&M and A. Slavens re: prospective Therapure agreement; email from court re: scheduling; email from U.S. counsel re: letter to Judge Glenn re: KEIP and KERP approval, and review same and update Richter; ;	0.9
26/10/18	Adam Slavens	Email correspondence and telephone calls with Kathryn Esaw and Chris Armstrong re Therapure discussions; reviewing materials re same; office conference with David Bish re same; preparing reporting emails to David Bish and Richter team re same; reviewing chapter 11 case court materials;	1.7
29/10/18	David Bish	Email from A. Slavens re: status of Therapure negotiations;	0.1
29/10/18	Adam Slavens	Email correspondence with Kathryn Esaw, Sean	0.7

**Re: Aralez Insolvency**

Invoice: 1450536

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
30/10/18	David Bish	Zweig and Chris Armstrong re Therapure discussions; telephone call with Kathryn Esaw re same and estate matters;	
30/10/18	David Bish	Emails with Stikeman and with court re: scheduling of stay extension, approval of KEIP and KERP; discussion with A. Slavens re: Therapure negotiations and Nuvo request for KEIP / KERP detail;	0.8
30/10/18	Adam Slavens	Office conference with David Bish re estate matters;	0.4
31/10/18	David Bish	Emails with P. Patel and A. Slavens re: Therapure resolution; email from U.S. debtors' counsel re: revised Bezalip asset purchase agreement, and review same;	1.1

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	18.9	1,110.00	20,979.00
Jon Silver	4.2	395.00	1,659.00
Adam Slavens	8.8	825.00	7,260.00
<b>TOTAL HOURS &amp; FEES</b>	<b>31.9</b>		<b>\$29,898.00</b>



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Box 270, TD South Tower  
Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

November 7, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

Invoice Number: 1450536  
Matter Number: 38115-2002  
Invoice Total: **\$33,999.55**

Please mail remittance to:

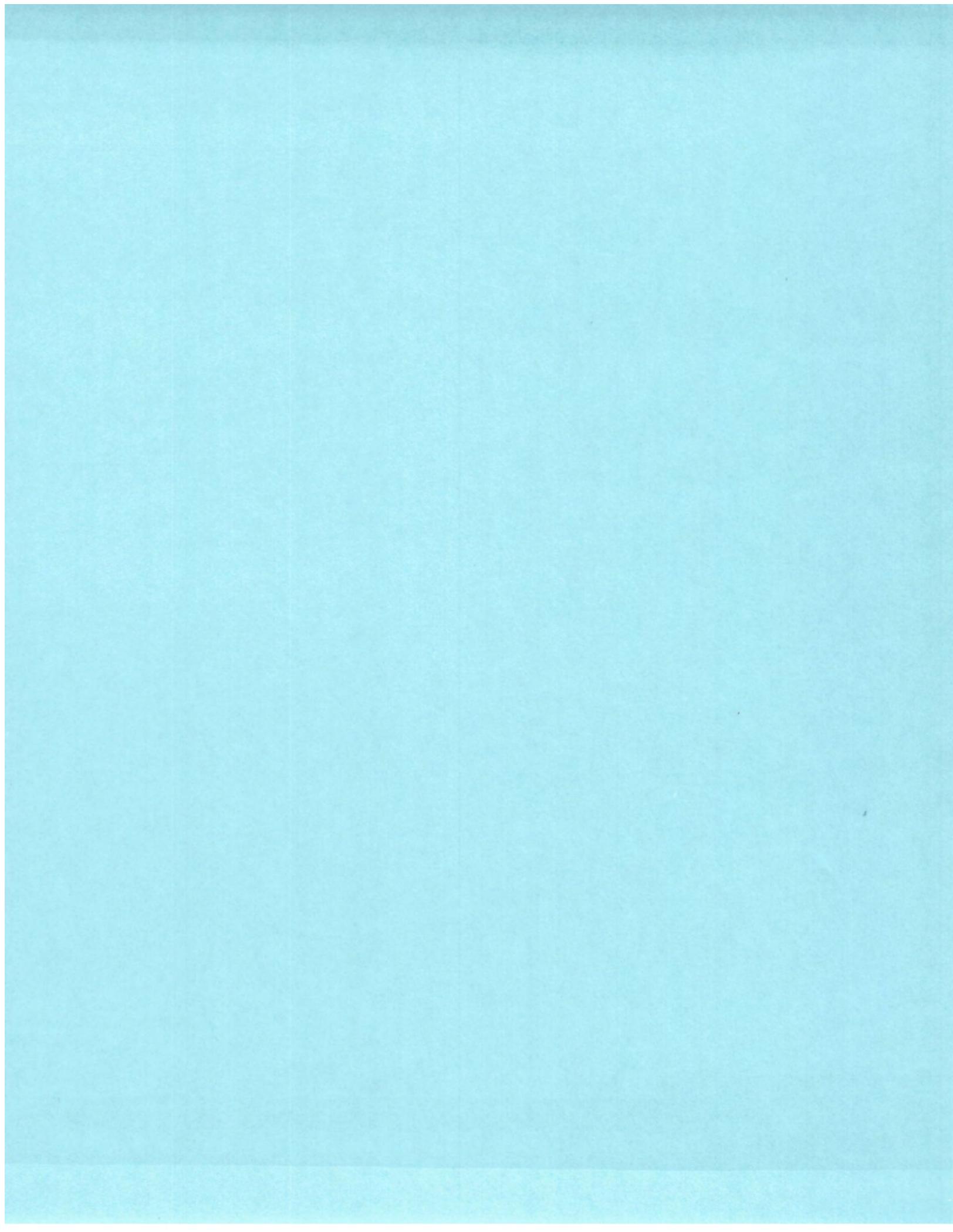
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

November 28, 2018

Invoice: 1452496  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending November 15, 2018 as described on the attached Schedule.

Fee		\$48,838.50
Disbursements Subject to Ontario - HST		
Copies	\$4.90	
Courier	14.00	
Laser Printing	<u>153.58</u>	172.48
Ontario - HST		<u>6,371.43</u>
<b>Total</b>		<b><u>\$55,382.41</u></b>

**Re: Aralez Insolvency**

Invoice: 1452496

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
01/11/18	Adam Slavens	Email correspondence with Kathryn Esaw and Pritesh Patel re Therapure agreement;	0.2
01/11/18	David Bish	Emails with Richter re: revised Bezalip purchase agreement; emails with Stikeman and Richter re: prior sale efforts, cure costs and other open points in potential Bezalip transaction; emails with court office re: scheduling (stay extension / KEIP and KERP approval), and emails with Stikeman and Richter re: same;	1.5
02/11/18	David Bish	Emails with P. Patel re: prior marketing efforts (Bezalip);	0.1
04/11/18	David Bish	Email from K. Esaw re: draft affidavit re: KEIP / KERP approval; email from U.S. debtors re: status of U.S. proceedings;	0.1
05/11/18	David Bish	Review and comment on draft affidavit re: KEIP / KERP approval, and emails with Richter re: same and forward comments to Stikeman; email from A. Slavens re: final terms of Therapure arrangement;	1.6
05/11/18	Adam Slavens	Email correspondence with Therapure working group re SOW; reviewing KERP/KEIP materials; office conference with David Bish re same and estate matters;	0.7
06/11/18	David Bish	Review revised affidavit (KEIP / KERP approval motion) and emails with Stikeman and Richter re: same and re: confidential materials to be submitted by Monitor and sealed; review UCC objection to KEIP / KERP and letter to Judge Glenn from US debtors, and discuss with Richter;	2.7
06/11/18	Adam Slavens	Email correspondence with working group re draft SOW; reviewing same; reviewing KERP/KEIP objection and email correspondence re same;	0.5
07/11/18	David Bish	Review revised Bezalip asset purchase agreement, and emails with Stikeman re: same; conference call with A&M, Stikeman, Torys and Richter re: KEIP / KERP and responses of company to US Trustee and UCC objections; conference call with all parties re: Bezalip asset purchase agreement and page-flip of current draft to negotiate open items; emails and call with Richter re: status of Bezalip transaction and KEIP / KERP approval; review	4.2

**Re: Aralez Insolvency**

Invoice: 1452496

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
07/11/18	Adam Slavens	revised KEIP / KERP term sheet and revised affidavit in support of KEIP / KERP approval motion; Reviewing revised Therapure SOW and email correspondence re same; email correspondence with Pritesh Patel re same; reviewing KERP/KEIP objection and email correspondence re same; office conference with David Bish re same;	0.5
08/11/18	David Bish	Call with M. Konyukhova re: Bezalip transaction and response on open items raised by Goodmans, and further emails with B. O'Neill re: same; emails and call with M. Konyukhova re: motion to approve KEIP and KERP, feedback from U.S. judge and prospective communications with the court re: same; emails and call with J. Levine re: UCC inquiries re: KEIP and KERP approval motions and claims process; review order of Judge Glenn re: possible joint hearing of KEIP / KERP approval motions and UCC objections; emails with Richter re: status of file; emails with Stikeman and Richter re: Deerfield comments on cash flow forecast and postponement of stay extension motion; email from K. Esaw re: update from Moelis on sale efforts; emails with K. Esaw and Richter re: finalizing KEIP / KERP affidavit and motion materials and form of Order; emails with C. Armstrong re: request for call to discuss claims process, timing and resolution of disputed claims;	2.9
08/11/18	Adam Slavens	Email correspondence with working group re Therapure and KERP/KEIP negotiations; reviewing revised drafts re same; reviewing chapter 11 case court materials re same; office conference with David Bish re same;	1.0
09/11/18	David Bish	Emails with Stikeman re: responding to Judge Glenn's concerns re: joint hearing for KEIP / KERP approval, and contact Canadian court re: same; update Richter re: status of KEIP / KERP motions;	1.2
11/11/18	David Bish	Emails with K. Esaw and M. Konyukhova re: UCC examinations (KEIP / KERP motion); attend UCC examination of A&M (telephonically); email and call with Richter re: update on examination, status	3.6

**Re: Aralez Insolvency**

Invoice: 1452496

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
11/11/18	Adam Slavens	of KEIP and KERP motion; Email correspondence with Kathryn Esaw and David Bish re KEIP/KERP depositions;	0.1
12/11/18	David Bish	Attend UCC examination of CFO (telephonically), and emails with Richter re: same; emails with K. Esaw and M. Konyukhova re: status of KEIP / KERP approval motions in Canada and the UCC; emails with Stikeman re: preparations for Canadian KEIP / KERP approval motion and addressing open items; emails with Stikeman re: scheduling, structure of sale approval hearings and further stay extension hearing; update Richter on status of file; emails with B. O'Neill, M. Konyukhova et al. re: draft Bezalip APA and comments on open items; emails with Stikeman re: prospective UCC opposition to Canadian KEIP / KERP motion, and call with P. van Eyk to discuss same; review draft status letter to Judge Glenn re: KEIP / KERP approval motions;	4.6
12/11/18	Adam Slavens	Email correspondence with David Bish, Pritesh Patel and Kathryn Esaw re KERP/KEIP depositions and related matters; considering issues re same;	0.6
13/11/18	David Bish	Meet with P. van Eyk and attend U.S. court hearing (telephonically) for motion to approve KEIP and KERP, and further emails with Richter re: same; review and comment on draft Monitor's Fourth Report, and emails with Richter re: same; emails with Stikeman re: U.S. transcripts, updating Canadian court re: status, preparations for Canadian KEIP / KERP hearing and further scheduling issues; email court re: status of KEIP / KERP hearing; review final letter to Judge Glenn re: hearing status; emails with Stikeman re: further US depositions and interest of Canadian companies in same / role of Monitor; emails with Goodmans and Stikeman re: Nuvo call and status of claims process;	4.9
13/11/18	Adam Slavens	Reviewing and commenting on draft fourth report; reviewing court documents re KEIP/KERP; reviewing deposition transcripts; email correspondence with Pritesh Patel, Kathryn Esaw and David Bish re same; office conference with	3.0

