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Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: :
Aralez Pharmaceuticals US Inc., <u>et al.</u> , ¹	: Case No. 18-12425 (MG)
	: :
Debtors.	: (Jointly Administered)
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NOTICE OF DEBTORS’ MOTION FOR ORDER: (A) APPROVING DISCLOSURE STATEMENT; (B) ESTABLISHING DATE OF CONFIRMATION HEARING; (C) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT PLAN, INCLUDING: (I) APPROVING FORM AND MANNER OF SOLICITATION PACKAGES, (II) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING, (III) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES, (IV) APPROVING FORMS OF BALLOTS, (V) ESTABLISHING DEADLINE FOR RECEIPT OF BALLOTS, AND (VI) APPROVING PROCEDURES FOR VOTE TABULATIONS; (D) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; AND (E) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that a hearing (the “**Disclosure Statement Hearing**”)

will be held before the Honorable Martin Glenn of the United States Bankruptcy Court for the

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

Southern District of New York (the “**Bankruptcy Court**”) on **March 7, 2019 at 11:00 a.m.** (**prevailing Eastern Time**), or as soon thereafter as counsel may be heard, in Courtroom 523, One Bowling Green, New York, New York 10004, to consider the annexed motion (the “**Motion**”) of the debtors and debtors in possession in the above-captioned cases other than Aralez Pharmaceuticals Trading DAC (collectively, excluding Aralez Pharmaceuticals Trading DAC, the “**Debtors**”) for an order:

- (a) approving the *Disclosure Statement for Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 476] (as may be amended, modified and/or supplemented from time to time, the “**Disclosure Statement**”);
- (b) establishing the date of the hearing to consider confirmation of the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 475] (as may be amended, modified and/or supplemented from time to time, the “**Plan**”) (the “**Confirmation Hearing**”);
- (c) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, including: (i) approving the form and manner of the solicitation packages to be sent to parties in interest in these cases, (ii) approving the form and manner of the notice of Confirmation Hearing, (iii) establishing a voting record date and approving procedures for distributing solicitation packages, (iv) approving the forms of ballots, (v) establishing the deadline for the receipt of ballots, and (vi) approving procedures for tabulating acceptances and rejections of the Plan;
- (d) establishing the deadline and procedures for filing objections to confirmation of the Plan; and
- (e) granting related relief.

PLEASE TAKE FURTHER NOTICE that the Disclosure Statement and the Plan are on file with the Clerk of the Bankruptcy Court, and copies of the same may be obtained by parties in interest free of charge on the website of the Debtors’ claims and balloting agent, Prime Clerk LLC, at <http://cases.primeclerk.com/aralez>. Copies of the Disclosure Statement and Plan are also available for inspection during regular business hours at the Office of the Clerk of

the Bankruptcy Court, One Bowling Green, New York, New York 10004. In addition, you may obtain copies of the Disclosure Statement and Plan by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Motion must: (a) be made in writing; (b) state with particularity the grounds therefor (and, if an objection is to the adequacy of the information contained in the Disclosure Statement, include proposed language that the objecting party would request to be included in the proposed resolution of such objection); (c) be filed with the Bankruptcy Court with a hard copy delivered to the Judge's Chambers; and (d) be served upon: (i) Aralez Pharmaceuticals US Inc., P.O. Box 329003, Brooklyn, NY 11232 (Attn: Christopher Freeland, Esq.); (ii) counsel to the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Esq., Robin Spigel, Esq. and Debra C. McElligott, Esq.); (iii) counsel to the lenders under the Debtors' debtor-in-possession financing facility and under the Debtors' prepetition secured credit agreement, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, IL 60661 (Attn: Peter A. Siddiqui, Esq.) and Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq.); (iv) counsel to the U.S. Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (v) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. and Howard S. Steel, Esq.), so as to be received no later than **March 5, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE THAT IF ANY OBJECTION TO THE DISCLOSURE STATEMENT OR THE MOTION IS NOT FILED AND SERVED

AS PROVIDED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM ASSERTING SUCH OBJECTION AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING. IF NO RESPONSES OR OBJECTIONS ARE RECEIVED BY THE OBJECTION DEADLINE, THE RELIEF REQUESTED IN THE MOTION MAY BE GRANTED WITHOUT FURTHER NOTICE OR A HEARING.

PLEASE TAKE FURTHER NOTICE that notwithstanding the foregoing, potential objectors to the adequacy of the information contained in the Disclosure Statement are encouraged, but not required, to contact Willkie Farr & Gallagher LLP, counsel to the Debtors, at (212) 728-8000, prior to the submission of an objection, to permit possible consensual resolution of any concerns that otherwise would be raised in an objection.

PLEASE TAKE FURTHER NOTICE that you need not appear at the Disclosure Statement Hearing if you do not object to the relief requested in the Motion.

PLEASE TAKE FURTHER NOTICE that the Disclosure Statement Hearing may be adjourned from time to time in open court or by the Debtors filing a notice with the Bankruptcy Court.

Dated: February 5, 2019
New York, New York

WILLKIE FARR & GALLAGHER LLP
*Counsel for the Debtors and
Debtors in Possession*

By: /s/ Paul V. Shalhoub

Paul V. Shalhoub

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
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Aralez Pharmaceuticals US Inc., <u>et al.</u> , ¹	: Case No. 18-12425 (MG)
	: :
Debtors.	: (Jointly Administered)
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DEBTORS’ MOTION FOR ORDER: (A) APPROVING DISCLOSURE STATEMENT; (B) ESTABLISHING DATE OF CONFIRMATION HEARING; (C) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT PLAN, INCLUDING: (I) APPROVING FORM AND MANNER OF SOLICITATION PACKAGES, (II) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING, (III) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES, (IV) APPROVING FORMS OF BALLOTS, (V) ESTABLISHING DEADLINE FOR RECEIPT OF BALLOTS, AND (VI) APPROVING PROCEDURES FOR VOTE TABULATIONS; (D) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; AND (E) GRANTING RELATED RELIEF

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases other than Aralez Pharmaceuticals Trading DAC (“**Trading DAC**”) (collectively, excluding Trading DAC, the “**Debtors**”) submit this motion (the “**Motion**”), pursuant to sections 105, 363, 1125 and 1126 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002, 3016, 3017 and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 3017-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for the entry of an order, substantially in the form attached hereto as Exhibit 1 (the “**Disclosure Statement Order**”): (a) approving the *Disclosure Statement for Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified and/or supplemented from time to time, the “**Disclosure Statement**”); (b) establishing the date of the hearing (the “**Confirmation Hearing**”) regarding confirmation of the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified and/or supplemented from time to time, the “**Plan**”);² (c) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, including: (i) approving the form and manner of the solicitation packages to be sent to parties in interest in these cases, (ii) approving the form and manner of notice of the Confirmation Hearing, (iii) establishing a voting record date and approving procedures for distributing solicitation packages, (iv) approving the forms of ballots, (v) establishing the deadline for the receipt of ballots, and (vi) approving procedures for tabulating acceptances and rejections of the Plan; (d) establishing the deadline and procedures for filing objections to confirmation of the Plan; and (e) granting related relief. In support of the Motion, the Debtors respectfully represent as follows:

² Capitalized terms not otherwise defined herein have the meanings given to them in the Plan.

PRELIMINARY STATEMENT

1. The Debtors commenced these chapter 11 cases to effectuate sales of substantially all of their assets in a manner designed to maximize value for their creditors. Following the Petition Date, the Debtors and their advisors conducted a substantial effort to market the Debtors' assets. Since then, the Debtors have successfully consummated the sale of their Vimovo[®]-related assets and have entered into an asset purchase agreement and filed a motion to sell their Fibracor[®]-related assets.³

2. The Debtors' prepetition lenders, Deerfield Partners L.P. and Deerfield Private Design Fund III, L.P. (collectively, "**Deerfield**") and the Official Committee of Unsecured Creditors (the "**Committee**") have worked to resolve their issues in these cases, including as they pertain to the sales of the Debtors' and Trading DAC's core assets. The Committee and Deerfield have agreed that \$3.75 million in cash from the proceeds of the Vimovo-related asset sale need not be paid over to Deerfield, with the intent that \$3.5 million later be distributed *pro rata* to holders of unsecured claims through the Plan and \$250,000 be distributed through the Plan to holders of Allowed Priority Non-Tax Claims (the "**Committee Settlement**").⁴

3. The Debtors' next step is to seek approval of the Disclosure Statement and solicit votes on the Plan, the intent of which, among other things, is to implement the Committee

³ Trading DAC, which is not a Debtor for the purposes of the Plan, is the seller of Toprol-XL[®] and its authorized generic (the "**Toprol-XL Franchise**"). A hearing on the proposed sale of the Toprol-XL Franchise is scheduled to commence on February 20, 2019.

⁴ Pursuant to the terms of the *Stipulation Regarding the Committee's Challenge Rights and Supplemental DIP Budget Funding* [Docket No. 463] (the "**Stipulation**"), the Committee Settlement is subject to termination by either the Committee or Deerfield if the GUC Distribution Fund (as defined therein) is not likely to be distributed to holders of allowed general unsecured claims in a form, manner, and time reasonably acceptable to either the Committee, Deerfield and/or the Debtors and approved by the Court. See Stipulation at ¶ 2.

Settlement and confirm a plan for all debtors other than Trading DAC. The Debtors have scheduled the hearing on this Motion for March 7, 2019 and, if the Motion is granted, the Debtors intend to promptly commence solicitation on the Plan.

BACKGROUND

4. On August 10, 2018 (the “**Petition Date**”), each of the Debtors and Trading DAC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors and Trading DAC are continuing in the possession of their respective properties and the management of their business as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. These chapter 11 cases have been consolidated for procedural purposes only.

5. On August 27, 2018, the United States Trustee for Region 2 appointed the Committee. As of the date hereof, no trustee or examiner has been appointed in any of the Debtors’ or Trading DAC’s cases.

6. Also on the Petition Date, Old API Wind-down Ltd., f/k/a Aralez Pharmaceuticals Inc., the direct or indirect parent company of the Debtors and Trading DAC (the “**Parent**”), and the Debtors’ affiliate, Aralez Pharmaceuticals Canada Inc. (“**Aralez Canada**,” and together with the Parent, the “**Canadian Debtors**”)⁵ commenced plenary restructuring proceedings in the Ontario Superior Court of Justice (Commercial List) under the *Companies’ Creditors Arrangement Act* (the “**CCAA Proceedings**”). On December 31, 2018, Aralez Canada closed its going concern sale. As a result, the CCAA Proceedings as to Aralez Canada have now been concluded. As of the date hereof, no restructuring proceedings for the Canadian Debtors were or have been filed in the United States, nor are the Debtors or Trading DAC subject to any foreign insolvency proceedings.

⁵ The Debtors and the Canadian Debtors are referred to herein as the “**Company**.”

7. The events leading up to the Petition Date are set forth in the *Declaration of Michael Kaseta in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 4] (the “**First Day Declaration**”), which was filed with the Court on the Petition Date.

8. Concurrently herewith, the Debtors filed the Plan and the Disclosure Statement with this Court, and also filed and caused to be served a notice of hearing to consider the adequacy of the Disclosure Statement (the “**Disclosure Statement Notice**”). On October 23, 2018, this Court entered an order [Docket No. 199] (the “**Bar Date Order**”) setting November 29, 2018 as the last date that parties in interest other than governmental units (as defined in section 101(27) of the Bankruptcy Code) and holders of Administrative Expense Claims under Section 3.02 of the Plan are permitted to timely file proofs of claim in these cases (the “**Bar Date**”). The Bar Date Order also set February 6, 2019 as the last date that governmental units are permitted to timely file proofs of claim in these cases (the “**Governmental Unit Bar Date**”).⁶

JURISDICTION

9. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The predicates for the relief sought herein are sections 105, 363, 1125 and 1126 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017 and 3020 and Local Rule 3017-1.

⁶ All bar dates for filing proofs of claim were tolled with respect to the United States and its agencies during the federal government shutdown and were extended for 34 days, which is the number of calendar days between December 22, 2018 and January 25, 2019 (the date the President signed into law a budget appropriation that restored funding to the U.S. and its executive branches). See General Order M-527, dated December 26, 2018. Accordingly, the Governmental Unit Bar Date with respect to the United States and its agencies is presently March 12, 2019.

RELIEF REQUESTED

10. By this Motion, the Debtors respectfully request entry of an order:

- (a) approving the Disclosure Statement as containing “adequate information” as that term is defined in section 1125(a)(1) of the Bankruptcy Code; (b) establishing the date of the hearing regarding confirmation of the Plan; (c) establishing procedures for solicitation and tabulation of votes to accept or reject the Plan, including (i) approving the form and manner of the solicitation packages, (ii) approving the form and manner of notice of the Confirmation Hearing, (iii) establishing a voting record date and approving procedures for distributing solicitation packages, (iv) approving the forms of ballots, substantially in the forms annexed to the Disclosure Statement Order as Exhibits B-1 and B-2, (v) establishing the deadline for the receipt of ballots, and (vi) approving procedures for tabulating acceptances and rejections of the Plan; (d) establishing the deadline and procedures for filing objections to confirmation of the Plan; and (e) granting related relief.

