

Paul V. Shalhoub
Andrew S. Mordkoff
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111

*Proposed Counsel for the Debtors and
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	: Chapter 11
	: :
Aegerion Pharmaceuticals, Inc., <u>et al.</u> , ¹	: Case No. 19-11632 (MG)
	: :
Debtors.	: (Jointly Administered)
-----X	

NOTICE OF DEBTORS’ MOTION FOR ORDER: (I) APPROVING DISCLOSURE STATEMENT; (II) ESTABLISHING DATE OF CONFIRMATION HEARING; (III) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT PLAN, INCLUDING (A) APPROVING FORM AND MANNER OF SOLICITATION PACKAGES, (B) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING, (C) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES, (D) APPROVING FORMS OF BALLOTS, (E) ESTABLISHING DEADLINE FOR RECEIPT OF BALLOTS, AND (F) APPROVING PROCEDURES FOR VOTE TABULATIONS; (IV) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; (V) APPROVING RIGHTS OFFERING PROCEDURES; AND (VI) 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 Southern District of New York (the “**Bankruptcy Court**”) on **July 11, 2019 at 9:00 a.m.**

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal taxpayer identification number are Aegerion Pharmaceuticals, Inc. (0116), and Aegerion Pharmaceuticals Holdings, Inc. (1331). The Debtors’ executive headquarters are located at 245 First Street, Riverview II, 18th Floor, Cambridge, MA 02142.

(**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 (collectively, the “**Debtors**”) for an order:

- (a) approving the *Disclosure Statement for Debtors’ Joint Chapter 11 Plan* [Docket No. 21] (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**”) to consider confirmation of the *Debtors’ Joint Chapter 11 Plan* [Docket No. 20] (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 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;
- (e) approving the procedures for the Rights Offering, and the corresponding subscription form; and
- (f) 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/aegerion>. Copies of the Disclosure Statement and Plan are also available for inspection during regular business hours at the Office of the Clerk

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

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) Aegerion Pharmaceuticals, Inc., 245 First Street, Riverview II, 18th Floor, Cambridge, MA 02142 (Attn: John R. Castellano); (ii) proposed counsel to the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Paul V. Shalhoub, Esq. and Andrew S. Mordkoff, Esq.); (iii) counsel to those certain lenders under the Debtors' proposed debtor-in-possession financing facility, the Debtors' prepetition secured bridge credit agreement and the 2% unsecured convertible notes, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611 (Attn: Richard A. Levy, Esq.) and King & Spalding LLP, 444 West Lake Street, Suite 1650, Chicago, IL 60606 (Attn: Matthew L. Warren, Esq.); (iv) proposed counsel to the Official Committee of Unsecured Creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Kenneth H. Eckstein, Esq. and Rachael Ringer, Esq.); (v) counsel to the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Benjamin J. Higgins, Esq. and Brian S. Masumoto, Esq.); (vi) counsel to Novelion Therapeutics Inc., Goodwin Procter LLP, The New York Times Building, 620 Eighth Avenue, New York, NY 10018 (Attn: Gregory Fox, Esq. and Jacqueline Mercier, Esq.); and (vii) counsel to Amryt

Pharma Plc, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Matthew J. Williams, Esq. and Jason Zachary Goldstein, Esq.), so as to be received no later than **July 1, 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, proposed 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: June 3, 2019
New York, New York

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

By: /s/ Paul V. Shalhoub
Paul V. Shalhoub
Andrew S. Mordkoff
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111