**Re: Aralez Insolvency**

Invoice: 1452496

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
14/11/18	David Bish	David Bish re same; preparing for service of fourth report; Review and comment on draft form of Bezalip sale approval and vesting order; review revised draft of Bezalip APA; emails with Richter re: status of Bezalip transaction; review and comment on revised Monitor's Fourth Report (KEIP / KERP motion), and emails with Richter re: same; emails with Stikeman re: comments on Monitor's Fourth Report and finalize same; emails and discussion with A. Slavens re: service of Fourth Report; emails with P. Patesh re: status of claims process; emails with Richter re: further U.S. depositions and Monitor's position re: same; emails and conference call with M. Konyukhova and B. O'Neill re: Bezalip transaction and potential issues; briefly review U.S. court hearing transcript; email from J. Levine re: UCC objection to KEIP / KERP approval;	4.4
14/11/18	Adam Slavens	Coordinating service of fourth report; reviewing and commenting on fourth report; email correspondence with David Bish and Richter team re same; reviewing reviewing court documents re motion returnable November 16, 2018; office conference with David Bish re same and estate matters;	2.8
15/11/18	David Bish	Emails and calls with Richter and Stikemans re: KEIP and KERP approval hearing, preparing for same and filing further court materials; review UCC factum and Applicants' factum; emails with court re: submission of further court materials;	3.8
15/11/18	Adam Slavens	Coordinating filing of fourth report and confidential appendix; reviewing court documents re motion returnable November 16, 2018; preparing for same; office conference with David Bish re same;	1.9

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	35.6	1,110.00	39,516.00

November 28, 2018

Page 6 of 7

**Re: Aralez Insolvency**

Invoice: 1452496

**Lawyer Summary**

---

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Adam Slavens	11.3	825.00	9,322.50
<b>TOTAL HOURS &amp; FEES</b>	<b>46.9</b>		<b>\$48,838.50</b>



79 Wellington St. W., 30th Floor  
Box 270, TD South Tower  
Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

November 28, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Attention: Paul van Eyk  
Email: pvaneyk@richter.ca

Invoice Number: 1452496  
Matter Number: 38115-2002  
Invoice Total: **\$55,382.41**

Please mail remittance to:

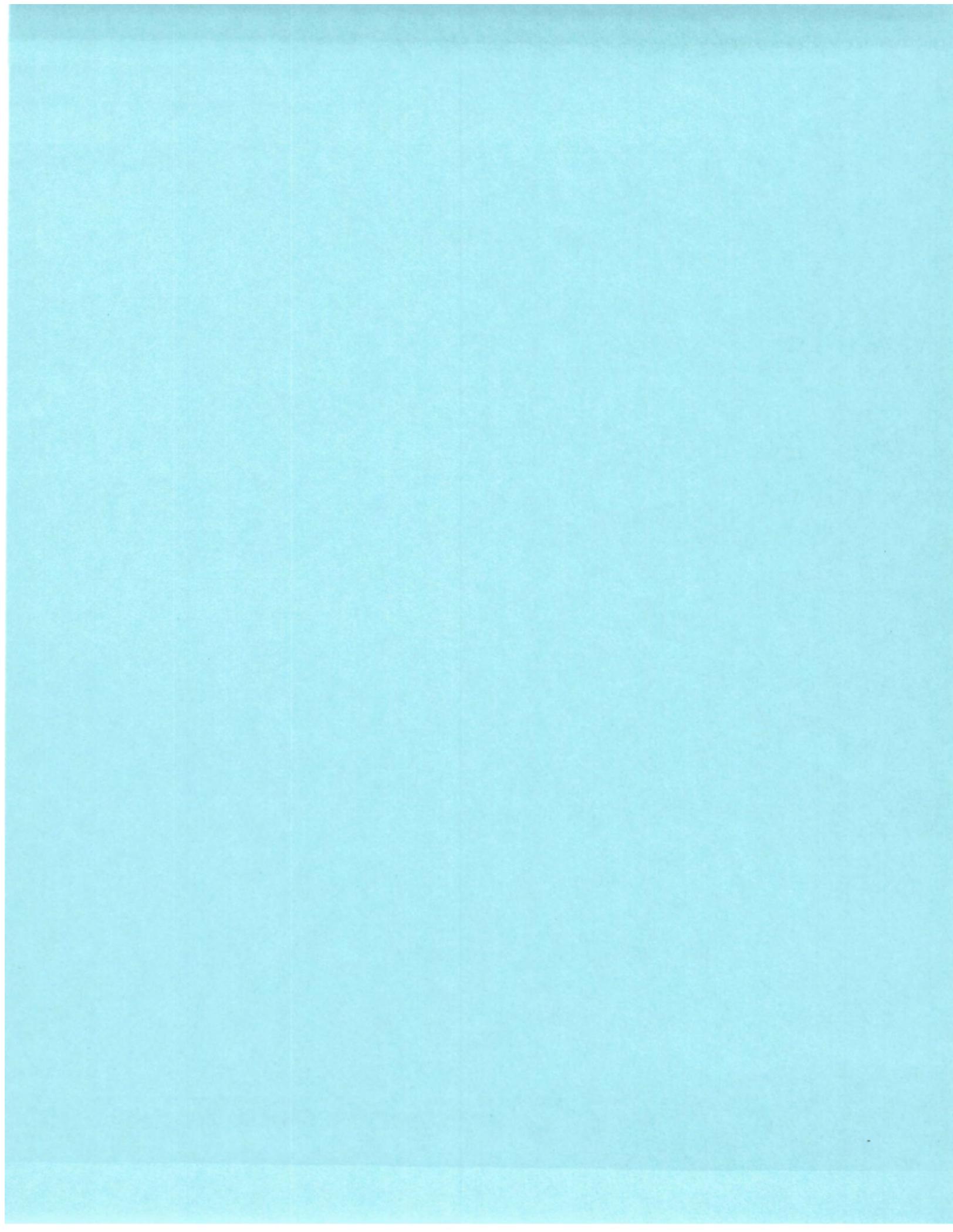
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





79 Wellington St. W., 30th Floor  
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Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

December 17, 2018

Invoice: 1454612  
Matter: 38115-2002

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending November 30, 2018 as described on the attached Schedule.

Fee		\$36,271.50
Disbursements Subject to Ontario - HST		
Court Filings/Services	\$141.34	
Laser Printing	33.60	
Process Servers	55.00	
Taxi & Travel	<u>28.93</u>	258.87
Ontario - HST		<u>4,748.95</u>
<b>Total</b>		<b><u>\$41,279.32</u></b>

**Re: Aralez Insolvency**

Invoice: 1454612

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
16/11/18	Adam Slavens	Reviewing court documents re motion returnable November 16, 2018; preparing for same; office conference with David Bish re same;	0.7
16/11/18	David Bish	Prepare for and attend at court hearing to approve KEIP / KERP; emails with Stikeman re: form of order approving KERP, and review and comment on same; review further letters from U.S. counsel to Judge Glenn re: KEIP/KERP and Sale motions;	3.3
18/11/18	David Bish	Emails with B. O'Neill and M. Konyukhova re: Bezalip sale and status of court materials to approve same; update Richter re: status;	0.3
19/11/18	David Bish	Email from P. van Eyk re: Bezalip transaction; emails with P. Patel re: claims process; emails and conference call with M. Konyukhova, C. Armstrong et al. re: claims process and resolution;	0.8
19/11/18	Adam Slavens	Office conference with David Bish re motion returnable November 16, 2018;	0.4
20/11/18	David Bish	Emails from Stikeman re: status of sale process and issuance by U.S. Court of KEIP decision, and emails with Richter re: same; email from M. Konyukhova re: revised draft of Bezalip APA, and review same and provide comments to Stikeman and Richter; emails with Stikeman re: scheduling (Bezalip transaction); emails with Stikeman and Goodmans re: adjourning scheduling hearing;	1.8
21/11/18	David Bish	Email from K. Esaw re: sale process update; emails with M. Konyukhova re: scheduling; update Richter re: Bezalip negotiations / scheduling hearing; email with Court re: U.S. KEIP decision; email from Court re: Canadian KEIP decision, and review same and emails with Stikeman and Richter re: same; emails with C. Armstrong re: Nuvo request for information re: claims, emails and call with Richter and M. Konyukhova re: same, and deliver affidavit of mailing to C. Armstrong; emails with B. O'Neill re: Bezalip transaction, redaction of purchase price and press release;	2.9
21/11/18	Adam Slavens	Reviewing email correspondence from Kathryn Esaw re status of sale process; reviewing materials re same; reviewing decision of Dunphy J. on KEIP/KERP; email correspondence with Richter	1.4

**Re: Aralez Insolvency**

Invoice: 1454612

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		team and D. Bish re same;	
23/11/18	David Bish	Emails and call with M. Konyukhova and Richter re: Bezalip transaction affidavit and supporting Monitor's report to be sealed; emails with Stikeman et al. re: revised draft of KEIP order, and sign off on same;	0.9
24/11/18	David Bish	Email from J. Levine re: UCC comments on draft Canadian KEIP approval order;	0.1
25/11/18	David Bish	Emails with S. Zweig re: bid deadline, and confirm timing of same;	0.1
26/11/18	David Bish	Emails with bidders, Richter, Stikeman et al. re: bid deadline and bids received, outcome of sale process and planning re: auction and next steps; emails to service list re: limited U.S. objections; emails with K. Esaw re: Canadian scheduling hearing;	0.9
27/11/18	David Bish	Emails with Stikeman and Richter re: outcome of sale process, offers received, status of auction in NY, draft letter to the courts re: process; emails with P. Patel re: claims process and claims received to date; call and emails with C. Armstrong and Richter re: cross-conditions in bids, further discussions and emails with Stikeman and Richter re: same; emails and call with B. O'Neill and M. Konyukhova re: process for moving Bezalip transaction / court approval forward; review draft Bezalip APA changes; review and comment on draft affidavit re: sale approval hearing, and emails with Richter and Stikeman re: same; call with Richter re: status; review and comment on draft Bezalip APA and draft confidential supplement, and further emails with Richter and Stikeman re: same;	3.9
28/11/18	David Bish	Attend at court for scheduling hearing with Stikeman; call and emails with Richter re: update on scheduling and planning for same; review revised Bezalip APA; emails with B. O'Neill and M. Konyukhova re: Bezalip scheduling hearing; emails with B. O'Neill re: draft Bezalip court materials; conference call with B. O'Neill and M. Konyukhova re: Bezalip APA and open items; email with service list re: issued KEIP order; emails with all parties re: pending U.S. hearings	4.1

**Re: Aralez Insolvency**

Invoice: 1454612

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		and canceling joint hearings; emails with Stikeman and Richter re: prospective Canadian distribution motion and strategy for dealing with unresolved claims filed pursuant to claims process; review and comment on revised affidavit, CCAA Termination Order, Nuvo Sale Approval and Vesting Order, and comments / emails from Goodmans and Stikeman on same;	
28/11/18	Adam Slavens	Email correspondence with working group re scheduling matters; reviewing CCAA case and chapter 11 case court documents;	0.9
29/11/18	David Bish	Emails with Stikeman and Richter re: draft CCAA termination order and Nuvo sale approval order; emails with Stikeman, Goodmans and Richter re: Bezalip carve-out in Nuvo sale approval order and negotiations re: same; emails with Richter and Stikeman re: claims update and prospective claims resolution procedure and Allergan and U.S. landlord proofs of claim; emails with Stikeman and Richter re: expanded service list for Nuvo sale approval hearing; review and comment on draft letter to service list, and emails with Stikeman and Goodmans re: same;	3.7
29/11/18	Adam Slavens	Email correspondence with working group re sale approval motion and related matters;	0.3
30/11/18	Adam Slavens	Reviewing claims register and claims procedure order; conference call and email correspondence with working group re same; reviewing filed claims; reviewing Nuvo APA;	3.4
30/11/18	David Bish	Attend at court for hearing re: scheduling of Bezalip sale approval, and discussions with B. O'Neill and M. Konyukhova re: same; emails and conference call with Stikeman, Richter and Torys re: claims proven by claims deadline and strategy for resolving and responding to same; discussion and emails with A. Slavens re: responding to U.S. landlord claim; emails with C. Armstrong re: claims summary; review and comment on revised Bezalip sale approval affidavit and confidential supplement, and forward same to Richter; emails with Stikeman re: sealing of materials (Bezalip transaction); emails with Richter re: proposed	4.6