11. Below is a table setting forth the Debtors’ proposed dates relating to voting and confirmation of the Plan:

Proposed Timetable	
Voting Record Date	March 7, 2019
Solicitation Mailing Date	March 13, 2019
Deadline to Publish Confirmation Hearing Notice	March 13, 2019
Deadline for Filing Plan Supplement and Proposed Confirmation Order	April 3, 2019
Voting Deadline	April 10, 2019 at 4:00 p.m.
Deadline to Object to Confirmation	April 10, 2019 at 4:00 p.m.
Deadline to Submit Voting Certification	April 15, 2019

Reply Deadline	April 17, 2019 at 4:00 p.m.
Confirmation Hearing	May 6, 2019 at 10:00 a.m. ⁷

BASIS FOR RELIEF

I. Approval of the Disclosure Statement

12. Section 1125(b) of the Bankruptcy Code requires that, at the time of or before a debtor commences soliciting acceptances with respect to a chapter 11 plan, the debtor must provide holders of claims against and equity interests in such debtor with the plan and a written disclosure statement which has been approved by the court as containing “adequate information.” In that regard, section 1125(a)(1) of the Bankruptcy Code provides, in pertinent part, that:

“adequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan. . . .

11 U.S.C. § 1125(a)(1). Thus, a debtor’s disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders entitled to vote on the plan. See In re Momentum Mfg. Corp., 25 F.3d 1132, 1136 (2d Cir. 1994); see also Kirk v. Texaco, Inc., 82 B.R. 678, 681 (S.D.N.Y. 1988); In re Ashley River Consulting, No. 14-13406, 2015 WL 6848113 at *7 (Bankr. S.D.N.Y. Nov. 6, 2015) (“[A] disclosure statement is intended to be a source of factual information upon which one can make an informed judgment about a reorganization plan, and not an advertisement or a

⁷ Subject to court availability.

sales brochure.”) (internal quotation marks omitted); In re Adelpia Commc’ns Corp., 352 B.R. 592, 600 (Bankr. S.D.N.Y. 2006) (noting that “an adequate disclosure determination requires a bankruptcy court to find not just that there is enough information, but also that what is said is not misleading.”).

13. In examining the adequacy of the information contained in a disclosure statement, a bankruptcy court has broad discretion. See In re A.H. Robins Co., 880 F.2d 694, 696 (4th Cir. 1989); In re Texas Extrusion Corp., 844 F.2d 1142, 1157 (5th Cir. 1988); In re Ionosphere Clubs, Inc., 179 B.R. 24, 29 (S.D.N.Y. 1995); Kirk v. Texaco, Inc., 82 B.R. at 682 (noting that “[t]he legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a)”); In re Ashley River Consulting, 2015 WL 6848113 at *7 (“Congress purposely left vague the standard for judging what constitutes adequate information to allow the Court to make a case-by-case determination.”). This grant of discretion was intended to facilitate the effective reorganization of a debtor in the broad range of businesses in which chapter 11 debtors engage and the broad range of circumstances that accompany chapter 11 cases. See H.R. Rep. No. 595-95, 1st Sess. 408-09 (1977). “In reorganization cases, there is frequently great uncertainty. Therefore, the need for flexibility is greatest.” Id. at 409. Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. See In re Phoenix Petroleum Co., 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001); In re Dakota Rail, Inc., 104 B.R. 138, 143 (Bankr. D. Minn. 1989) (holding that the bankruptcy court has “wide discretion to determine on a case-by-case basis whether a disclosure statement contains adequate information, without burdensome, unnecessary, and cumbersome detail”).

14. The Debtors respectfully submit, and will demonstrate at the hearing on this Motion, that the proposed Disclosure Statement addresses each of the salient types of information necessary to provide holders of impaired claims that are entitled to vote to accept or reject the Plan with “adequate information” to allow them to make an informed judgment about the Plan. See In re Ashley River Consulting, 2015 WL 6848113 at *7; In re Scioto Valley Mort. Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988). Specifically, the Disclosure Statement includes:

- a. a description of which holders of claims are entitled to vote on the Plan, and information relating to the solicitation, voting and confirmation processes (Art. I);
- b. a summary of the Plan, and the classification and treatment of claims and interests thereunder (Art. II);
- c. a description and history of the Debtors’ businesses, and a summary of the Debtors’ prepetition corporate and capital structure (Art. III);
- d. a description of the events leading up to the commencement of these chapter 11 cases, and certain events that have occurred as of the date of the Disclosure Statement during the Debtors’ chapter 11 cases and leading up to the formulation of the Plan (Arts. IV, X);
- e. the Debtors’ recommendation with respect to the Plan (Art. V);
- f. an overview of the chapter 11 process, a detailed description of the Plan, and the means for implementing the Plan (Art. VI);
- g. a description of the confirmation process, including the Confirmation Hearing, and the consummation of the Plan (Art. VII);
- h. a discussion of alternatives to confirmation and consummation of the Plan (Art. VIII);
- i. a summary of the voting procedures applicable to the Plan (Art. IX);
- j. a discussion of certain risk factors to be considered relating to, among other things, the Debtors’ chapter 11 cases (Art. XI);
- k. a discussion of the federal income tax consequences of the Plan to the Debtors and holders of certain claims (Art. XII);

- l. a description of the procedures for making distributions under the Plan (Art. XIII);
- m. a description of the procedures for resolving claims (Art. XIV); and
- n. as exhibits, copies of the Plan, the Debtors' liquidation analysis, and the Disclosure Statement Order (Disclosure Statement Exhibits 1 through 3, respectively).

15. Excluding exhibits, the proposed Disclosure Statement is approximately 71 pages in length and contains more than sufficient detail to permit holders of claims entitled to vote on the Plan to make an informed judgment on whether to accept or reject the Plan.⁸ The Debtors have made every effort to produce a disclosure statement that renders the Plan process understandable. Accordingly, the Debtors request that the Disclosure Statement be approved.

II. Setting the Confirmation Hearing

16. Bankruptcy Rule 3017(c) provides that “[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.” Fed. R. Bankr. P. 3017(c).

17. In accordance with Bankruptcy Rules 2002(b) and 3017(c), the Debtors request that the Confirmation Hearing be scheduled to commence on May 6, 2019 at 10:00 a.m. (prevailing Eastern Time). The proposed date of the Confirmation Hearing will enable the Debtors to pursue confirmation of the Plan in accordance with all applicable Bankruptcy Rules.

⁸ Additionally, the proposed Disclosure Statement complies with Local Rule 3017-1(b), requiring, in non-small business cases, a specific disclaimer on the cover of a Disclosure Statement prior to its approval by the court.

III. Establishing Procedures for Solicitation of the Plan

A. Approval of Form and Manner of Solicitation Package

18. Bankruptcy Rule 3017(d) specifies the materials to be distributed to creditors and equity security holders upon approval of a disclosure statement. In accordance with such Bankruptcy Rule, the Debtors propose to transmit or cause to be transmitted by first class mail to parties entitled to vote on the Plan (collectively, the “**Voting Parties**”),⁹ by no later than March 13, 2019 (the “**Solicitation Mailing Date**”), a solicitation package containing:

(a) the written notice (the “**Confirmation Hearing Notice**”), substantially in the form annexed to the Disclosure Statement Order as Exhibit A, of (i) the Court’s approval of the Disclosure Statement, (ii) the deadline for voting on the Plan, (iii) the date of the Confirmation Hearing, and (iv) the deadline and procedures for filing objections to confirmation of the Plan; (b) copies of the Plan and the Disclosure Statement on a USB flash drive;¹⁰ (c) the appropriate forms of ballots to accept or reject the Plan, in substantially the forms set forth in the ballots attached to the Disclosure Statement Order as Exhibits B-1 and B-2 (each, a “**Paper Ballot**”) with instructions for submitting a vote on the Plan, whether such vote is cast electronically by using the online “E-Ballot” platform at <http://cases.primeclerk.com/aralez> (“**E-Ballot**”), maintained by the Debtors’

⁹ The Voting Parties consist of holders of claims in Class 1 (Prepetition Lender Claims) and Class 4 (General Unsecured Claims).

¹⁰ The Disclosure Statement, Plan and exhibits thereto, collectively, will be hundreds of pages long. Accordingly, to reduce administrative costs associated with printing and mailing such voluminous documents, the Debtors propose that they be permitted (but not required) to serve the Disclosure Statement and Plan and related exhibits on a USB flash drive. Similar procedures have been approved in other chapter 11 cases in this district. See, e.g., In re Relativity Media, LLC, Case No. 18-11358 (MEW) (Bankr. S.D.N.Y. Dec. 14, 2018); In re Nine West Holdings, Inc., Case No. 18-10947 (SCC) (Bankr. S.D.N.Y. Nov. 14, 2018); In re Pacific Drilling S.A., Case No. 17-13193 (MEW) (Bankr. S.D.N.Y. Sept. 26, 2018); In re Ezra Holdings Limited, Case No. 17-22405 (RDD) (Bankr. S.D.N.Y. Sept. 7, 2018); In re Cenveo, Inc., Case No. 18-22178 (RDD) (Bankr. S.D.N.Y. June 8, 2018); In re Avaya Inc., Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. August 25, 2017); In re Sabine Oil & Gas Corp., Case No. 15-11835 (SCC) (Bankr. S.D.N.Y. May 5, 2016). Copies of the Plan and Disclosure Statement will also be available at no charge via the dedicated webpage related to these cases at <http://cases.primeclerk.com/aralez>.

Balloting Agent (as defined herein), Prime Clerk LLC (“**Prime Clerk**”), or by completing a Paper Ballot and submitting it to Prime Clerk, (d) a pre-addressed, pre-paid return envelope (a “**Return Envelope**”); and (e) such other information as the Court may direct or approve (collectively, the “**Solicitation Package**”). The Debtors submit that the proposed Solicitation Package and manner of service satisfy the requirements of Bankruptcy Rule 3017(d).

19. Pursuant to section 1126(f) of the Bankruptcy Code, unimpaired creditors are “conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class . . . is not required.” 11 U.S.C. § 1126(f). Accordingly, the Debtors respectfully submit that they need not be required to transmit a Solicitation Package to the holders of Claims in Class 2 (Other Secured Claims) and Class 3 (Priority Non-Tax Claims) (the “**Unimpaired Creditors**”), who are unimpaired and deemed to have accepted the Plan, and holders of Claims in Class 5 (Intercompany Claims) and Interests in Class 6 (Existing API Interests) (the “**Non-Voting Impaired Classes**”). The Debtors propose to mail or cause to be mailed to each of the Unimpaired Creditors and the Non-Voting Impaired Classes (collectively, the “**Non-Voting Parties**”), at its applicable address to which notices are required to be sent pursuant to Bankruptcy Rule 2002(g), notices substantially in the form annexed to the Disclosure Statement Order as Exhibit C-1 (for Unimpaired Creditors) and Exhibit C-2 (for Non-Voting Impaired Classes) (collectively, the “**Non-Voting Creditor Notices**”), which will set forth: (a) a summary of the treatment of claims under the Plan; (b) the date and time of the Confirmation Hearing; and (c) the deadline and procedures for filing objections to the Plan. The Non-Voting Creditor Notices will indicate how Non-Voting Creditors may obtain a copy of the Plan and the Disclosure Statement.

B. Establishing the Record Date and Approving Procedures for Distribution of Solicitation Packages

20. The Debtors propose that the Court establish the date of commencement of the hearing to consider approval of the Disclosure Statement as the record date (the “**Voting Record Date**”) for purposes of determining the creditors of the Debtors entitled to receive a Solicitation Package and who may be entitled to vote on the Plan, subject to the disallowance of such creditors’ claims for voting purposes as set forth below, and for the purpose of determining the creditors of the Debtors entitled to receive a Non-Voting Creditor Notice; provided, however, with respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder of a claim as of the Voting Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Bankruptcy Court on or before twenty-one (21) days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

21. Pursuant to the Court’s order authorizing the Debtors’ retention of Prime Clerk [Docket No. 244], Prime Clerk will inspect, monitor and supervise the Plan solicitation process, tabulate the ballots and certify to the Court the results of the balloting (in such capacity, Prime Clerk shall be referred to as the “**Solicitation Agent**” or the “**Balloting Agent**,” as applicable).