**Re: Aralez Insolvency**

Invoice: 1454612

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		wording in Nuvo sale approval order re: Bezalip carve-out;	

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	27.4	1,110.00	30,414.00
Adam Slavens	7.1	825.00	5,857.50
<b>TOTAL HOURS &amp; FEES</b>	<b>34.5</b>		<b>\$36,271.50</b>



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GST / HST Registration R119420685

December 17, 2018

Aralez Pharmaceuticals Inc.  
Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1454612  
Matter Number: 38115-2002  
Invoice Total: **\$41,279.32**

Please mail remittance to:

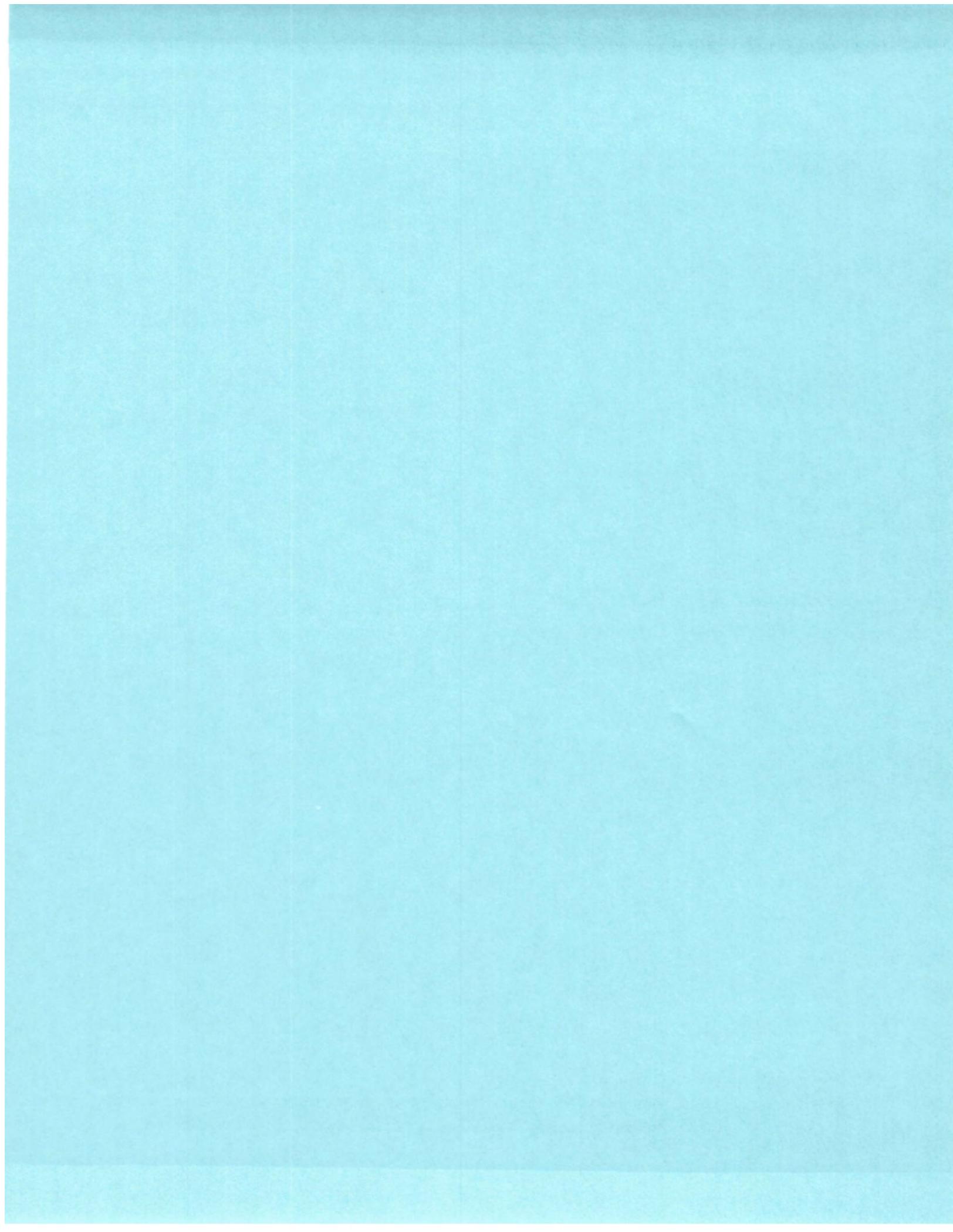
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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P. 416.865.0040 | F. 416.865.7380  
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GST / HST Registration R119420685

January 4, 2019

Invoice: 1456540  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending December 15, 2018 as described on the attached Schedule.

Fee		\$71,074.50
Disbursements Subject to Ontario - HST		
Binding Charges	\$591.00	
Copies	6.44	
Courier	4,869.72	
Court Filings/Services	227.49	
Exhibit Tabs	441.28	
Laser Printing	<u>4,441.64</u>	10,577.57
Ontario - HST		<u>10,614.77</u>
<b>Total</b>		<b><u>\$92,266.84</u></b>

**Re: Aralez Insolvency**

Invoice: 1456540

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
01/12/18	David Bish	Emails with Richter re: draft Fifth Report; emails with Wilmer Hale et al. re: revised Bezalip APA, and review same and forward to Richter;	0.5
01/12/18	Adam Slavens	Reviewing claims register and claims procedure order;	0.8
02/12/18	David Bish	Review and comment on draft Monitor's Report, and emails with Richter re: same; emails with Richter re: resolution of claims;	1.3
03/12/18	David Bish	Calls and emails with B. O'Neill re: Bezalip transaction and comments on draft affidavit, and emails with Stikeman and Richter re: same; review mark-up of Bezalip affidavit; call and emails with C. Armstrong, K. Esaw et al. re: claims process and resolution of claims; emails with Richter and Stikeman re: draft Fifth Report (Nuvo transaction), and review Stikeman mark-up of same; emails with B. O'Neill and P. Pritesh re: draft Sixth Report (Bezalip transaction); review and comment on draft letters to landlord counsel and CRA re: proofs of claim, and discussions / emails with A. Slavens re: same and emails with Richter re: same;	4.7
03/12/18	Adam Slavens	Reviewing proofs of claim re claims procedure matters; preparing letters to creditors re same; email correspondence with Stikeman team, Richter team and David Bish re same; reviewing and commenting on fifth report; preparing for service and filing of same; reviewing motion record re motion returnable December 7, 2018;	4.5
04/12/18	David Bish	Meet with Richter and attend U.S. hearing (Vimovo approval) telephonically; extensive emails and calls with Stikeman, Goodmans and Richter re: mechanism for resolution of claims; review proposed changes to draft Report from C. Armstrong; finalize Monitor's Fifth Report with Richter; emails and discussion with A. Slavens re: service and filing of same; emails with Stikeman re: distribution motion and scheduling matters; emails with Richter, Stikeman and A. Slavens re: draft letters to claimants, and review same; emails with Stikeman and Richter re: revised Bezalip transaction affidavit, and review same; call and	5.8

**Re: Aralez Insolvency**

Invoice: 1456540

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
04/12/18	Adam Slavens	emails with M. MacKenzie re: claims process and resolution; Reviewing claims procedure order and proofs of claim re claims procedure matters; preparing letters to creditors re same; email correspondence with Stikeman team, Richter team and David Bish re same; reviewing and commenting on fifth report; coordinating service and filing of same;	5.3
05/12/18	David Bish	Extensive emails and calls with all parties re: negotiation of Nuvo and Intercept open issues, including amendments to purchase agreements and forms of orders, and review successive drafts of same and comments on same; emails and calls with Stikeman, Goodmans and Richter re: form of CCAA Termination Order; complete service of Monitor's Fifth Report; emails with service list re: additional materials (factum / book of authorities) for approval hearing; emails and calls with Richter re: status of case, draft materials, open issues, Allergan claim; emails and call with Stikeman re: claims resolution issues, including "Specified Claims"; conference call with Bezalip transaction parties re: open issues; emails and calls with Stikeman and/ Richter re: late-filed claim, and emails with C. Armstrong re: same and re: inter-company proofs of claim; emails and call with Stikeman re: planning for Sixth Monitor's Report and approval motion for Bezalip transaction;	6.8
05/12/18	Adam Slavens	Email correspondence with Goodmans team, Stikeman team, Richter team and David Bish re claims and CCAA termination order; coordinating service and filing of fifth report; preparing for motion returnable December 7, 2018; reviewing materials re Bezalip sale transaction;	4.2
06/12/18	David Bish	Emails with court re: status of December 7 hearing and providing electronic copy of materials; emails and calls with Stikeman, Richter, Bennett Jones and Goodmans re: CCAA termination order and claims resolution issues; review and comment on draft CCAA termination order; emails / conference call with Bezalip team re: finalizing transaction documents; email from Stikeman re: service of	5.7

**Re: Aralez Insolvency**

Invoice: 1456540

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
06/12/18	Adam Slavens	Bezalip transaction motion record; email from Stikeman re: solicitor's affidavit (Nuvo SPA Amendment), and review same; review revised form of Nuvo sale approval and vesting order; call with A. Taylor re: unresolved claims; call with S. Zweig re: Deerfield position on December 7 hearing and CCAA termination order issues; calls and emails with J. Levine re: UCC position on December 7 hearing;	2.0
07/12/18	David Bish	Coordinating service and filing of monitor's report; reviewing motion record re motion returnable December 17, 2018;	3.8
07/12/18	Adam Slavens	Prepare for and attend at court for hearing to approve Nuvo transaction, and emails with all parties re: same; emails with K. Esaw and H. Meredith re: status of claims process and resolution methodology; emails with S. Zweig re: distribution motion and draft order; emails with Richter, Torys and Goodmans re: preparation of FTP site for proofs of claims to be shared with Nuvo; emails with Stikeman re: U.S. status hearing on December 11; emails with A. Slavens re: status of CRA claim; review letter to U.S. judge re: U.S. mediation;	1.8
10/12/18	David Bish	Reviewing Benzalip materials; email correspondence with Stikeman team re service of court materials; preparing for same; office conference with David Bish re same and motion returnable December 7, 2018;	3.9
10/12/18	Adam Slavens	Review and comment on Monitor's Sixth Report, and emails with P. Patel and P. van Eyk re: same; review and comments on draft claims register, and emails with P. Patel and P. van Eyk re: same; emails with Stikeman, Richter and Torys re: claims register, claims resolution, distribution motion and draft Sixth Report; review and comment on draft distribution order, and review comments from S. Zweig re: distribution order, and emails with Stikeman and Richter re: same; review revised draft of Sixth Report; email from Stikeman re: issued orders and endorsement (stay extension and Nuvo SPA approval);	0.8
10/12/18	Adam Slavens	Email correspondence with working group re	0.8