22. The Debtors anticipate that some Disclosure Statement Notices may be returned as undeliverable by the United States Postal Service.¹¹ As it would be costly and wasteful to then mail Solicitation Packages and Non-Voting Creditor Notices to the same

¹¹ Upon return of an undeliverable notice, the Debtors, through Prime Clerk, will promptly perform a review of the notice address with the address set forth on the proof(s) of claim filed with the Court (if any) to confirm that the notice address conforms to the creditor’s address set forth in the proof(s) of claim. To the extent any errors occur, such creditor will promptly be mailed a Solicitation Package or Non-Voting Creditor Notice, as applicable.

addresses from which Disclosure Statement Notices were returned as undeliverable, the Debtors seek to be excused from sending Solicitation Packages and Non-Voting Creditor Notices, as applicable, to such addresses and, instead, be authorized to send Solicitation Packages and Non-Voting Creditor Notices, as applicable, to such claimants only if such claimants provide the Debtors with updated, accurate addresses at least seven (7) days before the Voting Deadline. The Debtors further propose that they may, but shall not be required to, attempt to locate the correct address and, prior to the Voting Deadline (as defined below), send the Solicitation Packages or the Non-Voting Creditor Notices that are returned as undeliverable.

C. Approval of Forms of Ballots

23. Bankruptcy Rule 3017(d) provides that ballots for accepting or rejecting the Plan should conform substantially to Official Form No. 314. The Debtors propose to distribute the Paper Ballots substantially in the forms attached to the Disclosure Statement Order as Exhibits B-1 and B-2. The proposed Paper Ballots are based upon Official Form No. 314, but are modified to meet the particular requirements of the Debtors' chapter 11 cases and the Plan. The appropriate form of Paper Ballot will be distributed to all of the Voting Parties. All Paper Ballots will be accompanied by a Return Envelope addressed to Aralez Pharmaceuticals US Inc. Ballot Processing Center, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 11232 (the "**Ballot Processing Center**").

D. Establishment of Deadline for Receipt of Ballots

24. Pursuant to Bankruptcy Rule 3017(c), at the time of or before the approval of the Disclosure Statement, "the court shall fix a time within which the holders of claims and interests may accept or reject the plan." Fed. R. Bankr. P. 3017(c). The Debtors respectfully request that the Court establish 4:00 p.m. (prevailing Eastern Time) on April 10, 2019, the date that is twenty-eight (28) days following the Solicitation Mailing Date, as the voting deadline (the

“Voting Deadline”), which, unless extended by the Debtors in consultation with the Committee, will serve as the deadline by which all ballots accepting or rejecting the Plan shall be received either (a) via E-Ballot or (b) via Paper Ballot returned to the Ballot Processing Center in the Return Envelope by first class mail, overnight courier, or hand delivery, unless otherwise approved in advance by the Debtors in writing. Unless approved by the Debtors, Ballots cast by facsimile or email will not be counted.

25. Instructions for the electronic, online transmission of Ballots through E-Ballot will be set forth on the Paper Ballots. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor’s electronic signature will be deemed to be immediately legally valid and effective.

26. The Debtors seek the authority to extend the Voting Deadline in consultation with the Committee through a method determined by the Debtors to provide adequate notice of the extension.

E. Approval of Procedures for Vote Tabulation

27. For purposes of voting on the Plan, with respect to all creditors of the Debtors entitled to vote on the Plan, the Debtors propose that the amount of a claim used to tabulate acceptance or rejection of the Plan should be, as applicable:

- a. the claim amount listed in the Debtors’ schedules of liabilities, provided that (i) such claim is not scheduled as contingent, unliquidated, undetermined or disputed, and (ii) no proof of claim has been timely filed (or otherwise deemed timely filed by the Court under applicable law);
- b. the noncontingent and liquidated amount specified in a proof of claim timely filed with Prime Clerk (or otherwise deemed timely filed by the Court under applicable law) to the extent the proof of claim is not the subject of an objection filed no later than five (5) Business Days prior to the Voting Deadline (or, if such claim has been resolved pursuant to a

stipulation or order entered by the Court, or otherwise resolved by the Court, the amount set forth in such stipulation or order);

- c. the amount temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), provided that a motion is brought, notice is provided and a hearing is held no later than five (5) Business Days prior to the Confirmation Hearing, in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;
- d. except as otherwise provided in subparagraph (c) hereof, with respect to ballots cast by alleged creditors whose claims (i) are not listed on the Debtors' schedules of liabilities or (ii) are listed as disputed, contingent and/or unliquidated on the Debtors' schedules of liabilities, but who have timely filed proofs of claim in unliquidated or unknown amounts that are not the subject of an objection filed before the commencement of the Confirmation Hearing, such ballots shall be counted as allowed claims in the amount of \$1 solely for the purposes of determining whether the requirements of section 1126(c) of the Bankruptcy Code have been satisfied;¹²
- e. if the Debtors or the Solicitation Agent determine, in their discretion after reasonable review, that a creditor has filed duplicative proofs of claim against the same Debtor, only the last proof of claim will be used for the purposes of vote tabulation regardless of whether the Debtors have objected to such duplicative claim; and
- f. if a proof of claim has been amended by a later filed proof of claim, the later filed amended claim shall be entitled to vote in a manner consistent with the tabulation rules, and the earlier filed claim should be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim.

28. Additionally, the Debtors seek authorization from this Court to object to any claim (as defined in section 101(5) of the Bankruptcy Code) solely for Plan voting purposes by filing a determination motion (the "**Determination Motion**") with the Court no later than ten (10) Business Days before the Voting Deadline. The Debtors request that responses, if any, to the Determination Motion be filed no later than five (5) Business Days prior to the hearing on the Determination Motion, and that the Court conduct a hearing on any Determination Motion no

¹² The Debtors further request that holders of claims filed in the amount of \$0.00 not be entitled to vote.

later than five (5) Business Days before the Voting Certification Deadline. The Debtors further request that the ruling by the Court on any Determination Motion be considered a ruling with respect to the allowance of the claim(s) under Bankruptcy Rule 3018 and such claim(s) would be counted, for voting purposes only, in the amount determined by the Court.

29. The Balloting Agent will tabulate the vote on account of such Claim in accordance with the Determination Motion unless the creditor files a Claims Estimation Motion (as defined below) no later than five (5) business days before the Voting Deadline. If a creditor files a timely Claims Estimation Motion, the Debtors and the creditor will request a hearing before the Voting Certification Deadline, at which time the parties will seek the Court's determination of the voting amount for the Claim.

30. The Debtors additionally request that creditors seeking to have a claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) be required to file a motion (the "**Claims Estimation Motion**") for such relief no later than five (5) Business Days prior to the Voting Deadline, and that the Court schedule a hearing on such Claims Estimation Motion for a date that is no later than five (5) Business Days prior to the Voting Certification Deadline.

31. If a creditor casts a ballot and has timely filed a proof of claim (or has otherwise had a proof of claim deemed timely filed by the Court under applicable law), but the creditor's claim is the subject of an objection filed no later than five (5) Business Days before the Voting Deadline, the Debtors request, in accordance with Bankruptcy Rule 3018, that the creditor's ballot not be counted, unless such claim is temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), after a Claims Estimation Motion (as defined below) is brought by such creditor, notice is provided and a hearing is held no later than five (5)

Business Days before the Voting Certification Deadline.¹³ If an objection to a claim requests that such claim be reclassified and/or allowed in a fixed, reduced amount, such claimant's ballot shall be counted in such reduced amount and/or as the reclassified category, unless otherwise ordered by the Court after a Claims Estimation Motion is brought by such creditor.

32. The Debtors further request that the following voting procedures and standard assumptions be used in tabulating the Ballots:

- a. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- b. Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, an individual ballot or multiple ballots with respect to multiple claims within a single class that partially rejects and partially accepts the Plan will not be counted.
- c. Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- d. Only ballots that are timely received with signatures will be counted. Unsigned ballots will not be counted. For creditors submitting their votes by E-Ballot, the creditor's electronic signature will be deemed to be immediately legally valid and effective.
- e. Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, will not be counted.
- f. Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.
- g. Whenever a creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last valid ballot received prior to the

¹³ This proposed procedure is consistent with section 1126 of the Bankruptcy Code, which provides that a plan may be accepted or rejected by the holder of a claim allowed under section 502 of the Bankruptcy Code. In turn, section 502(a) of the Bankruptcy Code provides that a filed proof of claim is deemed allowed "unless a party in interest . . . objects." 11 U.S.C. § 502(a).

Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.

- h. If a creditor simultaneously casts inconsistent duplicate ballots with respect to the same claim, such ballots shall not be counted.
- i. Each creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by the Balloting Agent and the Debtors, in consultation with the Committee, which determination shall be final and binding.
- j. If no creditor in a particular class or classes entitled to vote to accept or reject the Plan votes either to accept or reject the Plan, such class or classes shall be deemed to have accepted the Plan.
- k. Subject to the requirements of, and compliance with, Bankruptcy Rule 3018, any creditor entitled to vote to accept or reject the Plan who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Balloting Agent at any time prior to the Voting Deadline. In order for a notice of withdrawal to be valid, it must (i) describe the Claim, (ii) be signed by the creditor in the same manner as the Ballot was originally signed, and (iii) be received by the Balloting Agent on or before the Voting Deadline. The Debtors reserve the absolute right to contest the validity of any such withdrawals of Ballots.

33. In the event any class of claims does not have a holder of an Allowed Claim or a Claim temporarily Allowed by the Court as of the date of the Confirmation Hearing, such class or classes will be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code.

34. Similar procedures have been approved in other chapter 11 cases in this district. See, e.g., In re Relativity Media, LLC, Case No. 18-11358 (MEW) (Bankr. S.D.N.Y. Dec. 14, 2018); In re Nine West Holdings, Inc., Case No. 18-10947 (SCC) (Bankr. S.D.N.Y. Nov. 14, 2018); In re Pacific Drilling S.A., Case No. 17-13193 (MEW) (Bankr. S.D.N.Y. Sept. 26, 2018); In re Ezra Holdings Limited, Case No. 17-22405 (RDD) (Bankr. S.D.N.Y. Sept. 7,

2018); In re Cenveo, Inc., Case No. 18-22178 (RDD) (Bankr. S.D.N.Y. June 8, 2018); In re Avaya Inc., Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. August 25, 2017); In re AOG Entertainment, Inc., Case No. 16-11090 (SMB) (Bankr. S.D.N.Y. Aug. 4, 2016); In re Sabine Oil & Gas Corp., Case No. 15-11835 (SCC) (Bankr. S.D.N.Y. May 5, 2016); In re MPM Silicones, LLC, Case No. 14-22503 (RDD) (Bankr. S.D.N.Y. June 23, 2014); In re Residential Capital, LLC, Case No. 12-12020 (MG) (Bankr. S.D.N.Y. Aug. 23, 2013); In re Velo Holdings Inc., Case No. 12-11384 (MG) (Bankr. S.D.N.Y. Nov. 30, 2012). The Debtors submit that such procedures provide for a fair and equitable voting process.

IV. Establishing Procedures for Notice of the Confirmation Hearing and Filing Objections to Confirmation of the Plan

35. Bankruptcy Rules 2002(b) and (d) require all creditors, indenture trustees, and equity security holders be given not less than twenty-eight (28) days' notice of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served "within a time fixed by the court." Fed. R. Bankr. P. 3020(b)(1).

36. In accordance with the Bankruptcy Rules, the Debtors propose to provide all parties receiving a Solicitation Package, the United States Trustee (the "**U.S. Trustee**"), all parties that have requested notice pursuant to Bankruptcy Rule 2002, and all known holders of claims or equity interests with the Confirmation Hearing Notice, setting forth information regarding: (a) the Voting Deadline, (b) the time fixed for filing objections to confirmation of the Plan, and (c) the time, date, and place of the Confirmation Hearing.

37. The proposed Confirmation Hearing Notice provides, and the Debtors request that the Court direct, any objections or responses to the proposed confirmation of the Plan to: (a) be in writing; (b) state the name, address, and nature of the claim or interest of the

objecting or responding party; (c) state with particularity the provision or provisions of the Plan objected to and for any objection asserted, the legal and factual basis for such objections; (d) provide proposed language to remedy such objection, if possible; and (e) be filed, together with proof of service, with the Court (with a hard copy delivered to the Judge's Chambers), and served so that objections and responses are actually received no later than **4:00 p.m. (prevailing Eastern Time) on April 10, 2019** (the "**Confirmation Objection Deadline**") by: (i) Aralez Pharmaceuticals US Inc., P.O. Box 329003, Brooklyn, NY 11232 (Attn: Christopher Freeland, Esq.); (ii) counsel for the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Esq., Robin Spigel, Esq. and Debra C. McElligott, Esq.); (iii) counsel to the lenders under the Debtors' debtor-in-possession financing facility and under the Debtors' prepetition secured credit agreement, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, IL 60661 (Attn: Peter A. Siddiqui, Esq.) and Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq.); (iv) counsel to the U.S. Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (v) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. and Howard S. Steel, Esq.).

38. Setting the Confirmation Objection Deadline on April 10, 2019 would be twenty-eight days following the service of the Confirmation Hearing Notice and will provide parties in interest with sufficient time to consider whether to interpose any objections to the Plan, while providing the Court, the Debtors and all parties in interest with sufficient time to consider any objections before the Confirmation Hearing.

39. If there are objections to confirmation, providing sufficient time for the Debtors and other parties in interest to respond will assist the Court and may expedite the Confirmation Hearing. Accordingly, the Debtors request they, and other parties in interest, be authorized to file and serve replies or an omnibus reply to any such objections no later than **4:00 p.m. (prevailing Eastern Time) on April 17, 2019**. The Debtors respectfully request that the Court approve these procedures for filing objections to the Plan and any responses thereto.

40. To give adequate notice of the time for filing and serving objections, and the date and time of the Confirmation Hearing, to: (a) those creditors to whom no other notice was sent and who are unknown and not reasonably ascertainable by the Debtors, (b) known creditors with addresses unknown by the Debtors, and (c) creditors with potential claims unknown by the Debtors, the Debtors propose to publish the Confirmation Hearing Notice once in *The New York Times* on March 13, 2019, which is twenty-eight (28) calendar days before the Confirmation Objection Deadline. The Debtors submit that such publication notice prior to the Confirmation Hearing is adequate and sufficient notice to such creditors under these circumstances. Additionally, the Debtors will post the Confirmation Hearing Notice electronically at the Balloting Agent's website at <http://cases.primeclerk.com/aralez>. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the approval of the Disclosure Statement, the Voting Record Date, the Voting Deadline, the time fixed for filing objections to confirmation of the Plan, and the time, date and place of the Confirmation Hearing to persons who do not otherwise receive actual written notice by mail as provided for in the Disclosure Statement Order.

41. The Debtors submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Court approve such notice as adequate.

NOTICE

42. Notice of this Motion will be given in accordance with the Court's *Order: (A) Establishing Certain Notice, Case Management, and Administrative Procedures and Omnibus Hearing Dates; and (B) Granting Related Relief* [Docket No. 103].

43. No previous motion for the relief sought herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that this Court enter the Disclosure Statement Order, substantially in the form attached hereto as Exhibit 1, and grant such other and further relief as this Court deems just and proper.

Dated: February 5, 2019
New York, New York

WILLKIE FARR & GALLAGHER LLP
*Counsel for the Debtors and
Debtors in Possession*

By: /s/ Paul V. Shalhoub _____
Paul V. Shalhoub
Robin Spigel
Debra C. McElligott

787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111

EXHIBIT 1

Disclosure Statement Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
Aralez Pharmaceuticals US Inc., et al.,¹ : Case No. 18-12425 (MG)
: :
Debtors. : (Jointly Administered)
-----X

**ORDER: (A) APPROVING DISCLOSURE STATEMENT;
(B) ESTABLISHING DATE OF CONFIRMATION HEARING;
(C) ESTABLISHING PROCEDURES FOR SOLICITATION AND
TABULATION OF VOTES TO ACCEPT OR REJECT PLAN,
INCLUDING: (I) APPROVING FORM AND MANNER OF SOLICITATION
PACKAGES, (II) APPROVING FORM AND MANNER OF NOTICE OF THE
CONFIRMATION HEARING, (III) ESTABLISHING RECORD DATE AND
APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES,
(IV) APPROVING FORMS OF BALLOTS, (V) ESTABLISHING DEADLINE FOR
RECEIPT OF BALLOTS, AND (VI) APPROVING
PROCEDURES FOR VOTE TABULATIONS; (D) ESTABLISHING
DEADLINE AND PROCEDURES FOR FILING OBJECTIONS
TO CONFIRMATION OF PLAN; AND (E) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”)² of the debtors and debtors in possession in the above-captioned cases other than Aralez Pharmaceuticals Trading DAC (collectively, excluding Aralez Pharmaceuticals Trading DAC, the “**Debtors**”) for entry of an order, pursuant to sections 105, 363, 1125 and 1126 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002, 3016, 3017 and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 3017-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”): (a) approving the *Disclosure Statement for*

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

² Capitalized terms used but not defined herein have the respective meanings given to them in the Motion.

Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto and as may be amended, modified or supplemented from time to time, the “**Disclosure Statement**”); (b) establishing the date of the hearing regarding confirmation of the Plan (the “**Confirmation Hearing**”); (c) establishing procedures for the solicitation and tabulation of votes to accept or reject the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as may be amended, modified or supplemented from time to time, the “**Plan**”), including: (i) approving the form and manner of the solicitation packages to be sent to parties in interest in these cases, (ii) approving the form and manner of notice of the Confirmation Hearing, (iii) establishing a voting record date and approving procedures for distributing solicitation packages, (iv) approving the forms of ballots, (v) establishing the deadline for the receipt of ballots, and (vi) approving procedures for tabulating acceptances and rejections of the Plan; (d) establishing the deadline and procedures for filing objections to confirmation of the Plan; and (e) granting related relief; and it appearing that due and sufficient notice pursuant to Bankruptcy Rule 2002(b) of the hearing to approve the Motion and the Disclosure Statement has been given; and after due deliberation and upon the Court’s determination that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors and other parties in interest; and sufficient cause appearing therefor, it is hereby

ORDERED that:

1. The Motion is granted to the extent set forth herein.
2. The Disclosure Statement is approved as containing adequate information

within the meaning of section 1125 of the Bankruptcy Code.

3. The Debtors shall mail or cause to be mailed to holders of claims against each of the Debtors entitled to vote on the Plan, so that such mailing commences no later than March 13, 2019 (the “**Solicitation Mailing Date**”), a solicitation package containing: (a) written notice (the “**Confirmation Hearing Notice**”), substantially in the form attached hereto as Exhibit A, of (i) the Court’s approval of the Disclosure Statement, (ii) the deadline for voting on the Plan, (iii) the date of the Confirmation Hearing, and (iv) the deadline and procedures for filing objections to confirmation of the Plan, which Confirmation Hearing Notice is approved; (b) copies of the Plan and the Disclosure Statement on a USB flash drive; (c) the appropriate ballot (substantially in the forms attached hereto as Exhibits B-1 and B-2) and ballot return envelope; and (d) such other information as the Court may direct or approve (collectively, the “**Solicitation Package**”). The Solicitation Package and the manner of service of the Solicitation Package satisfies the requirements of Bankruptcy Rule 3017(d).

4. Pursuant to Bankruptcy Rule 3017(d), the Debtors are not required to transmit a Solicitation Package to holders of claims in Class 2 (Other Secured Claims), Class 3 (Priority Non-Tax Claims) and Class 5 (Intercompany Claims), as well as holders of interests in Class 6 (Intercompany Interests) (the “**Non-Voting Creditors**”). The Debtors shall mail or cause to be mailed to each Non-Voting Creditor, so that such mailing commences no later than the Solicitation Mailing Date, the Non-Voting Creditor Notices, substantially in the form attached hereto as Exhibits C-1 and C-2.

5. March 7, 2019 is established as the record date (the “**Voting Record Date**”) for purposes of determining the creditors of the Debtors entitled to receive the Solicitation Package or a Non-Voting Creditor Notice and to vote on the Plan; provided, however, with respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the holder

of a claim as of the Voting Record Date shall be the transferor of such claim unless the documentation evidencing such transfer was docketed by the Bankruptcy Court on or before twenty-one (21) days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

6. Prime Clerk LLC (“**Prime Clerk**” or the “**Solicitation Agent**” or the “**Balloting Agent**,” as applicable) will inspect, monitor and supervise the Plan solicitation process, tabulate the ballots and certify to the Court the results of the balloting.

7. The Debtors are permitted to dispense with the mailing of Solicitation Packages or Non-Voting Creditor Notices to addresses and entities to which the notice of the Disclosure Statement hearing was returned by the United States Postal Service as undeliverable, unless the Debtors or the Solicitation Agent are provided with an accurate address at least seven (7) days before the Voting Deadline.

8. The Paper Ballots, substantially in the forms attached hereto as Exhibits B-1 and B-2, are approved.

9. All Ballots must be properly executed, completed and delivered to the Balloting Agent by (a) electronic submission through the Balloting Agent’s “E-Ballot” platform, located at <http://cases.primeclerk.com/aralez>, or (b) first class mail, overnight mail, hand delivery, or courier, in each case, in the return envelope provided with the Ballots, to: Aralez Pharmaceuticals US Inc. Ballot Processing Center, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022, so that the Ballots are received on or before **April 10, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the “**Voting Deadline**”), unless extended by the Debtors in consultation with the Committee. Ballots cast by facsimile or email will not be counted unless approved by the Debtors.

10. The Debtors are authorized to extend the Voting Deadline in consultation with the Committee without further order of the Court.

11. For purposes of voting on the Plan, the amount of a claim held by a creditor or the number of any interests held by an interest holder shall be determined pursuant to the following guidelines:

- a. the claim amount listed in the Debtors' schedules of liabilities, provided that (i) such claim is not scheduled as contingent, unliquidated, undetermined or disputed, and (ii) no proof of claim has been timely filed (or otherwise deemed timely filed by the Court under applicable law);
- b. the noncontingent and liquidated amount specified in a proof of claim timely filed with the Court or Prime Clerk (or otherwise deemed timely filed by the Court under applicable law) to the extent the proof of claim is not the subject of an objection filed no later than five (5) Business Days prior to the Voting Deadline (or, if such claim has been resolved pursuant to a stipulation or order entered by the Court, or otherwise resolved by the Court, the amount set forth in such stipulation or order);
- c. the amount temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), provided that a motion is brought, notice is provided and a hearing is held no later than five (5) Business Days prior to the Confirmation Hearing, in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;
- d. except as otherwise provided in subparagraph (c) hereof, with respect to ballots cast by alleged creditors whose claims (i) are not listed on the Debtors' schedules of liabilities or (ii) are listed as disputed, contingent and/or unliquidated on the Debtors' schedules of liabilities, but who have timely filed proofs of claim in unliquidated or unknown amounts that are not the subject of an objection filed before the commencement of the Confirmation Hearing, such ballots shall be counted as allowed claims in the amount of \$1 solely for the purposes of determining whether the requirements of section 1126(c) of the Bankruptcy Code have been satisfied;
- e. if the Debtors or the Solicitation Agent determine, in their discretion after reasonable review, that a creditor has filed duplicative proofs of claim against the same Debtor, only the last

proof of claim will be used for the purposes of vote tabulation regardless of whether the Debtors have objected to such duplicative claim; and

- f. if a proof of claim has been amended by a later filed proof of claim, the later filed amended claim shall be entitled to vote in a manner consistent with the tabulation rules, and the earlier filed claim should be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim.

12. Holders of claims filed in the amount of \$0.00 shall not be entitled to vote.

13. The Debtors may object to any claim (as defined in section 101(5) of the Bankruptcy Code) solely for Plan voting purposes by filing a determination motion (the “**Determination Motion**”) with the Court no later than ten (10) Business Days before the Voting Deadline. Responses, if any, to the Determination Motion shall be filed no later than five (5) Business Days prior to the hearing on the Determination Motion. The Court will schedule a hearing on any Determination Motion no later than five (5) Business Days prior to the Voting Certification Deadline. If a Determination Motion is filed, the ruling by the Court on the Determination Motion shall be considered a ruling with respect to the allowance of the claim(s) under Bankruptcy Rule 3018 and such claim(s) shall be counted, for voting purposes only, in the amount determined by the Court. The filing of a Determination Motion or a ruling by the Court thereon shall not affect the right or ability of the Debtors, upon the Effective Date, to later object to such claim(s) for any other purposes, including distribution under the Plan.

14. The Balloting Agent shall tabulate the vote on account of a Claim subject to a Determination Motion in accordance with the Determination Motion unless the creditor files a Claims Estimation Motion no later than five (5) business days before the Voting Deadline. If a creditor files a timely Claims Estimation Motion, the Debtors and the creditor shall request a hearing before the Voting Certification Deadline.

15. Creditors seeking to have a claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) must file a motion (the “**Claims Estimation Motion**”) for such relief no later than five (5) Business Days prior to the Voting Deadline. The Court shall schedule a hearing on such Claims Estimation Motion for a date that is no later than five (5) Business Days prior to the Voting Certification Deadline.

16. If a creditor casts a ballot and has timely filed a proof of claim (or has otherwise had a proof of claim deemed timely filed by the Court under applicable law), but the creditor’s claim is the subject of an objection filed no later than five (5) Business Days before the Voting Deadline, such creditor’s ballot will not be counted (subject to the immediately following sentence), unless such claim is temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), after a Claims Estimation Motion (as defined below) is brought by such creditor, notice is provided and a hearing is held no later than five (5) Business Days before the Voting Certification Deadline. If an objection to a claim requests that such claim be reclassified and/or allowed in a fixed, reduced amount, such claimant’s ballot shall be counted in such reduced amount and/or as the reclassified category, unless otherwise ordered by the Court after a Claims Estimation Motion is brought by such creditor in accordance with the provisions of this Order.