**Re: Aralez Insolvency**

Invoice: 1456540

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
11/12/18	David Bish	monitor's report and distribution matters; reviewing motion materials re December 17, 2018, hearing; Review and comment on revised draft Sixth Report (distribution motion), emails with Richter and Stikeman re: same, and review comments from Stikeman on same; emails with M. Konyukhova re: U.S. court status hearing, and attend same telephonically; emails with Bennett Jones and Stikeman re: draft distribution order and comments on same; review and comment on revised distribution order, and emails with all parties re: same; emails with Stikeman, Goodmans and Richter re: closing arrangements (Bezalip transaction); emails with B. O'Neill re: Sixth Report and planning for approval motion; emails with M. Konyukhova re: confidential materials and planning for approval hearing (Bezalip transaction); report to Richter re: outcome of U.S. status hearing; emails with Richter re: Monitor's Confidential Supplement, and provide comments on same and review updated draft and provide same to Stikeman;	4.9
12/12/18	David Bish	Emails with Stikeman and Goodmans re: closing arrangements (Bezalip transaction); review and comment on distribution order affidavit; emails with Stikeman re: comments on Monitor's Confidential Supplement; emails with B. O'Neill re: comments on Sixth Report and discuss same with Richter; emails with all parties re: finalizing and service of Monitor's Report; emails with Richter and Stikeman re: claims process, resolution of claims, and review updated claims tracker from P. Patel;	5.1
12/12/18	Adam Slavens	Email correspondence with working group re monitor's report and distribution matters; coordinating service of monitor's report;	1.0
13/12/18	David Bish	Conference call with Richter, Stikeman and Torys re: claims process and resolution of claims; emails with B. O'Neill re: approval hearing (Bezalip transaction); draft email with court re: approval hearing (Bezalip transaction) and approval of distribution protocol; emails with all parties re:	3.9

**Re: Aralez Insolvency**

Invoice: 1456540

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
13/12/18	Adam Slavens	final changes to form of approval order (Bezalip transaction); emails with service list re: further filed materials (factums / books of authorities); Coordinating filing of monitor's report; reviewing motion materials re motion returnable December 17, 2018;	0.6
14/12/18	David Bish	Finalize email to court re: approval hearings, and further emails re: logistics; email C. Armstrong re: updated claims tracker; further emails re: final form of approval orders; emails with A. Slavens re: resolution of claims;	1.8
14/12/18	Adam Slavens	Telephone call with Lise Dufresne re Accuristix claim; email correspondence with working group re same;	0.3

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	48.2	1,110.00	53,502.00
Adam Slavens	21.3	825.00	17,572.50
<b>TOTAL HOURS &amp; FEES</b>	<b>69.5</b>		<b>\$71,074.50</b>



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GST / HST Registration R119420685

January 4, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1456540  
Matter Number: 38115-2002  
Invoice Total: **\$92,266.84**

Please mail remittance to:

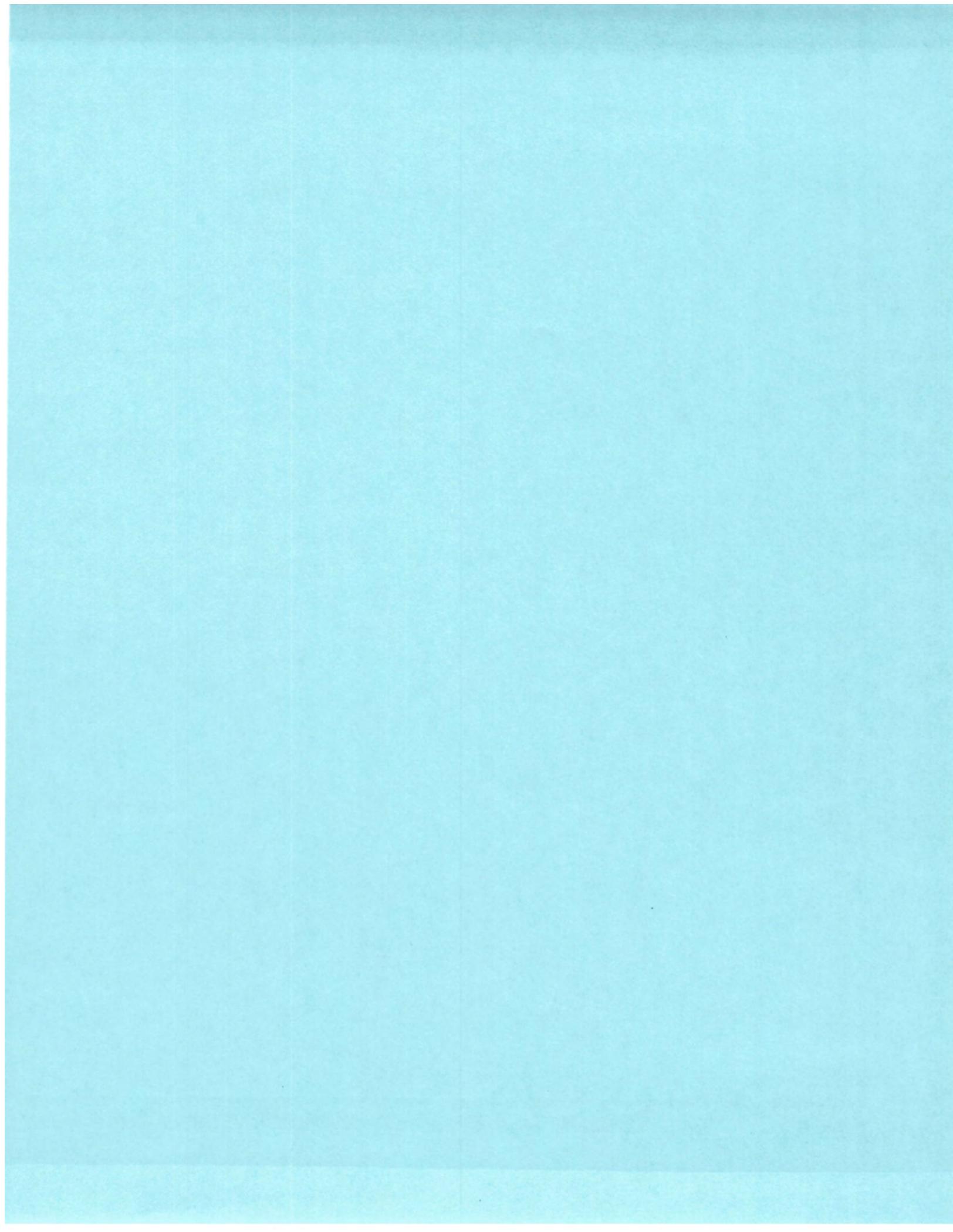
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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GST / HST Registration R119420685

January 16, 2019

Invoice: 1457157  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending December 31, 2018 as described on the attached Schedule.

Fee		\$38,330.00
Disbursements Subject to Ontario - HST		
Courier	\$350.54	
Laser Printing	2.94	
PS Filing - Civil	70.00	
Taxi & Travel	8.93	
Taxi & Travel (Out of Town)	<u>55.00</u>	487.41
Ontario - HST		<u>5,046.26</u>
<b>Total</b>		<b><u>\$43,863.67</u></b>

**Re: Aralez Insolvency**

Invoice: 1457157

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
17/12/18	Lily E. Coodin	Revising Monitor's Certificates; meeting to discuss file and closing matters;	0.5
17/12/18	Adam Slavens	Office conference with David Bish re motion returnable December 17, 2018;	0.2
17/12/18	David Bish	Prepare for and attend at court for motions to approve Bezalip transaction and distribution protocol; emails with B. O'Neill and M. Konyukhova re: same; emails with Stikeman re: closing arrangements (Bezalip) and Monitor's wire transfer instructions for Nuvo transaction; emails with S. Zweig re: distribution motion; emails with P. Patel and M. Konyukhova re: claims filed by Ministry of Health and response to same, and call with P. Patel re: same and status of file; email from Stikeman re: issued orders, endorsement and transcript; meet with L. Coodin re: closing arrangements (Bezalip sale);	3.4
18/12/18	Lily E. Coodin	Attending to closing matters;	2.3
18/12/18	Robert C. Gilchrist	Collecting Monitor Certificate; coordinating with support staff to ensure delivery of monitor certificate to court;	1.0
18/12/18	David Bish	Closing of Bezafibrate assets transaction and delivery, service of Monitor's certificate, and extensive emails and calls with Richter, Goodmans and Stikeman re: same; emails and discussions with L. Coodin re: same; emails with Richter, Stikeman and Goodmans re: updated claims register, amended CRA claim and withdrawal of additional claim;	2.8
19/12/18	David Bish	Call from M. MacKenzie re: reserve and working capital calculations; emails with Stikeman re: status of U.S. mediation, next steps, and update Richter re: same; emails with Richter and Stikeman re: claims resolution process and status of disputed claims; email from S. Dukesz re: Nijhawan claim;	1.7
19/12/18	Lily E. Coodin	Preparing Monitor's Certificates;	0.3
20/12/18	David Bish	Emails and call with M. MacKenzie re: reserves, working capital calculation and potential closing of Nuvo transaction and U.S. resolution of issues; further emails and call with Richter re: same;	4.2

**Re: Aralez Insolvency**

Invoice: 1457157

**Time Summary**

Date	Lawyer	Narrative	Hours
		discussions with L. Coodin re: closing arrangements for Nuvo transaction; emails with C. Armstrong, M. Konyukhova, C. Wilson et al. re: closing arrangements, Monitor's certificates and claims resolution; discussions with L. Coodin re: finalizing and circulating forms of Monitor's certificates (closing and CCAA termination); review and comment on draft letters to claimants with disputed claims, and emails re: same with Stikeman; emails re: form of certificates to be delivered to Monitor, and review and comment on same; emails with C. Armstrong, P. Patel, M. Konyukhova et al. re: claims resolution process and updated claims tracker, and review same; email from G. Volman re: draft documents for pre-closing reorganization, and discuss same with Richter; emails with Richter re: reserve calculation and working capital estimate for closing; email from Stikeman re: flow of funds direction and review same and discuss with Richter;	
20/12/18	Lily E. Coodin	Reviewing correspondence re: closing;	0.3
21/12/18	Robert C. Gilchrist	Collecting Monitor Certificates from client;	0.4
21/12/18	David Bish	Emails and conference call with Stikeman, Goodmans and Richter re: claims process and status of resolution of claims; conference call with company counsel, company, A&M and Richter re: reserve calculations and working capital calculations, and emails re: same; review proposed reserve calculation and supporting information; emails with all parties re: closing arrangements (Nuvo), draft closing documents, flow of funds, estimated working capital and closing working capital and reserve calculations; call with M. MacKenzie re: reserve calculation components;	2.8
23/12/18	David Bish	Emails with M. Konyukhova and P. Patel re: Inibsa claim; email from C. Wilson re: closing working group;	0.2
24/12/18	David Bish	Emails with Stikeman, company, A&M and/ Richter re: working group; emails with Goodmans, Stikeman, A&M and Richter re: draft working capital and closing indebtedness statements; emails with Richter and Stikeman re: wire transfer	1.9

**Re: Aralez Insolvency**

Invoice: 1457157

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		logistics for closing; call with M. MacKenzie re: working capital and reserve calculations, and draft holdback calculation, and review successive drafts of each; emails with company, Stikeman, A&M and Richter re: holdback calculation; emails with L. Coodin re: closing arrangements; emails with service list re: U.S. shareholder objections;	
25/12/18	David Bish	Emails from C. Wilson re: closing payment calculation and estimated working capital, and review revised calculation of closing payment;	0.2
26/12/18	David Bish	Emails with Goodmans, Stikeman and Richter re: D&O claims and resolution of same; emails with all parties re: Nuvo closing arrangements, open issues, closing payment calculation, working capital and reserve calculations, status of discussions with Deerfield re: all working capital, reserve and holdback calculations, intercompany release; email from certain shareholders re: U.S. objection; emails with Richter re: closing arrangements, docs and calculations;	2.4
27/12/18	Lily E. Coodin	Reviewing correspondence re: Aralez/Nuvo closing;	0.5
27/12/18	David Bish	Emails with all parties re: closing arrangements (Nuvo), closing docs still under negotiation, estimated working capital, holdback and reserve calculations, flow of funds, Irish rent, and other open items; call and emails from Deerfield's U.S. counsel re: reserve calculations and comments on same, and further emails with all parties re: Deerfield comments and revised reserve calculation and resulting funding requirements on closing; update Richter re: discussions with Deerfield's U.S. counsel; emails re: U.S. approval of Nuvo transaction and developments in the U.S. proceedings;	2.3
28/12/18	Lily E. Coodin	Reviewing correspondence re: Aralez/Nuvo closing;	0.5
28/12/18	David Bish	Extensive emails with all parties re: closing preparations, logistics, exchange of documents and resolution of open issues; emails with Goodmans and Stikeman re: reserve calculation; emails with Richter, company and Stikeman re: flow of funds	2.7