17. The following voting procedures and standard assumptions shall be used in tabulating the Ballots:

- a. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims will be treated as a single vote to accept or reject the Plan.
- b. Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, an individual ballot or multiple ballots with respect to multiple claims within

a single class that partially rejects and partially accepts the Plan will not be counted.

- c. Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- d. Only ballots that are timely received with signatures will be counted. Unsigned ballots will not be counted. For creditors submitting their votes by E-Ballot, the creditor's electronic signature will be deemed to be immediately legally valid and effective.
- e. Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, will not be counted.
- f. Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.
- g. Whenever a creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last valid ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.
- h. If a creditor simultaneously casts inconsistent duplicate ballots with respect to the same claim, such ballots shall not be counted.
- i. Each creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by the Balloting Agent and the Debtors in their sole discretion, which determination shall be final and binding.
- j. If no creditor in a particular class or classes entitled to vote to accept or reject the Plan votes either to accept or reject the Plan, such class or classes shall be deemed to have accepted the Plan.
- k. Subject to the requirements of, and compliance with, Bankruptcy Rule 3018, any creditor entitled to vote to accept or reject the Plan who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Balloting Agent at any time prior to the Voting Deadline. A notice of withdrawal, to be valid, must (i) describe the Claim, (ii) be signed by the creditor in the same manner as the Ballot was originally signed and (iii) be received by the Balloting Agent on or before the Voting Deadline. The Debtors right to contest the validity of any such withdrawals of Ballots is reserved.

18. Any objections or responses to the proposed confirmation of the Plan must be: (a) be in writing; (b) state the name, address, and nature of the claim or interest of the objecting or responding party; (c) state with particularity the provision or provisions of the Plan objected to and for any objection asserted, the legal and factual basis for such objections; (d) provide proposed language to remedy such objection, if possible; and (e) be filed, together with proof of service, with the Court, and served so that objections and responses are actually received no later than **April 10, 2019 at 4:00 p.m. (prevailing Eastern Time)**. The Court shall consider only timely filed written objections. All objections not timely filed and served in accordance with the provisions of the Motion are hereby deemed waived. Objections to confirmation of the Plan shall provide proposed language to remedy such objections, if possible, and shall be served on the following parties, with a hard copy delivered to the Judge's Chambers:

(i) Aralez Pharmaceuticals US Inc., P.O. Box 329003, Brooklyn, NY 11232 (Attn: Christopher Freeland, Esq.); (ii) counsel for the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Robin Spigel, Esq. and Debra C. McElligott, Esq.); (iii) counsel to the lenders under the Debtors' debtor-in-possession financing facility and under the Debtors' prepetition secured credit agreement, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, IL 60661 (Attn: Peter A. Siddiqui, Esq.) and Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq.); (iv) counsel to the U.S. Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (v) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. and Howard S. Steel, Esq.).

19. The Confirmation Hearing shall be held before this Court commencing on **May 6, 2019 at 10:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel can be heard, before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004.

20. The Debtors are authorized to publish the Confirmation Hearing Notice, once in *The New York Times* not later than March 13, 2019. Additionally, the Debtors shall post the Confirmation Hearing Notice electronically at the Balloting Agent's website at <http://cases.primeclerk.com/aralez>. Such publication of the Confirmation Hearing Notice complies with all requirements of due process and is deemed to provide sufficient notice of the approval of the Disclosure Statement, the Voting Record Date, the Voting Deadline, the time fixed for filing objections to confirmation of the Plan, and the time, date and place of the Confirmation Hearing to persons who do not otherwise receive actual written notice by mail as provided for in this Order and such notice is approved as adequate.

21. The Confirmation Hearing may be adjourned from time to time without further notice to creditors and other parties-in-interest by an announcement of the adjourned date at the Confirmation Hearing of any adjournment thereof or the filing of a notice or other appropriate filing with the Court.

22. Prior to mailing the Disclosure Statement, Solicitation Packages and Non-Voting Creditor Notices, the Debtors may fill in any missing dates and other information, correct any typographical errors, make the revisions to the Disclosure Statement and Plan reflected in the record of the hearing on the Motion, and make such other non-material, non-substantive changes to any such documents as the Debtors deem appropriate.

23. The Debtors are authorized and empowered to take such steps and expend such funds as are necessary or appropriate to implement the terms of this Order.

24. This Court shall retain jurisdiction over all matters related to or arising from the Motion or the interpretation or implementation of this Order.

Dated: _____, 2019
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Confirmation Hearing Notice

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
Aralez Pharmaceuticals US Inc., et al.,¹ : Case No. 18-12425 (MG)
: :
Debtors. : (Jointly Administered)
-----X

NOTICE OF: (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN

PLEASE TAKE NOTICE OF THE FOLLOWING:

APPROVAL OF DISCLOSURE STATEMENT

1. By order dated [____], 2019 (the “**Disclosure Statement Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the *Disclosure Statement for Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “**Disclosure Statement**”) as containing adequate information within the meaning of section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”), and authorized the Debtors to solicit votes to accept or reject the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “**Plan**”),² annexed as Exhibit 1 to the Disclosure Statement.

DEADLINE FOR VOTING ON THE PLAN

2. By the Disclosure Statement Order, the Bankruptcy Court established [____], **2019 at [4:00] p.m. (prevailing Eastern Time)** (the “**Voting Deadline**”) as the deadline by which ballots accepting or rejecting the Plan must be received. Holders of claims entitled to vote on the Plan will receive ballots for casting such votes. To be counted, original ballots must actually be **received** on or before the Voting Deadline by Prime Clerk, by (a) electronic submission through Prime Clerk’s “E-Ballot” platform, located at Prime Clerk’s website, <http://cases.primeclerk.com/aralez>, or (b) first class mail, overnight mail, hand delivery, or

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

² All capitalized terms used but not defined herein have the meanings given them in the Plan.

courier, at the following address: Aralez Pharmaceuticals US Inc. Ballot Processing Center, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022. Except as set forth in the Disclosure Statement Order, ballots cast by facsimile or email will not be counted.

3. Holders of (a) unimpaired claims under the Plan and (b) impaired claims that are deemed to reject the Plan are not entitled to vote on the Plan and, therefore, will receive a Non-Voting Creditor Notice (as such term is defined in the Disclosure Statement Order) rather than a ballot.

CONFIRMATION HEARING

4. Commencing on [_____], **2019 at [_:__ a./p.]m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the “**Confirmation Hearing**”) will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, to consider confirmation of the Plan and such other and further relief as may be just or proper. The Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest by an announcement of such an adjournment in open court at the Confirmation Hearing or any adjournment thereof or the filing of a notice or other appropriate filing with the Court. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Plan and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

DEADLINE FOR OBJECTIONS TO CONFIRMATION OF THE PLAN

5. Objections, if any, to confirmation of the Plan, including any supporting memoranda, must be in writing, filed with the Clerk of the Bankruptcy Court, together with proof of service, at One Bowling Green, New York, New York 10004, or electronically using the Bankruptcy Court’s Case Management/Electronic Case File (“**CM/ECF**”) System at <https://ecf.nysb.uscourts.gov> (a CM/ECF password is required), in each case, with a hard copy delivered to the Judge’s Chambers, and must: (a) state the name and address of the objecting party and the amount of its claim or the nature of its interest in the Debtors’ chapter 11 cases; (b) state with particularity the provision or provisions of the Plan objected to and for any objection asserted, the legal and factual basis for such objections; (c) provide proposed language to remedy any objection asserted, if possible; and (d) be served by hand delivery or in a manner as will cause such objection to be **received** on or before [_____], **2019 at 4:00 p.m. (prevailing Eastern Time)**, by: (i) Aralez Pharmaceuticals US Inc., P.O. Box 329003, Brooklyn, NY 11232 (Attn: Christopher Freeland, Esq.); (ii) counsel for the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Esq., Robin Spigel, Esq. and Debra C. McElligott, Esq.); (iii) counsel to the lenders under the Debtors’ debtor-in-possession financing facility and under the Debtors’ prepetition secured credit agreement, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, IL 60661 (Attn: Peter A. Siddiqui, Esq.) and Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq.); (iv) counsel to the U.S. Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (v) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times

Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. and Howard S. Steel, Esq.). Any objections not filed and served as set forth above will be deemed waived.

Dated: New York, New York
[_____], 2019

WILLKIE FARR & GALLAGHER LLP
Counsel for the Debtors and Debtors in Possession

787 Seventh Avenue
New York, New York 10019
(212) 728-8000

EXHIBIT B-1

Ballot for Class 1 (Prepetition Lender Claims)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
Aralez Pharmaceuticals US Inc., et al.,¹ : Case No. 18-12425 (MG)
: :
Debtors. : (Jointly Administered)
-----X

**BALLOT FOR CLASS 1 (PREPETITION
LENDER CLAIMS) FOR ACCEPTING OR REJECTING
THE JOINT LIQUIDATING PLAN OF CERTAIN OF
THE DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY PRIME
CLERK LLC BY [_____], 2019, AT [4:00 P.M.] (PREVAILING EASTERN TIME).**

This ballot (the “**Ballot**”) is being submitted to you by Aralez Pharmaceuticals US Inc. and the other above-captioned debtors and debtors in possession (collectively, excluding Aralez Pharmaceuticals Trading DAC, the “**Debtors**”) to solicit your vote to accept or reject the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code*, dated February 5, 2019 (including all exhibits thereto and as may be further amended, modified or supplemented from time to time, the “**Plan**”).²

The Bankruptcy Court has approved the *Disclosure Statement for Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code*, dated February 5, 2019 (including all exhibits thereto and as may be further amended, modified or supplemented from time to time, the “**Disclosure Statement**”). The Disclosure Statement describes the Plan and provides information to assist you in deciding how to vote your Ballot. Bankruptcy Court approval of the Disclosure Statement does not indicate Bankruptcy Court approval of the Plan.

If you do not have a Disclosure Statement, you may obtain a copy free of charge on the website of the Debtors’ solicitation agent, Prime Clerk LLC (the “**Solicitation Agent**”), at <http://cases.primeclerk.com/aralez>. Copies of the Disclosure Statement are also available: (a) at the Office of the Clerk of the Bankruptcy Court; (b) on the Bankruptcy Court’s website,

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

² Capitalized terms used in this Ballot that are not otherwise defined herein have the meanings given to them in the Plan.

<http://www.nysb.uscourts.gov> (a PACER account is required); (c) upon written request to the Solicitation Agent at Aralez Pharmaceuticals US Inc. Ballot Processing Center, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; or (d) by contacting the Solicitation Agent via telephone at (844) 384-4450 or for international calls at (917) 460-0911.

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 1 (Prepetition Lender Claims) under the Plan. If you hold Claims in more than one Class under the Plan, you will receive a ballot for each Class in which you are entitled to vote.

If your Ballot is not actually received by the Solicitation Agent on or before [____], 2019 at [4:00 p.m.] (prevailing Eastern Time), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Your receipt of this Ballot does not signify that your Claim(s) has been or will be Allowed. The Debtors reserve all rights to dispute such Claim(s).

You may return your Ballot either (a) through Prime Clerk's E-Ballot platform, located at <http://cases.primeclerk.com/aralez>, or (b) by sending it in the return envelope provided in your package to:

**Aralez Pharmaceuticals US Inc. Ballot Processing Center
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022**

If you submit your vote through the E-Ballot platform, you should not return a paper ballot.

HOW TO VOTE ONLINE THROUGH PRIME CLERK'S E-BALLOT PLATFORM

You may submit your ballot electronically by clicking on the "Submit E-Ballot" section on the Solicitation Agent's website for these cases, located at <http://cases.primeclerk.com/aralez>, and following the directions set forth on the website regarding submitting your E-Ballot as described more fully below.

1. Please visit the Debtors' voting website at <http://cases.primeclerk.com/aralez>.
2. Click on the "E-Ballot" section of the Debtors' voting website.
3. Follow the directions to submit your E-Ballot. If you choose to submit your Ballot via Prime Clerk's E-Ballot system, you should **not** return a hard copy of your Ballot.

IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE AND SUBMIT YOUR CUSTOMIZED E-BALLOT:

UNIQUE E-BALLOT ID# _____

PLEASE CHOOSE ONLY ONE METHOD OF RETURN FOR YOUR BALLOT. IF YOU CAST BOTH AN E-BALLOT AND A PAPER BALLOT WITH RESPECT TO THE SAME CLAIM, THE PAPER BALLOT WILL NOT BE COUNTED.

"E-BALLOTING" IS THE SOLE MANNER IN WHICH BALLOTS MAY BE DELIVERED VIA ELECTRONIC TRANSMISSION.

BALLOTS SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE COUNTED UNLESS APPROVED BY THE DEBTORS.

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount.

For purposes of voting to accept or reject the Plan, as of [_____], 2019 (the "**Voting Record Date**"), the undersigned (the "**Claimant**") was a holder of a Class 1 Prepetition Lender Claim in the aggregate amount set forth below.