**Re: Aralez Insolvency**

Invoice: 1457157

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
29/12/18	Lily E. Coodin	from Aralez Canada to API; emails with all parties re: draft press release and comments on same; emails with all parties re: closing steps memo and flow of funds memo, and comments on same; emails with Richter re: status of Nuvo transaction; Reviewing correspondence re: Aralez/Nuvo closing;	0.5
29/12/18	David Bish	Emails with all parties re: pre-closing, including certificates addressed to Monitor re: closing conditions and arrangements for Monitor's certificates;	0.4
30/12/18	Lily E. Coodin	Reviewing correspondence re: Aralez/Nuvo closing;	0.5
30/12/18	David Bish	Emails with all parties re: pre-closing, including press release, flow of funds, wire transfer details, arrangements, final transaction documents, Monitor's certificates; emails with L. Coodin and Richter re: Monitor's certificates and arrangements for releasing and filing same; email from M. Konyukhova re: late-filed claim;	2.4
31/12/18	Lily E. Coodin	Attending to closing matters; call re: same;	1.1
31/12/18	David Bish	Complete closing of Nuvo transactions in Canada and the U.S. and emails with all parties re: same; conference call with all parties to confirm closing; emails with Richter and L. Coodin re: releasing Monitor's certificates and filing same;	2.2

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Lily E. Coodin	6.5	750.00	4,875.00
David Bish	29.6	1,110.00	32,856.00
Robert C. Gilchrist	1.4	310.00	434.00
Adam Slavens	0.2	825.00	165.00
<b>TOTAL HOURS &amp; FEES</b>	<b>37.7</b>		<b>\$38,330.00</b>



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GST / HST Registration R119420685

January 16, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1457157  
Matter Number: 38115-2002  
Invoice Total: **\$43,863.67**

Please mail remittance to:

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79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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www.torys.com  
GST / HST Registration R119420685

January 28, 2019

Invoice: 1458185  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending January 15, 2019 as described on the attached Schedule.

Fee		\$10,101.00
Disbursements Subject to Ontario - HST		
Courier	\$4.73	
Laser Printing	<u>1.12</u>	5.85
Ontario - HST		<u>1,313.89</u>
<b>Total</b>		<b><u>\$11,420.74</u></b>

**Re: Aralez Insolvency**

Invoice: 1458185

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
02/01/19	David Bish	Emails with S. Dukesz and M. Konyukhova re: Allergan claim and draft letter responding to same, and review and comment on same; email from U.S. counsel re: U.S. status conference;	0.3
03/01/19	David Bish	Email from U.S. counsel re: status of U.S. proceedings;	0.1
07/01/19	Adam Slavens	Reviewing chapter 11 case court documents and CCAA case website;	0.8
08/01/19	David Bish	Call and emails with C. Fell re: status of Nuvo closing, and emails with Richter re: same; emails with S. Zweig, M. Konyukhova, A. Taylor and P. Siddiqui re: CCAA timeline and remaining steps; emails with M. Konyukhova and A. Taylor re: claims process and stay extension hearing, and further emails with Richter re: same; emails with Richter re: Monitor's certificates / posting of same; emails with M. Konyukhova re: letter to court re: stay extension scheduling; emails with S. Zweig re: outstanding claims;	2.6
08/01/19	Adam Slavens	Office conference with David Bish re estate matters; reviewing file re same;	0.5
09/01/19	David Bish	Draft letter to court re: stay extension request, finalize same with Richter and Stikeman and send; call with S. Zweig re: status of claims, and update Richter and Stikeman; review letter to claimant from Stikeman re: disallowances and partial disallowances, and update Richter;	1.8
10/01/19	Adam Slavens	Email correspondences with Paul van Eyk, Pritesh Patel and David Bish re claims procedure matters; reviewing correspondence and background materials re same;	1.2
11/01/19	David Bish	Update Stikeman re: status of claims resolution efforts; emails with Richter and Stikeman re: claims tracker and updates to same; email with P. Patel re: KERP payment and final calculation;	0.5
11/01/19	Adam Slavens	Email correspondence with working group re claims procedure matters;	0.2
13/01/19	David Bish	Emails with M. Konyukhova, S. Dukesz and A. Slavens re: status of employee claims;	0.1
14/01/19	David Bish	Emails with M. Konyukhova and S. Dukesz re: stay	0.8

**Re: Aralez Insolvency**

Invoice: 1458185

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
15/01/19	David Bish	extension motion; emails with P. Patel re: current claims register and employee claims; emails with C. Armstrong, M. Konyukhova and P. Patel re: status of claims resolution, stayed cheques and further call to discuss same; Emails with Richter and Stikeman re: stayed cheques and reconciliation of same and status of claims resolution efforts, and further emails with Goodmans re: same; email from G. Volman re: closing inventory report (Nuvo transaction), and forward same to Richter;	0.5

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	6.7	1,155.00	7,738.50
Adam Slavens	2.7	875.00	2,362.50
<b>TOTAL HOURS &amp; FEES</b>	<b>9.4</b>		<b>\$10,101.00</b>



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GST / HST Registration R119420685

January 28, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1458185  
Matter Number: 38115-2002  
Invoice Total: **\$11,420.74**

Please mail remittance to:

Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

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M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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www.torys.com  
GST / HST Registration R119420685

February 7, 2019

Invoice: 1459835  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending January 31, 2019 as described on the attached Schedule.

Fee		\$26,075.00
Disbursements Subject to Ontario - HST		
Copies	\$1.12	
Courier	29.68	
Laser Printing	27.44	
Process Servers	280.00	
Taxi & Travel	<u>8.93</u>	347.17
Ontario - HST		<u>3,434.88</u>
<b>Total</b>		<b><u>\$29,857.05</u></b>

**Re: Aralez Insolvency**

Invoice: 1459835

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
16/01/19	David Bish	Emails with court office and Stikeman re: scheduling of stay extension hearing; emails with Stikeman and Richter re: intention to pay annual employee bonuses and considerations arising from same; emails with Stikeman, Richter and Bennett Jones re: status of claims resolution efforts and treatment of pre-filing claims for which proofs of claims were not filed; review updated claims tracker; emails re: resolution and withdrawal of certain claims; emails with all parties re: stay extension hearing, scheduling and procedural matters;	2.6
16/01/19	Adam Slavens	Email correspondence with working group re status of CCAA claims; reviewing filed claims;	0.7
17/01/19	David Bish	Conference call with Goodmans, Stikeman and Richter re: status of claims process and outstanding unresolved claims, including outstanding and stayed cheques, and emails re: same and re: updated claims tracker, and review same; further emails and call with Bennett Jones and Stikeman re: outstanding cheques;	1.1
18/01/19	David Bish	Emails with Richter, Stikeman, Goodmans and Bennett Jones re: Allergan claim and negotiated resolution of same;	0.5
21/01/19	David Bish	Review and comment on draft affidavit re: stay extension motion, and emails with Stikeman and Richter re: same; review and comment on draft claims letters to employee claimants, and further emails re: same with Goodman and Stikeman;	1.4
22/01/19	David Bish	Emails with Stikeman, A&M, Richter and company re: closing inventory report; emails with Stikeman and Richter re: status of employee claims resolution efforts; review updated claims tracker and emails with Richter, Goodmans, Stikeman and Bennett Jones re: same and further comments on same;	0.9
22/01/19	Adam Slavens	Reviewing information re CCAA claims; email correspondence with David Bish re same;	0.4
23/01/19	David Bish	Review and comment on draft Monitor's Report, and emails with Richter and Stikeman re: same; review and comment on revised letters to employees re: claims and form of release, and	2.7

**Re: Aralez Insolvency**

Invoice: 1459835

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		emails with Stikeman re: same; emails with Stikeman, Richter and Goodmans re: claims process / resolution of claims; review and comment on proposed form of Allergan release and emails with Stikeman re: same; emails with Stikeman re: stay extension hearing and procedural matters;	
23/01/19	Adam Slavens	Reviewing motion record re motion returnable January 30, 2019;	0.8
24/01/19	Adam Slavens	Reviewing motion record re motion returnable January 30, 2019; reviewing claims information; considering issues re same;	1.4
25/01/19	Adam Slavens	Reviewing monitor's report; finalizing same; coordinating service and filing of same; email correspondence with Richter team and David Bish re same;	2.4
25/01/19	David Bish	Emails with A. Slavens and Richter re: finalizing and serving Monitor's Seventh Report; emails from Stikeman re: letters to employees re: disputed claims; email from U.S. counsel re: status of U.S. proceedings;	0.4
28/01/19	Adam Slavens	Reviewing court materials re motion returnable January 30, 2019;	0.8
28/01/19	David Bish	Conference call with Stikeman, Goodmans and Richter re: claims resolution process, status of unresolved claims and next steps; emails with Richter and Stikeman re: status of claims resolution and letters to employees; email from Stikeman re: Factum (stay extension motion); email with court re: stay extension motion / materials; emails with M. Konyukhova and P. Patel re: shareholder inquiry; emails with Stikeman and Richter re: Computershare services;	2.6
29/01/19	David Bish	Draft response to shareholder inquiry, and obtain comments on same from Richter and Stikeman; finalize and send response to shareholder inquiry; prepare for stay extension hearing; emails with Richter re: employee claims resolution; emails with Stikeman re: stay extension hearing; emails with B. O'Neill re: status of proceedings;	2.8
29/01/19	Adam Slavens	Email correspondence with David Bish and Pritesh Patel re monitor's report; reviewing same:	0.2

**Re: Aralez Insolvency**

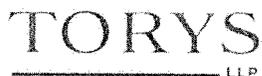
Invoice: 1459835

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
30/01/19	David Bish	Attend at court for stay extension hearing, and emails with service list re: issued order and endorsement; emails with Richter and Stikeman re: further resolution of employee claims, and emails with stakeholders (Nuvo / Deerfield) re: same; emails with S. Dukesz and M. Konyukhova re: draft response to disputed claim, and review and comment on same;	2.3
31/01/19	David Bish	Emails with Stikeman, Wilkie Farr and Aralez re: change of name, related filings and disclosure;	0.2

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	17.5	1,155.00	20,212.50
Adam Slavens	6.7	875.00	5,862.50
<b>TOTAL HOURS &amp; FEES</b>	<b>24.2</b>		<b>\$26,075.00</b>



79 Wellington St. W., 30th Floor  
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GST / HST Registration R119420685

February 7, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1459835  
Matter Number: 38115-2002  
Invoice Total: **\$29,857.05**

Please mail remittance to:

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Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
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West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

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Bank of America New York, NY USA  
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February 26, 2019

Invoice: 1461337  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending February 15, 2019 as described on the attached Schedule.

Fee		\$11,203.50
Disbursements Subject to Ontario - HST		
Laser Printing	\$20.02	
Process Servers	<u>65.00</u>	85.02
Ontario - HST		<u>1,467.51</u>
<b>Total</b>		<b><u>\$12,756.03</u></b>

**Re: Aralez Insolvency**

Invoice: 1461337

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
01/02/19	David Bish	Email from S. Dukesz re: status of employee claims;	0.1
03/02/19	David Bish	Email from C. Armstrong re: employee claims;	0.1
05/02/19	David Bish	Emails with M. Konyukhova re: U.S. Disclosure Statement and U.S. Plan, and review and comment on same, and emails with Richter re: same; emails with S. Dukesz, P. Patel and M. Konyukhova re: employee bonus claims, and review and comment on draft claims letters; emails with S. Dukesz and M. Konyukhova re: draft response to unresolved claim, and review revised claims letter;	2.3
07/02/19	David Bish	Call with S. Dukesz re: prospective resolution of employee claim;	0.2
08/02/19	David Bish	Email from S. Dukesz re: letter to claimant re: partial disallowance of claim; email from U.S. counsel re: status of U.S. proceedings;	0.2
10/02/19	David Bish	Email from S. Zweig re: status of claims process;	0.1
11/02/19	David Bish	Emails with Richter re: unresolved claims and continuing efforts to address same; emails with S. Zweig re: status of disputed claims; emails with S. Dukesz and M. Konyukhova re: employee bonus claims, and review and comment on revised form of release agreement; review updated claims tracker from P. Patel; review draft letter responding to shareholder claim, discuss with P. Patel and comment on draft letter and bifurcation of claim;	2.3
12/02/19	David Bish	Emails with S. Dukesz and M. Konyukhova re: responding to shareholder claim and revised letter re: same, and review and comment on same; emails with S. Zweig and C. Armstrong re: revised claims tracker, and emails with C. Armstrong et al. re: follow-up discussion re: unresolved claims; emails and call with S. Dukesz re: claims dispute process, request for court time and submission of Commercial List request form; emails with S. Dukesz and M. Konyukhova re: revised form of release for employee claimants, and review and finalize same; emails with S. Dukesz and M. Konyukhova re: settlement discussions re: unresolved claim; emails with P. Patel re: status of	2.6

**Re: Aralez Insolvency**

Invoice: 1461337

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
13/02/19	David Bish	claims and settlement discussions; Emails with S. Dukesz, claimant and P. Patel re: efforts to resolve outstanding shareholder claim; emails from U.S. counsel re: status of U.S. proceedings;	0.4
14/02/19	David Bish	Emails with S. Dukesz re: form of release for employee bonus claims; emails from S. Dukesz re: letters to claimants with unresolved claims; email and call with S. Dukesz et al. re: serving notices of motion re: disputed claims still unresolved and planning for dealing with same, including additional time afforded shareholder claimant to resolve claim;	1.4

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	9.7	1,155.00	11,203.50
<b>TOTAL HOURS &amp; FEES</b>	<b>9.7</b>		<b>\$11,203.50</b>



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GST / HST Registration R119420685

February 26, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1461337  
Matter Number: 38115-2002  
Invoice Total: **\$12,756.03**

Please mail remittance to:

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Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
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M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

March 7, 2019

Invoice: 1462369  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending February 28, 2019 as described on the attached Schedule.

Fee		\$10,741.50
Disbursements Subject to Ontario - HST		
Courier	\$(14.00)	
Laser Printing	<u>0.70</u>	(13.30)
Ontario - HST		<u>1,394.67</u>
<b>Total</b>		<b><u>\$12,122.87</u></b>

**Re: Aralez Insolvency**

Invoice: 1462369

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
15/02/19	David Bish	Emails with Stikeman re: notice of motion sent in respect of disputed claims, and briefly review same; emails from Aralez Canada and claimants re: resolution of employee claims and signed releases, and update Richter re: same; emails with P. Patel re: position of Monitor on claims resolution motions;	0.7
16/02/19	David Bish	Review email and letter from Canadian shareholder re: objections to Toprol-XL sale, and forward same to Richter;	0.2
17/02/19	David Bish	Emails with Stikeman re: negotiation of outstanding claim and revised position and next steps proposed by Aralez with respect to same;	0.2
19/02/19	David Bish	Emails from U.S. counsel re: status of U.S. proceedings and pending hearings;	0.1
20/02/19	David Bish	Emails with C. Armstrong et al. re: status of unresolved claims; emails with P. van Eyk and P. Patel re: shareholder letter and inquiry, and draft response to same, finalize with Richter and send to shareholder;	0.9
21/02/19	David Bish	Emails with S. Dukesz re: Monitor response to shareholder inquiry; emails with S. Dukesz re: resolution of additional outstanding claim, and advise Richter of same;	0.3
22/02/19	David Bish	Emails with S. Zweig, P. Siddiqui, M. Konyukhova and S. Dukesz re: timing and quantum of reserves / further distribution, and emails with P. Patel re: same; emails with Stikeman re: post-CCAA planning and status of potential litigation (disputed claims and working capital); emails with P. Patel, C. Armstrong, S. Zweig et al. re: claims tracker / status of unresolved claims; email from P. Patel re: remaining employee bonus claims; emails with C. Armstrong and S. Dukesz re: employee bonus claim;	1.0
25/02/19	David Bish	Emails with A. Taylor and P. Patel re: post-CCAA planning; emails with P. Patel, S. Zweig and P. Siddiqui re: calculation of reserves and further distributions; emails from C. Armstrong and S. Dukesz re: unresolved claims status;	1.6

**Re: Aralez Insolvency**

Invoice: 1462369

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
26/02/19	David Bish	Emails and conference call with Stikeman, Richter and A&M re: remaining funds, reserves and possible funds for further distribution, and follow-up calls and emails with C. Armstrong, S. Zweig and P. Siddiqui re: planned partial release of reserve; emails with C. Armstrong and P. Patel re: updated claims tracker / status of unresolved claims; conference call with Stikeman and Deerfield Canadian and U.S. counsel and Richter re: calculation of reserves and additional funds to be released; emails with Stikeman and Richter re: post-CCAA planning;	2.7
27/02/19	David Bish	Email with P. Patel re: further distribution, mechanics and working capital calculations and Nuvo reconciliation; emails with A. Taylor re: reserve calculation and preliminary working capital calculation amounts; emails with P. Patel, C. Armstrong and S. Dukesz re: unresolved claims and confirmations of claims withdrawals; emails with P. Patel and A. Taylor re: post-CCAA planning;	1.5
28/02/19	David Bish	Emails from U.S. counsel re: status of U.S. proceedings;	0.1

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	9.3	1,155.00	10,741.50
<b>TOTAL HOURS &amp; FEES</b>	<b>9.3</b>		<b>\$10,741.50</b>



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March 7, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1462369  
Matter Number: 38115-2002  
Invoice Total: **\$12,122.87**

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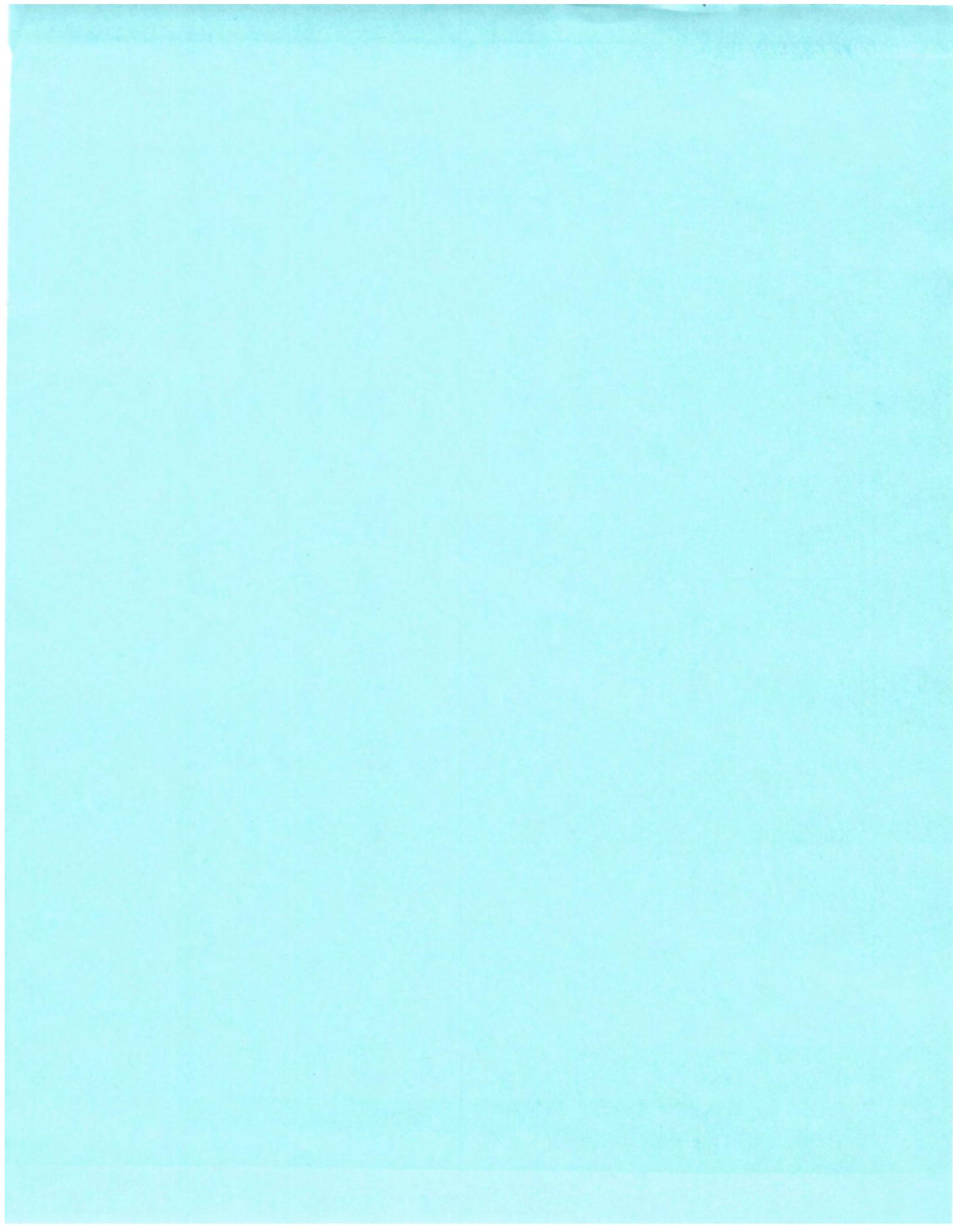
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Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





79 Wellington St. W., 30th Floor  
Box 270, TD South Tower  
Toronto, Ontario M5K 1N2 Canada  
P. 416.865.0040 | F. 416.865.7380  
www.torys.com  
GST / HST Registration R119420685

April 1, 2019

Invoice: 1464985  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending March 15, 2019 as described on the attached Schedule.

Fee	\$9,702.00
Disbursements Subject to Ontario - HST	
Agents Fees	800.00
Disbursements Not Subject to Tax	
Agents Fees (Non-Taxable)	6,670.54
Ontario - HST	<u>1,365.26</u>
<b>Total</b>	<b><u>\$18,537.80</u></b>

**Re: Aralez Insolvency**

Invoice: 1464985

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
01/03/19	David Bish	Emails with Stikeman re: resolution of shareholder claim; emails with S. Zweig re: planned further distribution; emails with P. Patel re: reserve calculation and additional funds to be distributed, and update A. Taylor re: same;	0.7
03/03/19	David Bish	Emails with S. Zweig, A. Taylor and P. Siddiqui re: further distribution status;	0.2
04/03/19	David Bish	Emails with A. Taylor re: planning for further distribution and status of working capital adjustment calculations; emails with C. Armstrong and A. Taylor re: calculation of reserve amounts to be distributed; emails with P. Patel re: working capital adjustment calculations and Nuvo request;	0.8
05/03/19	David Bish	Emails with P. Patel re: late-filed claim by Ministry of Health and review same; emails with Richter, Stikeman and Goodmans re: response to claim;	0.8
06/03/19	David Bish	Emails and call with A. Taylor re: Aralez Ireland wind-down and proposed transfer of Canadian intercompany receivable, and review Initial CCAA Order and Distribution Order re: same; emails with all parties re: release of reserve funds and distribution to Deerfield and completion of same; emails and conference call with C. Armstrong, A. Taylor, P. Patel et al. re: late-filed claim of Ministry of Long Term Health, and response to same; emails from C. Armstrong re: claims resolution status;	1.7
07/03/19	David Bish	Call and emails with P. Patel re: proposed transfer of receivable to Aralez Ireland, and further emails re: same with A. Taylor; emails with A. Taylor re: planning for next court attendance and agenda;	0.8
08/03/19	David Bish	Emails from U.S. counsel re: status of U.S. proceedings;	0.1
12/03/19	David Bish	Emails with A. Taylor and P. Patel re: cash flow forecast and stay extension; emails with C. Armstrong re: unresolved claims status update; emails from P. Patel et al. re: new late-filed proof of claim and next steps in dealing with same; emails with A. Slavens re: Delaware opinion; email from E. Weizel re: proposed treatment of D&O claims in Nuvo closing statement, and review draft	0.7