\$ _____

Item 2. Vote on Plan.

CHECK ONE BOX ONLY

- ACCEPTS (votes FOR) the Plan.**
- REJECTS (votes AGAINST) the Plan.**

Item 3. Tax Information.

Under penalty of perjury, Claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number) ____-__-____,

(or Employer Identification Number) ____-____; and

B. Claimant is not subject to backup withholding because (please check appropriate box):

- (i) Claimant is exempt from backup withholding;
- (ii) Claimant has not been notified by the Internal Revenue Service ("**IRS**") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- (iii) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Item 4. Opt-Out Election (for holders of Class 1 Prepetition Lender Claims that vote to ACCEPT the Plan only)

By checking the box below, the undersigned Claimant that voted to **ACCEPT** the Plan elects **NOT** to release the Released Parties as set forth in Section 12.07 of the Plan. **IF YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND**

CAUSES OF ACTION TO THE EXTENT PROVIDED IN SECTION 12.07 OF THE PLAN.

- The undersigned elects not to grant (OPTS OUT OF) the releases set forth in Section 12.07 of the Plan.**

IMPORTANT INFORMATION REGARDING THE RELEASES

Following confirmation, subject to Article XI of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article XII of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article XII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.³

Specifically, except as otherwise set forth in the Plan or Confirmation Order, the releases in Section 12.07 of the Plan (the “Releases”) bind (a) each Released Party, (b) each holder of a claim (including holders of Class 1 Prepetition Lender Claims) entitled to vote on the plan that voted to accept the plan and did not “opt out” of the releases provided in Section 12.07 of the Plan in a timely submitted ballot, and (c) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subject to the Effective Date, all holders of Claims and Interests (including holders of Class 1 Prepetition Lender Claims). The Releases provide for, among other things, the following:

Except as otherwise provided in the Plan or the Confirmation Order, on the Effective Date, (i) each holder of a Claim that voted to accept the Plan, (ii) each Released Party (other than the Debtors), and (iii) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subsequent to the Effective Date, all holders of Claims, in consideration for the obligations of the Debtors under the Plan, the Distributions under the Plan and other contracts, instruments, releases, agreements or documents executed and delivered in connection with the Plan, will be deemed to have consented to the Plan and the

³ As used herein and in the Plan, the term “Released Parties” means, collectively, (a) the Debtors and API, and each of their respective current and former directors, officers, agents, employees, members, advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals retained by such Persons), together with their respective successors and assigns, each solely in its capacity as such, (b) the Committee and its members and advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals), together with their respective successors and assigns, (c) the DIP Administrative Agent and the DIP Lenders, together with their respective successors and assigns, and (d) the Prepetition Secured Lenders together with their respective successors and assigns, each solely in its capacity as such; provided, however, that such attorneys and professional advisors shall only include those that provided services related to the Chapter 11 Cases and the transactions contemplated by the Plan; provided, further, that no Person shall be a Released Party if it elects to opt out of the releases provided for in Article XII of the Plan in its Ballot. For the avoidance of doubt, none of the Released Parties release or shall be deemed to release one another in respect of Claims by or against Trading DAC.

restructuring embodied in the Plan for all purposes and deemed to forever release and waive all claims (as such term is defined in section 101(5) of the Bankruptcy Code), including but not limited to any claim sounding in law or equity or asserting a tort, breach of any duty or contract, violations of the common law, any federal or state statute, any federal or state securities laws or otherwise, demands, debts, rights, causes of action (including without limitation, the Causes of Action) or liabilities (other than the right to enforce the obligations of any party under the Plan and the contracts, instruments, releases, agreements and documents delivered under or in connection with the Plan), including, without limitation, any claims for any such loss such holder may suffer, have suffered or be alleged to suffer as a result of the Debtors commencing the Chapter 11 Cases or as a result of the Plan being consummated, against any Released Party, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that are based in whole or in part on any act or omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan or the Disclosure Statement; provided, however, that the foregoing releases shall not apply to any holder of a Claim if such holder “opts out” of the releases provided in Section 12.07(b) of the Plan in a timely and properly submitted Ballot; provided, further, that in no event shall anything in Section 12.07(b) of the Plan be construed as a release of any Person’s fraud or willful misconduct, as determined by a Final Order, for matters with respect to the Debtors and/or their affiliates.

Item 5. Certification.

By signing this Ballot, the undersigned Claimant hereby certifies that: (a) on the Voting Record Date, it was the holder of the Class 1 Prepetition Lender Claim to which this Ballot pertains (or an authorized signatory for such holder); (b) it has full power and authority to vote to accept or reject the Plan; and (c) it had received a copy of the Disclosure Statement (including all exhibits thereto) and other solicitation materials. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. By signing this Ballot, the undersigned is also certifying that its vote on the Plan is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement.

Name of Claimant: _____

Signature: _____

Name (if different from Claimant): _____

Title (if corporation or partnership): _____

Address: _____

Email: _____

Dated: _____

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED IN THIS BALLOT. PLEASE READ AND FOLLOW THE INSTRUCTIONS SET FORTH BELOW CAREFULLY. PLEASE (A) SUBMIT YOUR BALLOT ELECTRONICALLY THROUGH THE SOLICITATION AGENT'S E-BALLOT PLATFORM, LOCATED AT [HTTP://CASES.PRIMECLERK.COM/ARALEZ](http://cases.primeclerk.com/aralez) OR (B) COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT BY MAIL, HAND DELIVERY OR OVERNIGHT COURIER SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT BY [____], 2019, AT [4:00 P.M.] (PREVAILING EASTERN TIME).

VOTING INSTRUCTIONS

1. In order for your vote to count, you must:
 - (i) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box; and
 - (ii) Review and sign the certifications in Item 5 of the Ballot. Please be sure to sign and date your Ballot. Your original signature is required in order for your vote to be counted. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing, and if requested, provide proof of your authorization to so sign. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
2. To facilitate distributions under the Plan (to the extent that the Plan is confirmed and consummated), please complete Item 3, which requests certain tax information that is necessary to make distributions to holders of Claims.
3. If you voted to accept the Plan in Item 2 or abstain from voting, review the opt-out election disclosure in Item 4 of the Ballot, and determine whether you will check the box to opt out of the Plan's release provisions by checking the box in Item 4.
4. **To have your vote counted, you must (a) submit your ballot electronically through the Solicitation Agent's E-Ballot platform, located at <http://cases.primeclerk.com/aralez>, or (b) complete, sign and return this paper Ballot so that it is actually received by the Solicitation Agent not later than [4:00 p.m.] (prevailing Eastern Time) on [____], 2019. A PREPAID ENVELOPE ADDRESSED TO THE SOLICITATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE. Return the completed Ballot to:**

Aralez Pharmaceuticals US Inc. Ballot Processing Center
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022

5. **DO NOT SUBMIT YOUR BALLOT BY FAX OR EMAIL.** A ballot submitted by facsimile or email will not be counted unless approved by the Debtors.
6. A properly completed, executed and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate either an acceptance or rejection of the Plan will not be counted.

7. If you hold Claims in more than one voting Class under the Plan, you should receive a ballot for each such category of Claims, coded by Class number and description, and a set of solicitation materials with respect to each such Claim. **Each ballot you receive is for voting only your Claim described in that ballot. Please complete and return each ballot you receive. The attached Ballot is designated only for voting Class 1 Prepetition Lender Claims.**
8. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, a Ballot (or multiple Ballots with respect to multiple Claims within a single Class) that partially rejects and partially accepts the Plan will not be counted.
9. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received shall be deemed to reflect the voter's intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate Ballots with respect to the same Claim, such Ballots shall not be counted.
10. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
11. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.
12. Subject to the requirements of, and compliance with, Bankruptcy Rule 3018, if you have delivered a valid Ballot for the acceptance or rejection of the Plan, you may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Balloting Agent at any time prior to the Voting Deadline. A notice of withdrawal, to be valid, must (i) describe the Claim, (ii) be signed by the creditor in the same manner as the Ballot was originally signed and (iii) be received by the Balloting Agent on or before the Voting Deadline. The Debtors reserve the absolute right to contest the validity of any such withdrawals of Ballots.
13. It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code (the "**Bankruptcy Code**"). The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

14. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE BANKRUPTCY COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.

15. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY TELEPHONE AT (844) 384-4450 OR FOR INTERNATIONAL CALLS AT (917) 460-0911. THE SOLICITATION AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

EXHIBIT B-2

Ballot for Class 4 (General Unsecured Claims)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
 In re: : Chapter 11
 :
 Aralez Pharmaceuticals US Inc., et al.,¹ : Case No. 18-12425 (MG)
 :
 Debtors. : (Jointly Administered)
 -----X

**BALLOT FOR CLASS 4 (GENERAL UNSECURED CLAIMS)
 FOR ACCEPTING OR REJECTING
 THE JOINT LIQUIDATING PLAN OF CERTAIN OF
THE DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

<p>TO BE COUNTED, YOUR VOTE MUST BE <u>ACTUALLY RECEIVED</u> BY PRIME CLERK LLC BY [_____], 2019, AT [4:00 P.M.] (PREVAILING EASTERN TIME).</p>
--

This ballot (the “**Ballot**”) is being submitted to you by Aralez Pharmaceuticals US Inc. and the other above-captioned debtors and debtors in possession (collectively, excluding Aralez Pharmaceuticals Trading DAC, the “**Debtors**”) to solicit your vote to accept or reject the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code*, dated February 5, 2019 (including all exhibits thereto and as may be further amended, modified or supplemented from time to time, the “**Plan**”).²

The Bankruptcy Court has approved the *Disclosure Statement for Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code*, dated February 5, 2019 (including all exhibits thereto and as may be further amended, modified or supplemented from time to time, the “**Disclosure Statement**”). The Disclosure Statement describes the Plan and provides information to assist you in deciding how to vote your Ballot. Bankruptcy Court approval of the Disclosure Statement does not indicate Bankruptcy Court approval of the Plan.

If you do not have a Disclosure Statement, you may obtain a copy free of charge on the website of the Debtors’ solicitation agent, Prime Clerk LLC (the “**Solicitation Agent**”), at <http://cases.primeclerk.com/aralez>. Copies of the Disclosure Statement are also available: (a) at the Office of the Clerk of the Bankruptcy Court; (b) on the Bankruptcy Court’s website,

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

² Capitalized terms used in this Ballot that are not otherwise defined herein have the meanings given to them in the Plan.

<http://www.nysb.uscourts.gov> (a PACER account is required); (c) upon written request to the Solicitation Agent at Aralez Pharmaceuticals US Inc. Ballot Processing Center, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; or (d) by contacting the Solicitation Agent via telephone at (844) 384-4450 or for international calls at (917) 460-0911.

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 4 (General Unsecured Claims) under the Plan. If you hold Claims in more than one Class under the Plan, you will receive a ballot for each Class in which you are entitled to vote.

If your Ballot is not actually received by the Solicitation Agent on or before [____], 2019 at [4:00 p.m.] (prevailing Eastern Time), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Your receipt of this Ballot does not signify that your Claim(s) has been or will be Allowed. The Debtors reserve all rights to dispute such Claim(s).

You may return your Ballot either (a) through Prime Clerk's E-Ballot platform, located at <http://cases.primeclerk.com/aralez>, or (b) by sending it in the return envelope provided in your package to:

**Aralez Pharmaceuticals US Inc. Ballot Processing Center
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022**

If you submit your vote through the E-Ballot platform, you should not return a paper ballot.

HOW TO VOTE ONLINE THROUGH PRIME CLERK'S E-BALLOT PLATFORM

You may submit your ballot electronically by clicking on the "Submit E-Ballot" section on the Solicitation Agent's website for these cases, located at <http://cases.primeclerk.com/aralez>, and following the directions set forth on the website regarding submitting your E-Ballot as described more fully below.

1. Please visit the Debtors' voting website at <http://cases.primeclerk.com/aralez>.
2. Click on the "E-Ballot" section of the Debtors' voting website.
3. Follow the directions to submit your E-Ballot. If you choose to submit your Ballot via Prime Clerk's E-Ballot system, you should **not** return a hard copy of your Ballot.

IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE AND SUBMIT YOUR CUSTOMIZED E-BALLOT:

UNIQUE E-BALLOT ID# _____

PLEASE CHOOSE ONLY ONE METHOD OF RETURN FOR YOUR BALLOT. IF YOU CAST BOTH AN E-BALLOT AND A PAPER BALLOT WITH RESPECT TO THE SAME CLAIM, THE PAPER BALLOT WILL NOT BE COUNTED.

"E-BALLOTING" IS THE SOLE MANNER IN WHICH BALLOTS MAY BE DELIVERED VIA ELECTRONIC TRANSMISSION.

BALLOTS SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE COUNTED UNLESS APPROVED BY THE DEBTORS.

ACCEPTANCE OR REJECTION OF THE PLAN

Item 1. Vote Amount.