**Re: Aralez Insolvency**

Invoice: 1464985

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
13/03/19	David Bish	letter re: same; Emails with C. Armstrong, A. Taylor and P. Patel re: treatment of D&O claims in Nuvo closing statement and comments on draft letter re: same, and review further draft letter from C. Armstrong;	0.8
14/03/19	David Bish	Emails with C. Armstrong, S. Dukesz et al. re: finalizing Nuvo letter dealing with D&O claims for closing statement, and further emails re: execution of letter agreement and exchange of signature pages; emails with S. Zweig and A. Taylor re: status of working capital reconciliation; email from S. Dukesz re: draft stay extension court materials;	0.8
15/03/19	David Bish	Review and comment on draft stay extension materials and transfer of intercompany claims, and emails with A. Taylor, P. Patel et al. re: same; emails with C. Wilson, M. MacKenzie, S. Subramanian et al. re: Nuvo closing date statement, and review same;	1.0

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Bish	8.4	1,155.00	9,702.00
<b>TOTAL HOURS &amp; FEES</b>	<b>8.4</b>		<b>\$9,702.00</b>



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www.torys.com  
GST / HST Registration R119420685

April 1, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1464985  
Matter Number: 38115-2002  
Invoice Total: **\$18,537.80**

Please mail remittance to:

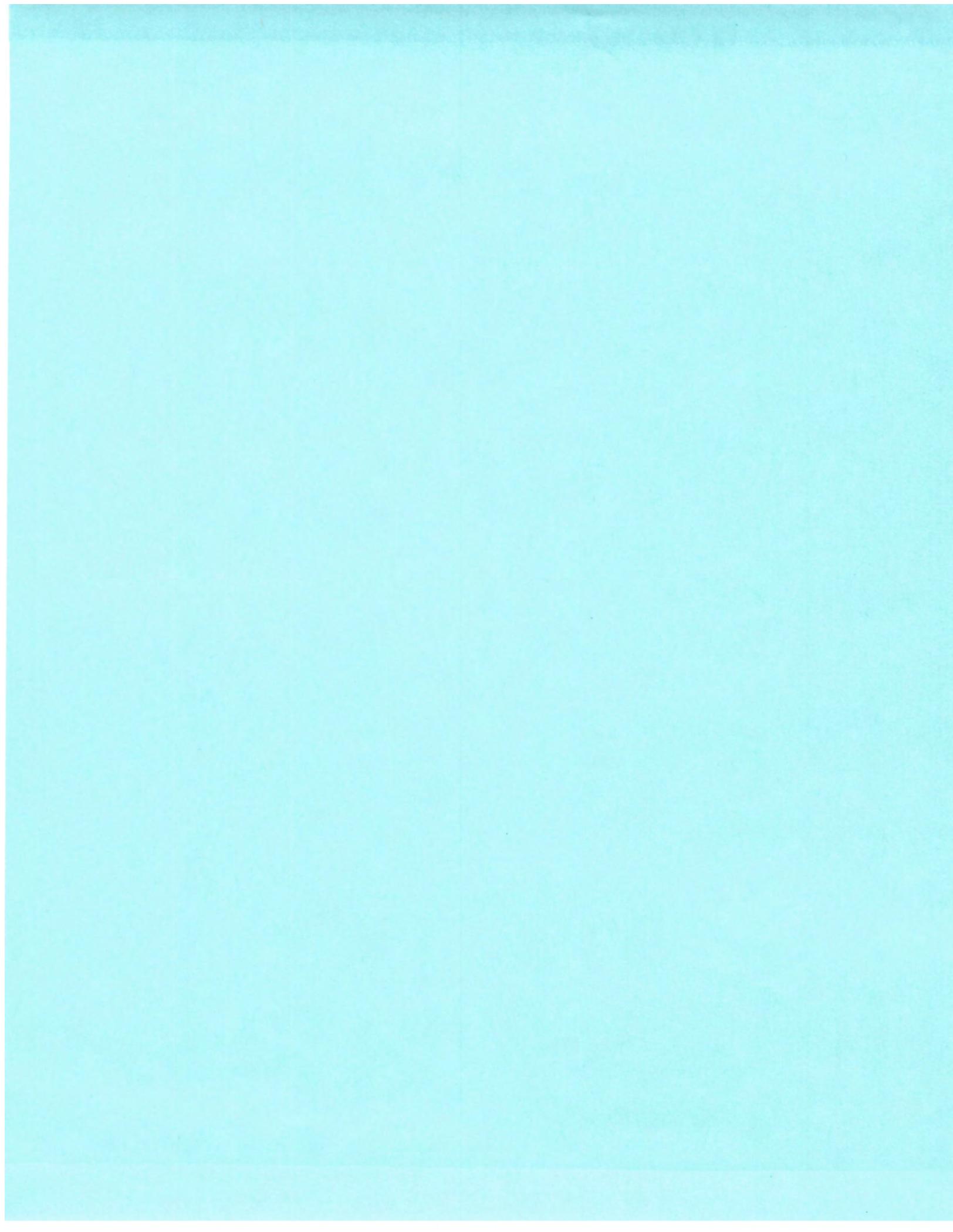
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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www.torys.com  
GST / HST Registration R119420685

April 8, 2019

Invoice: 1465522  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending March 31, 2019 as described on the attached Schedule.

Fee		\$16,352.00
Disbursements Subject to Ontario - HST		
Copies	\$0.98	
Courier	40.75	
Laser Printing	34.58	
PS Filing - Civil	35.00	
Taxi & Travel (Out of Town)	<u>8.93</u>	120.24
Ontario - HST		<u>2,141.39</u>
<b>Total</b>		<b><u>\$18,613.63</u></b>

**Re: Aralez Insolvency**

Invoice: 1465522

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
18/03/19	David B. Bish	Emails with A. Taylor, S. Zweig and S. Dukesz re: Nuvo working capital statement and next steps; call and emails with P. Patel re: working capital statement and next steps; call with A. Taylor re: Deerfield, stay extension length and cash flow forecast; email from S. Dukesz re: revised stay extension motion, and review and comment on same;	1.5
19/03/19	David B. Bish	Emails with P. Patel re: stay extension motion and length of stay extension, cash flow forecast and Deerfield concerns; calls with S. Zweig re: Deerfield request for additional release of reserve funds; email and call with P. Patel re: same; email from P. Patel re: draft Eight Report of the Monitor, and review and comment on same;	2.2
20/03/19	David B. Bish	Emails with P. Patel re: draft Monitor's Eighth Report, and emails with Stikeman re: comments on same; emails with Stikeman and Richter re: Deerfield request for further release of reserve funds and availability for same, and re: status of Nuvo working capital reconciliation; email from Stikeman re: service of motion record (stay extension); call with P. Patel re: cash flow forecast and reserves calculation;	1.6
21/03/19	David B. Bish	Finalize and serve Monitor's Eighth Report;	0.5
21/03/19	Adam Slavens	reviewing monitor's report; coordinating service and filing of same; email correspondence with Richter team re same,	1.0
25/03/19	David B. Bish	Email from S. Dukesz re: factum and book of authorities re; assignment of intercompany claims, and briefly review same; email from A. Taylor re: updated reserve calculation;	0.3
26/03/19	David B. Bish	Emails with A. Taylor, P. Patel and S. Dukesz re: reserve calculation, potential further distribution and requirements of escrow agreement for release of funds, and call with S. Zweig and A. Taylor re: same; emails with Richter and Stikeman re: late-filed claims; emails with P. Patel re: status of Moelis reserve amount;	1.3
27/03/19	David B. Bish	Emails with A. Taylor, S. Zweig and P. Patesh re:	3.6

**Re: Aralez Insolvency**

Invoice: 1465522

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
28/03/19	David B. Bish	proposed distribution of escrow funds to Deerfield; emails with A&M, Stikeman and Richter re: A&M review of working capital statement from Nuvo and comments on same, and review spreadsheets re: same and conference call with A&M, Stikeman and Richter to review same and plan next steps; emails and call with P. Patel re: reporting to Deerfield on reserve calculations and funds potentially available for distribution, and finalize and send email to S. Zweig re: same;	2.3
30/03/19	David B. Bish	Prepare for and attend at court for hearing (stay extension / assignment of inter-company claims), and email from company counsel re: circulation of endorsement and order;	0.1

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David B. Bish	13.4	1,155.00	15,477.00
Adam Slavens	1.0	875.00	875.00
<b>TOTAL HOURS &amp; FEES</b>	<b>14.4</b>		<b>\$16,352.00</b>



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www.torys.com  
GST / HST Registration R119420685

April 8, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1465522  
Matter Number: 38115-2002  
Invoice Total: **\$18,613.63**

Please mail remittance to:

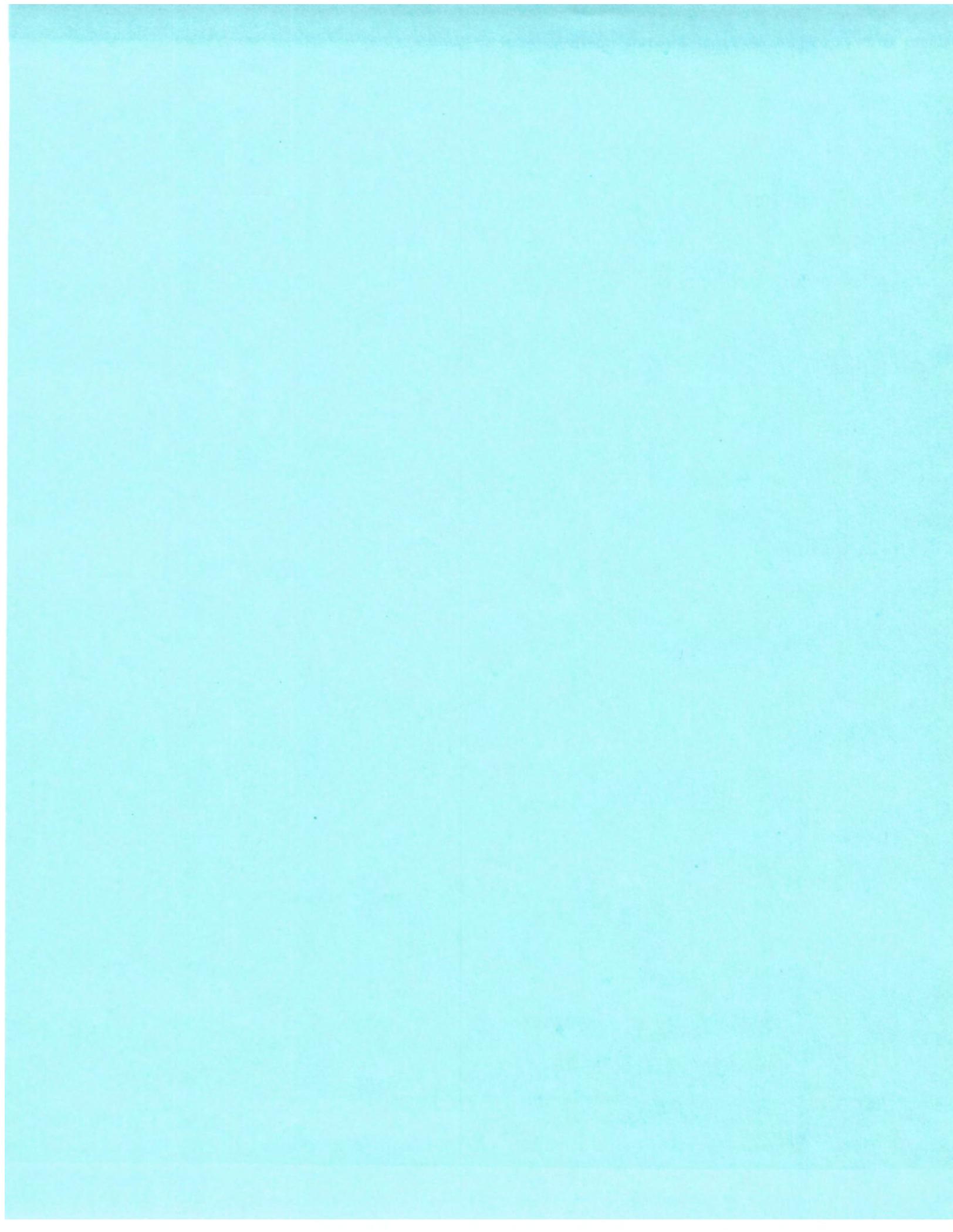
Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593





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www.torys.com  
GST / HST Registration R119420685

April 18, 2019

Invoice: 1466571  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending April 15, 2019 as described on the attached Schedule.