For purposes of voting to accept or reject the Plan, as of [_____], 2019 (the “**Voting Record Date**”), the undersigned (the “**Claimant**”) was a holder of a Class 4 General Unsecured Claim in the aggregate amount set forth below.

\$ _____

Item 2. Vote on Plan.

CHECK ONE BOX ONLY

- ACCEPTS (votes FOR) the Plan.**
- REJECTS (votes AGAINST) the Plan.**

Item 3. Tax Information.

Under penalty of perjury, Claimant certifies that:

- A. Claimant’s correct taxpayer identification number is:
(Social Security Number) ____-__-____,
(or Employer Identification Number) ____-_____; and
- B. Claimant is not subject to backup withholding because (please check appropriate box):
 - (i) Claimant is exempt from backup withholding;
 - (ii) Claimant has not been notified by the Internal Revenue Service (“**IRS**”) that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
 - (iii) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

Item 4. Opt-Out Election (for holders of Class 4 General Unsecured Claims that vote to ACCEPT the Plan only)

By checking the box below, the undersigned Claimant that voted to **ACCEPT** the Plan elects **NOT** to release the Released Parties as set forth in Section 12.07 of the Plan. **IF YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE CONCLUSIVELY, ABSOLUTELY, UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES FROM ANY AND ALL CLAIMS AND**

CAUSES OF ACTION TO THE EXTENT PROVIDED IN SECTION 12.07 OF THE PLAN.

- The undersigned elects not to grant (OPTS OUT OF) the releases set forth in Section 12.07 of the Plan.**

IMPORTANT INFORMATION REGARDING THE RELEASES

Following confirmation, subject to Article XI of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article XII of the Plan will become effective. In determining how to cast your vote on the Plan, it is important to read the provisions contained in Article XII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.³

Specifically, except as otherwise set forth in the Plan or Confirmation Order, the releases in Section 12.07 of the Plan (the “Releases”) bind (a) each Released Party, (b) each holder of a claim (including holders of Class 4 General Unsecured Claims) entitled to vote on the plan that voted to accept the plan and did not “opt out” of the releases provided in Section 12.07 of the Plan in a timely submitted ballot, and (c) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subject to the Effective Date, all holders of Claims and Interests (including holders of Class 4 General Unsecured Claims). The Releases provide for, among other things, the following:

Except as otherwise provided in the Plan or the Confirmation Order, on the Effective Date, (i) each holder of a Claim that voted to accept the Plan, (ii) each Released Party (other than the Debtors), and (iii) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subsequent to the Effective Date, all holders of Claims, in consideration for the obligations of the Debtors under the Plan, the Distributions under the Plan and other contracts, instruments, releases, agreements or documents executed and delivered in connection with the Plan, will be deemed to have consented to the Plan and the

³ As used herein and in the Plan, the term “Released Parties” means, collectively, (a) the Debtors and API, and each of their respective current and former directors, officers, agents, employees, members, advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals retained by such Persons), together with their respective successors and assigns, each solely in its capacity as such, (b) the Committee and its members and advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals), together with their respective successors and assigns, (c) the DIP Administrative Agent and the DIP Lenders, together with their respective successors and assigns, and (d) the Prepetition Secured Lenders together with their respective successors and assigns, each solely in its capacity as such; provided, however, that such attorneys and professional advisors shall only include those that provided services related to the Chapter 11 Cases and the transactions contemplated by the Plan; provided, further, that no Person shall be a Released Party if it elects to opt out of the releases provided for in Article XII of the Plan in its Ballot. For the avoidance of doubt, none of the Released Parties release or shall be deemed to release one another in respect of Claims by or against Trading DAC.

restructuring embodied in the Plan for all purposes and deemed to forever release and waive all claims (as such term is defined in section 101(5) of the Bankruptcy Code), including but not limited to any claim sounding in law or equity or asserting a tort, breach of any duty or contract, violations of the common law, any federal or state statute, any federal or state securities laws or otherwise, demands, debts, rights, causes of action (including without limitation, the Causes of Action) or liabilities (other than the right to enforce the obligations of any party under the Plan and the contracts, instruments, releases, agreements and documents delivered under or in connection with the Plan), including, without limitation, any claims for any such loss such holder may suffer, have suffered or be alleged to suffer as a result of the Debtors commencing the Chapter 11 Cases or as a result of the Plan being consummated, against any Released Party, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that are based in whole or in part on any act or omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan or the Disclosure Statement; provided, however, that the foregoing releases shall not apply to any holder of a Claim if such holder “opts out” of the releases provided in Section 12.07(b) of the Plan in a timely and properly submitted Ballot; provided, further, that in no event shall anything in Section 12.07(b) of the Plan be construed as a release of any Person’s fraud or willful misconduct, as determined by a Final Order, for matters with respect to the Debtors and/or their affiliates.

Item 5. Certification.

By signing this Ballot, the undersigned Claimant hereby certifies that: (a) on the Voting Record Date, it was the holder of the Class 4 General Unsecured Claim to which this Ballot pertains (or an authorized signatory for such holder); (b) it has full power and authority to vote to accept or reject the Plan; and (c) it had received a copy of the Disclosure Statement (including all exhibits thereto) and other solicitation materials. The undersigned understands that an otherwise properly completed, executed and timely-returned Ballot that does not indicate either acceptance or rejection of the Plan or indicates both acceptance and rejection of the Plan will not be counted. By signing this Ballot, the undersigned is also certifying that its vote on the Plan is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement.

Name of Claimant: _____

Signature: _____

Name (if different from Claimant): _____

Title (if corporation or partnership): _____

Address: _____

Dated: _____

Email: _____

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED IN THIS BALLOT. PLEASE READ AND FOLLOW THE INSTRUCTIONS SET FORTH BELOW CAREFULLY. PLEASE (A) SUBMIT YOUR BALLOT ELECTRONICALLY THROUGH THE SOLICITATION AGENT'S E-BALLOT PLATFORM, LOCATED AT [HTTP://CASES.PRIMECLERK.COM/ARALEZ](http://cases.primeclerk.com/aralez) OR (B) COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT BY MAIL, HAND DELIVERY OR OVERNIGHT COURIER SO THAT IT IS RECEIVED BY THE SOLICITATION AGENT BY [____], 2019, AT [4:00 P.M.] (PREVAILING EASTERN TIME).

VOTING INSTRUCTIONS

1. In order for your vote to count, you must:
 - (i) In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Plan by checking the appropriate box; and
 - (ii) Review and sign the certifications in Item 5 of the Ballot. Please be sure to sign and date your Ballot. Your original signature is required in order for your vote to be counted. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing, and if requested, provide proof of your authorization to so sign. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
2. To facilitate distributions under the Plan (to the extent that the Plan is confirmed and consummated), please complete Item 3, which requests certain tax information that is necessary to make distributions to holders of Claims.
3. If you voted to accept the Plan in Item 2 or abstain from voting, review the opt-out election disclosure in Item 4 of the Ballot, and determine whether you will check the box to opt out of the Plan's release provisions by checking the box in Item 4.
4. **To have your vote counted, you must (a) submit your ballot electronically through the Solicitation Agent's E-Ballot platform, located at <http://cases.primeclerk.com/aralez>, or (b) complete, sign and return this paper Ballot so that it is actually received by the Solicitation Agent not later than [4:00 p.m.] (prevailing Eastern Time) on [____], 2019. A PREPAID ENVELOPE ADDRESSED TO THE SOLICITATION AGENT IS ENCLOSED FOR YOUR CONVENIENCE. Return the completed Ballot to:**

Aralez Pharmaceuticals US Inc. Ballot Processing Center
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022

5. **DO NOT SUBMIT YOUR BALLOT BY FAX OR EMAIL.** A ballot submitted by facsimile or email will not be counted unless approved by the Debtors.
6. A properly completed, executed and timely-returned Ballot that either (a) indicates both an acceptance and rejection of the Plan or (b) fails to indicate either an acceptance or rejection of the Plan will not be counted.

7. If you hold Claims in more than one voting Class under the Plan, you should receive a ballot for each such category of Claims, coded by Class number and description, and a set of solicitation materials with respect to each such Claim. **Each ballot you receive is for voting only your Claim described in that ballot. Please complete and return each ballot you receive. The attached Ballot is designated only for voting Class 4 General Unsecured Claims.**
8. You must vote all your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, a Ballot (or multiple Ballots with respect to multiple Claims within a single Class) that partially rejects and partially accepts the Plan will not be counted.
9. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last valid Ballot timely received shall be deemed to reflect the voter's intent and shall supersede and revoke any earlier received Ballot. If you simultaneously cast inconsistent duplicate Ballots with respect to the same Claim, such Ballots shall not be counted.
10. Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.
11. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a Claim or an Interest.
12. Subject to the requirements of, and compliance with, Bankruptcy Rule 3018, if you have delivered a valid Ballot for the acceptance or rejection of the Plan, you may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Balloting Agent at any time prior to the Voting Deadline. A notice of withdrawal, to be valid, must (i) describe the Claim, (ii) be signed by the creditor in the same manner as the Ballot was originally signed and (iii) be received by the Balloting Agent on or before the Voting Deadline. The Debtors reserve the absolute right to contest the validity of any such withdrawals of Ballots.
13. It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of title 11 of the United States Code (the "**Bankruptcy Code**"). The votes of Claims actually voted in your Class will bind both those who vote and those who do not vote. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan: (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes voting to reject the Plan; and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

14. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER SOLICITATION MATERIALS APPROVED BY THE BANKRUPTCY COURT, INCLUDING, WITHOUT LIMITATION, THE DISCLOSURE STATEMENT.

15. PLEASE RETURN YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE SOLICITATION AGENT BY TELEPHONE AT (844) 384-4450 OR FOR INTERNATIONAL CALLS AT (917) 460-0911. THE SOLICITATION AGENT IS NOT AUTHORIZED TO PROVIDE LEGAL ADVICE.

EXHIBIT C-1

Non-Voting Creditor Notice (Unimpaired Creditors)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
Aralez Pharmaceuticals US Inc., et al.,¹ : Case No. 18-12425 (MG)
: :
Debtors. : (Jointly Administered)
-----X

**NOTICE OF: (I) APPROVAL OF DISCLOSURE STATEMENT,
(II) HEARING TO CONSIDER CONFIRMATION OF THE PLAN, AND
(III) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF THE PLAN**

TO: ALL UNIMPAIRED CREDITORS OF THE DEBTORS: HOLDERS OF CLAIMS IN CLASS 2 (OTHER SECURED CLAIMS) AND CLASS 3 (PRIORITY NON-TAX CLAIMS)

PLEASE TAKE NOTICE OF THE FOLLOWING:

APPROVAL OF DISCLOSURE STATEMENT

1. By order dated [____], 2019, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the *Disclosure Statement for Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “**Disclosure Statement**”) as containing adequate information within the meaning of section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”).

CONFIRMATION HEARING

2. Commencing on [____], 2019 at [_:__ a./p.]m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard, a hearing (the “**Confirmation Hearing**”) will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 to consider confirmation of the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “**Plan**”).² The Confirmation Hearing

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

² All capitalized terms used but not defined herein have the meanings given them in the Plan.

may be adjourned from time to time without further notice to creditors or other parties in interest, other than by an announcement of such an adjournment in open court at the Confirmation Hearing or any adjournment thereof or the filing of a notice or other appropriate filing with the Court. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Plan and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

ENTITLEMENT TO VOTE ON THE PLAN

3. In accordance with the terms of the Plan and the Bankruptcy Code, holders of claims against the debtors and debtors in possession in the above-captioned cases other than Aralez Pharmaceuticals Trading DAC (collectively, excluding Aralez Pharmaceuticals Trading DAC, the “**Debtors**”) that are impaired by the Plan are entitled to vote on the Plan. However, holders of claims that are unimpaired by the Plan are deemed to have accepted the Plan and are not entitled to vote on the Plan.

4. [____], 2019 has been established by the Bankruptcy Court as the record date for determining the creditors entitled to receive solicitation or notice materials.

5. You are receiving this Notice because you have been identified as holding a claim that is unimpaired. Therefore, you are deemed to accept the Plan and are not entitled to vote on the Plan.

IMPORTANT INFORMATION REGARDING THE RELEASES

6. Following confirmation, subject to Article XI of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article XII of the Plan will become effective. It is important to read the provisions contained in Article XII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.³

³ As used herein and in the Plan, the term “**Released Parties**” means, collectively, (a) the Debtors and API, and each of their respective current and former directors, officers, agents, employees, members, advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals retained by such Persons), together with their respective successors and assigns, each solely in its capacity as such, (b) the Committee and its members and advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals), together with their respective successors and assigns, (c) the DIP Administrative Agent and the DIP Lenders, together with their respective successors and assigns, and (d) the Prepetition Secured Lenders together with their respective successors and assigns, each solely in its capacity as such; provided, however, that such attorneys and professional advisors shall only include those that provided services related to the Chapter 11 Cases and the transactions contemplated by the Plan; provided, further, that no Person shall be a Released Party if it elects to opt out of the releases provided for in Article XII of the Plan in its Ballot. For the avoidance of doubt, none of the Released Parties release or shall be deemed to release one another in respect of Claims by or against Trading DAC.

7. Specifically, except as otherwise set forth in the Plan or Confirmation Order, the releases in Section 12.07 of the Plan (the “Releases”) bind (a) each Released Party, (b) each holder of a Claim that voted to accept the Plan that did not “opt out” of the releases provided in Section 12.07 of the Plan in a timely submitted Ballot, and (c) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subject to the Effective Date, all holders of Claims and Interests. Holders of a Claim or Interest who vote to accept the Plan but do not “opt out” of the Releases, will be deemed to grant the Releases. The Releases provide for, among other things, the following:

Except as otherwise provided in the Plan or the Confirmation Order, on the Effective Date, (i) each holder of a Claim that voted to accept the Plan, (ii) each Released Party (other than the Debtors), and (iii) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subsequent to the Effective Date, all holders of Claims, in consideration for the obligations of the Debtors under the Plan, the Distributions under the Plan and other contracts, instruments, releases, agreements or documents executed and delivered in connection with the Plan, will be deemed to have consented to the Plan and the restructuring embodied in the Plan for all purposes and deemed to forever release and waive all claims (as such term is defined in section 101(5) of the Bankruptcy Code), including but not limited to any claim sounding in law or equity or asserting a tort, breach of any duty or contract, violations of the common law, any federal or state statute, any federal or state securities laws or otherwise, demands, debts, rights, causes of action (including without limitation, the Causes of Action) or liabilities (other than the right to enforce the obligations of any party under the Plan and the contracts, instruments, releases, agreements and documents delivered under or in connection with the Plan), including, without limitation, any claims for any such loss such holder may suffer, have suffered or be alleged to suffer as a result of the Debtors commencing the Chapter 11 Cases or as a result of the Plan being consummated, against any Released Party, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that are based in whole or in part on any act or omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan or the Disclosure Statement; provided, however, that the foregoing releases shall not apply to any holder of a Claim if such holder “opts out” of the releases provided in Section 12.07(b) of the Plan in a timely and properly submitted Ballot; provided, further, that in no event shall anything in Section 12.07(b) of the Plan be construed as a release of any Person’s fraud or willful misconduct, as determined by a Final Order, for matters with respect to the Debtors and/or their affiliates.

DEADLINE FOR OBJECTIONS TO CONFIRMATION OF THE PLAN

8. Objections, if any, to confirmation of the Plan, including any supporting memoranda, must be in writing, filed with the Clerk of the Bankruptcy Court at One Bowling Green, New York, New York 10004, or electronically using the Bankruptcy Court’s Case Management/Electronic Case File (“CM/ECF”) System at <https://ecf.nysb.uscourts.gov> (a

CM/ECF password will be required),⁴ in each case, with a hard copy delivered to the Judge's Chambers, and: (a) state the name and address of the objecting party and the amount of its claim or the nature of its interest in the Debtors' chapter 11 cases; (b) state with particularity the provision or provisions of the Plan objected to and for any objection asserted, the legal and factual basis for such objections; (c) provide proposed language to remedy any objection asserted, if possible; and (d) be served by hand delivery or in a manner as will cause such objection to be **received** on or before [____], **2019 at 4:00 p.m. (prevailing Eastern Time)**, by: (i) Aralez Pharmaceuticals US Inc., P.O. Box 329003, Brooklyn, NY 11232 (Attn: Christopher Freeland, Esq.); (ii) counsel for the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Esq., Robin Spigel, Esq. and Debra C. McElligott, Esq.); (iii) counsel to the lenders under the Debtors' debtor-in-possession financing facility and under the Debtors' prepetition secured credit agreement, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, IL 60661 (Attn: Peter A. Siddiqui, Esq.) and Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq.); (iv) counsel to the U.S. Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (v) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. and Howard S. Steel, Esq.). Any objections not filed and served as set forth above will be deemed waived.

COPIES OF THE PLAN AND DISCLOSURE STATEMENT

9. The Disclosure Statement and the Plan are on file with the Clerk of the Bankruptcy Court, and copies of the same may be obtained by parties in interest free of charge on the website of the Balloting Agent, Prime Clerk LLC, at <http://cases.primeclerk.com/aralez>. Copies of the Disclosure Statement are also available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004. In addition, copies of the Disclosure Statement may be viewed on the Internet at the Bankruptcy Court's website (<http://www.nysb.uscourts.gov>) by following the directions for accessing the ECF system on such website. Hard copies of the Disclosure Statement will be made available upon request made to the Debtors' Claims Agent, Prime Clerk LLC, in writing at the following address: Aralez Pharmaceuticals US Inc. Ballot Processing Center, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022, or via telephone at (844) 384-4450 or for international calls at (917) 460-0911.

⁴ A CM/ECF password may be obtained via the Bankruptcy Court's CM/ECF website at <https://ecf.nysb.uscourts.gov>.

Dated: New York, New York
[_____], 2019

WILLKIE FARR & GALLAGHER LLP
Counsel for the Debtors and Debtors in Possession

787 Seventh Avenue
New York, New York 10019
(212) 728-8000

EXHIBIT C-2

Non-Voting Creditor Notice (Non-Voting Impaired Classes)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
 In re: : Chapter 11
 :
 Aralez Pharmaceuticals US Inc., et al.,¹ : Case No. 18-12425 (MG)
 :
 Debtors. : (Jointly Administered)
 -----X

**NOTICE OF: (I) APPROVAL OF DISCLOSURE STATEMENT,
(II) HEARING TO CONSIDER CONFIRMATION OF THE PLAN, AND
(III) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF THE PLAN**

TO: ALL HOLDERS OF CLASS 5 (INTERCOMPANY CLAIMS) AND CLASS 6
(EXISTING API INTERESTS):

PLEASE TAKE NOTICE OF THE FOLLOWING:

APPROVAL OF DISCLOSURE STATEMENT

1. By order dated [____], 2019, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the *Disclosure Statement for Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “**Disclosure Statement**”) as containing adequate information within the meaning of section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”).

CONFIRMATION HEARING

2. Commencing on [____], 2019 at [_:__ a./p.]m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard, a hearing (the “**Confirmation Hearing**”) will be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 to consider confirmation of the *Joint Liquidating Plan of Certain of the Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “**Plan**”).² The Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest,

¹ The debtors in these cases and the last four digits of each debtor’s federal taxpayer identification number are as follows: Aralez Pharmaceuticals Holdings Limited (5824); Aralez Pharmaceuticals Management Inc. (7166); POZEN Inc. (7552); Aralez Pharmaceuticals Trading DAC (1627); Aralez Pharmaceuticals US Inc. (6948); Aralez Pharmaceuticals R&D Inc. (9731); and Halton Laboratories LLC (9342). For the purposes of the Plan (as defined herein), Aralez Pharmaceuticals Trading DAC is not a “Debtor” as defined in the Plan. For the purposes of these cases, the Debtors’ mailing address is Aralez Pharmaceuticals, c/o Prime Clerk LLC, P.O. Box 329003, Brooklyn, NY 11232.

² All capitalized terms used but not defined herein have the meanings given them in the Plan.

other than by an announcement of such an adjournment in open court at the Confirmation Hearing or any adjournment thereof or the filing of a notice or other appropriate filing with the Court. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Plan and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

ENTITLEMENT TO VOTE ON THE PLAN

3. In accordance with the terms of the Plan and the Bankruptcy Code, holders of claims against the debtors and debtors in possession in the above-captioned cases other than Aralez Pharmaceuticals Trading DAC (collectively, excluding Aralez Pharmaceuticals Trading DAC, the “**Debtors**”) that are impaired by the Plan are entitled to vote on the Plan. However, holders of claims and interests that will receive no distribution under the Plan are deemed to have rejected the Plan and will not be entitled to vote.

4. [____], **2019** has been established by the Bankruptcy Court as the record date for determining the creditors entitled to receive solicitation or notice materials.

5. You are receiving this Notice because you have been identified as holding a claim or interest that is not receiving any distribution under the Plan. Therefore, you are deemed to reject the Plan and not entitled to vote thereon.

IMPORTANT INFORMATION REGARDING THE RELEASES

6. Following confirmation, subject to Article XI of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article XII of the Plan will become effective. It is important to read the provisions contained in Article XII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.³

³ As used herein and in the Plan, the term “**Released Parties**” means, collectively, (a) the Debtors and API, and each of their respective current and former directors, officers, agents, employees, members, advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals retained by such Persons), together with their respective successors and assigns, each solely in its capacity as such, (b) the Committee and its members and advisors and professionals (including any attorneys, consultants, financial advisors, investment bankers and other professionals), together with their respective successors and assigns, (c) the DIP Administrative Agent and the DIP Lenders, together with their respective successors and assigns, and (d) the Prepetition Secured Lenders together with their respective successors and assigns, each solely in its capacity as such; provided, however, that such attorneys and professional advisors shall only include those that provided services related to the Chapter 11 Cases and the transactions contemplated by the Plan; provided, further, that no Person shall be a Released Party if it elects to opt out of the releases provided for in Article XII of the Plan in its Ballot. For the avoidance of doubt, none of the Released Parties release or shall be deemed to release one another in respect of Claims by or against Trading DAC.

7. Specifically, except as otherwise set forth in the Plan or Confirmation Order, the releases in Section 12.07 of the Plan (the “Releases”) bind (a) each Released Party, (b) each holder of a Claim that voted to accept the Plan that did not “opt out” of the releases provided in Section 12.07 of the Plan in a timely submitted Ballot, and (c) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subject to the Effective Date, all holders of Claims and Interests. Holders of a Claim or Interest who vote to accept the Plan but do not “opt out” of the Releases, will be deemed to grant the Releases. The Releases provide for, among other things, the following:

Except as otherwise provided in the Plan or the Confirmation Order, on the Effective Date, (i) each holder of a Claim that voted to accept the Plan, (ii) each Released Party (other than the Debtors), and (iii) to the fullest extent permissible under applicable law, as such law may be extended or interpreted subsequent to the Effective Date, all holders of Claims, in consideration for the obligations of the Debtors under the Plan, the Distributions under the Plan and other contracts, instruments, releases, agreements or documents executed and delivered in connection with the Plan, will be deemed to have consented to the Plan and the restructuring embodied in the Plan for all purposes and deemed to forever release and waive all claims (as such term is defined in section 101(5) of the Bankruptcy Code), including but not limited to any claim sounding in law or equity or asserting a tort, breach of any duty or contract, violations of the common law, any federal or state statute, any federal or state securities laws or otherwise, demands, debts, rights, causes of action (including without limitation, the Causes of Action) or liabilities (other than the right to enforce the obligations of any party under the Plan and the contracts, instruments, releases, agreements and documents delivered under or in connection with the Plan), including, without limitation, any claims for any such loss such holder may suffer, have suffered or be alleged to suffer as a result of the Debtors commencing the Chapter 11 Cases or as a result of the Plan being consummated, against any Released Party, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity or otherwise, that are based in whole or in part on any act or omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan or the Disclosure Statement; provided, however, that the foregoing releases shall not apply to any holder of a Claim if such holder “opts out” of the releases provided in Section 12.07(b) of the Plan in a timely and properly submitted Ballot; provided, further, that in no event shall anything in Section 12.07(b) of the Plan be construed as a release of any Person’s fraud or willful misconduct, as determined by a Final Order, for matters with respect to the Debtors and/or their affiliates.

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CM/ECF password will be required),⁴ in each case, with a hard copy delivered to the Judge's Chambers, and: (a) state the name and address of the objecting party and the amount of its claim or the nature of its interest in the Debtors' chapter 11 cases; (b) state with particularity the provision or provisions of the Plan objected to and for any objection asserted, the legal and factual basis for such objections; (c) provide proposed language to remedy any objection asserted, if possible; and (d) be served by hand delivery or in a manner as will cause such objection to be **received** on or before [____], **2019 at 4:00 p.m. (prevailing Eastern Time)**, by: (i) Aralez Pharmaceuticals US Inc., P.O. Box 329003, Brooklyn, NY 11232 (Attn: Christopher Freeland, Esq.); (ii) counsel for the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Esq., Robin Spigel, Esq. and Debra C. McElligott, Esq.); (iii) counsel to the lenders under the Debtors' debtor-in-possession financing facility and under the Debtors' prepetition secured credit agreement, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, IL 60661 (Attn: Peter A. Siddiqui, Esq.) and Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq.); (iv) counsel to the U.S. Trustee for Region 2, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (v) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. and Howard S. Steel, Esq.). Any objections not filed and served as set forth above will be deemed waived.

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Dated: New York, New York
[_____], 2019

WILLKIE FARR & GALLAGHER LLP
Counsel for the Debtors and Debtors in Possession

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