Fee	\$3,927.00
Disbursements Subject to Ontario - HST	
Laser Printing	0.70
Ontario - HST	<u>510.60</u>
<b>Total</b>	<b><u>\$4,438.30</u></b>

**Re: Aralez Insolvency**

Invoice: 1466571

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
01/04/19	David B. Bish	Emails with A. Taylor, S. Zweig and P. Patel re: escrow funds and Nuvo refusal to consent to release of same; emails with S. Subramanian et al. re: follow-up discussion on objection notice;	0.3
02/04/19	David B. Bish	Follow-up call with Richter, A&M, Stikeman and company re: working capital adjustment calculations and open items in dispute with Nuvo; emails with S. Zweig, P. Patel, A. Taylor and S. Dukesz re: Moelis claims; emails with S. Dukesz re: Nuvo claim and proposed draft letter re: same; email from P. Patel re: shareholder claim;	1.9
03/04/19	David B. Bish	Email from M. MacKenzie re: support for dispute notice, and briefly review same; emails with S. Dukesz and M. MacKenzie re: finalizing form of letter re: treatment of Nuvo claim; email from A. Taylor re: shareholder claim and handling of late-filed claims;	0.5
04/04/19	David B. Bish	Email from G. Volman re: compiled Nuvo dispute notice;	0.1
08/04/19	David B. Bish	Emails with A. Taylor, S. Zweig, P. Patel and M. MacKenzie re: Nuvo closing date dispute / procedure for dealing with same;	0.2
15/04/19	David B. Bish	Emails with S. Dukesz, A. Taylor and P. Patel re: CCAA termination motion, and emails and call with P. Patel re: timing of CCAA termination and status of Nuvo working capital resolution;	0.4

**Lawyer Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David B. Bish	3.4	1,155.00	3,927.00
<b>TOTAL HOURS &amp; FEES</b>	<b>3.4</b>		<b>\$3,927.00</b>



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GST / HST Registration R119420685

April 18, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1466571  
Matter Number: 38115-2002  
Invoice Total: **\$4,438.30**

Please mail remittance to:

Torys LLP  
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Toronto, Ontario M5K 1N2  
Canada

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Bank of America New York, NY USA  
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ABA 026 009 593





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www.torys.com  
GST / HST Registration R119420685

May 2, 2019

Invoice: 1467962  
Matter: 38115-2002

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

**Re: Aralez Insolvency**

To Professional Services Rendered, for the period ending April 30, 2019 as described on the attached Schedule.

Fee	\$9,489.00
Disbursements Subject to Ontario - HST	
Laser Printing	5.32
Ontario - HST	<u>1,234.26</u>
<b>Total</b>	<b><u>\$10,728.58</u></b>

**Re: Aralez Insolvency**

Invoice: 1467962

**Time Summary**

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
16/04/19	David B. Bish	Emails from A. Taylor and S. Zweig re: status of DIP Agreement; emails with C. Armstrong, A. Taylor, P. Patel and S. Dukesz re: claims status and updated claims tracker; emails with A. Taylor, S. Dukesz and P. Patel re: status of Nuvo working capital resolution; emails with S. Dukesz et al. re: scheduling of CCAA termination motion; email from S. Subramanian re: status of Nuvo working capital resolution;	0.8
17/04/19	David B. Bish	Emails with M. MacKenzie, S. Subramanian, A. Taylor et al. re: objection notice, timeline, steps and Nuvo working capital reconciliation; emails with S. Dukesz and court office re: scheduling of CCAA termination motion, and confirm same with P. Patel; emails with C. Armstrong, A. Taylor and S. Zweig re: working capital adjustment spreadsheet and calculations; email from S. Dukesz re: withdrawal of D&O claims;	0.9
23/04/19	David B. Bish	Email from A. Taylor re: working capital spreadsheet;	0.1
24/04/19	David B. Bish	Email from M. MacKenzie re: working capital dispute and FX adjustment; emails from A. Taylor re: Nuvo response to Dispute Notice and revised offer to settle, and review same;	0.4
25/04/19	Lily E. Coodin	Drafting court documents re: fee approval;	1.8
26/04/19	David B. Bish	Review and comment on draft order and affidavit (CCAA termination motion), and call with P. Patel re: same; emails with all parties re: Nuvo working capital reconciliation and discuss same with P. Patel;	1.3
29/04/19	David B. Bish	Review and revise fee approval affidavit, and discussion with L. Coodin re: same; email from S. Dukesz re: preparation for bankruptcy filing; email from A. Taylor re: NuQuest warehousing issue; email from A. Taylor et al. re: payment of Moelis fee;	1.1
30/04/19	David B. Bish	Conference call with Deerfield Canadian, U.S. counsel, A. Taylor, M. MacKenzie and P. Patel re: Moelis fee, pending CCAA termination motion, release of charges and related matters; call with A.	2.4

**Re: Aralez Insolvency**

Invoice: 1467962

**Time Summary**

---

<b>Date</b>	<b>Lawyer</b>	<b>Narrative</b>	<b>Hours</b>
		Taylor re: Nuvo working capital unresolved items and CCAA termination motion; emails with P. Patel re: status and CCAA termination motion and remaining workstreams; emails and discussion with L. Coodin re: affidavit in support of fees; review and revise schedules to fee affidavit; call with P. Patel re: open items for CCAA termination, and email A. Taylor, S. Dukesz and P. Patel re: same; emails with Richter, Stikeman and Deerfield Canadian and U.S. counsel re: estimate of Moelis fee, allocation to Canada and reserve for same;	

**Lawyer Summary**

---

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David B. Bish	7.0	1,155.00	8,085.00
Lily E. Coodin	1.8	780.00	1,404.00
<b>TOTAL HOURS &amp; FEES</b>	<b>8.8</b>		<b>\$9,489.00</b>



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www.torys.com  
GST / HST Registration R119420685

May 2, 2019

Aralez Pharmaceuticals Inc. Aralez Pharmaceuticals Canada Inc.  
7100 West Credit Avenue, Suite 101  
Mississauga, ON  
L5N 0E4

Invoice Number: 1467962  
Matter Number: 38115-2002  
Invoice Total: **\$10,728.58**

Please mail remittance to:

Torys LLP  
79 Wellington Street West, Suite 3000  
Box 270, TD Centre  
Toronto, Ontario M5K 1N2  
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	5364535
M5K 1A2	Account (USD):	7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA  
Bank Swift Code BOFAUS3N  
ABA 026 009 593



TABB

**This is Exhibit "B" referred to in the  
Affidavit of Lily Coodin  
sworn before me, this 3rd  
day of May, 2019.**

  
\_\_\_\_\_  
**A Commissioner, etc.**

**TORYS LLP  
ACCOUNT SUMMARY**

**(July 6, 2018 – April 30, 2019)**

<b>Invoice No.</b>	<b>Invoice Date</b>	<b>Total Hours</b>	<b>Fees</b>	<b>Disbursements</b>	<b>HST</b>	<b>Invoice Total</b>
1442928	August 20, 2018	0.5	555.00	0	72.15	627.15
1444727	September 7, 2018	139.8	138,732.00	725.19	18,109.71	157,566.90
1445761	September 24, 2018	30.7	30,204.00	15.23	3,928.50	34,147.73
1447225	October 9, 2018	44.8	45,663.00	289.88	5,949.76	51,902.64
1448924	October 25, 2018	52.3	50,728.50	210.11	6,622.02	57,560.63
1450536	November 7, 2018	31.9	29,898.00	190.10	3,911.45	33,999.55
1452496	November 28, 2018	46.9	48,838.50	172.48	6,371.43	55,382.41
1454612	December 17, 2018	34.5	36,271.50	258.87	4,748.95	41,279.32
1456540	January 4, 2019	69.5	71,074.50	10,577.57	10,614.77	92,266.84
1457157	January 16, 2019	37.7	38,330.00	487.41	5,046.26	43,863.67
1458185	January 28, 2019	9.4	10,101.00	5.85	1,313.89	11,420.74
1459835	February 7, 2019	24.2	26,075.00	347.17	3,434.88	29,857.05
1461337	February 26, 2019	9.7	11,203.50	85.02	1,467.51	12,756.03
1462369	March 7, 2019	9.3	10,741.50	(13.30)	1,394.67	12,122.87
1464985	April 1, 2019	8.4	9,702.00	7,470.54	1,365.26	18,537.80
1465522	April 8, 2019	14.4	16,352.00	120.24	2,141.39	18,613.63
1466571	April 18, 2019	3.4	3,927.00	0.70	510.60	4,438.30
1467962	May 2, 2019	8.8	9,489.00	5.32	1,234.26	10,728.58
<b>Total</b>		<b>576.20</b>	<b>587,886.00</b>	<b>20,948.38</b>	<b>78,237.46</b>	<b>687,071.84</b>



TABC

**This is Exhibit "C" referred to in the  
Affidavit of Lily Coodin  
sworn before me, this 3<sup>rd</sup>  
day of May, 2019.**



\_\_\_\_\_  
**A Commissioner, etc.**

**TORYS LLP  
PERSONNEL SUMMARY**

**(July 6, 2018 – April 30, 2019)**

<b>Staff</b>	<b>Title/Year of Call</b>	<b>Total Hours</b>	<b>Hourly Rate (\$CDN)</b>	<b>Amount Billed (\$CDN)</b>
David Bish	Partner/1999	322.5 (2018)	\$1,110.00	\$357,975.00
		75.4 (2019)	\$1,155.00	\$87,087.00
Adam Slavens	Partner/Associate/2007	139.2 (2018)	\$825.00	\$114,840.00
		10.4 (2019)	\$875.00	\$9,100.00
Lily Coodin	Senior Associate/2012	6.5 (2018)	\$750.00	\$4,875.00
		1.8 (2019)	\$780.00	\$1,404.00
Edward Fan	Partner/2002	4.1	\$900.00	\$3,690.00
Isia Di Paolo	Compliance Clerk (Corporate)	3.9	180.00	702.00
Darien Leung	Partner/1996	6.8	\$900.00	\$6,120.00
Jon Silver	Associate/2016	4.2	\$395.00	\$1,659.00
Craig Gilchrist	Articling Student	1.4	\$310.00	\$434.00
<b>Total Fees (excludes disbursements and HST)</b>		<b>576.2</b>		<b>\$587,886.00</b>

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF OLD API WIND-DOWN LTD.**

Court File No. CV-18-603054-00CL

Applicant

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
Proceeding commenced at TORONTO

**AFFIDAVIT OF**  
**LILY COODIN**  
**(Sworn May 3, 2019)**

**TORYS LLP**  
79 Wellington St. W., Suite 3000  
Box 270, TD Centre  
Toronto, ON M5K 1N2  
Tel: 416.865.0040  
Fax: 416.865.7380

**David Bish** (LSO#: 41629A)  
Email: [dbish@torys.com](mailto:dbish@torys.com)  
**Adam M. Slavens** (LSO#: 54433J)  
Email: [aslavens@torys.com](mailto:aslavens@torys.com)

Lawyers for Richter Advisory Group Inc.,  
in its capacity as Monitor of Aralez  
Pharmaceuticals Inc.