



Professor Jonathan Macey

Corporate Governance Expert

June 16, 2022

CCSF v Purdue Pharma, et al.

3:18-CV-7591

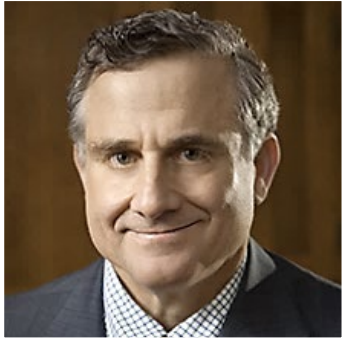
Allergan Defendants

Court Exhibit 00005

Admitted: 6/16/2022

Allergan Defendants Court Exhibit 00005.00001

Professor Jonathan Macey Qualifications



Yale Law School



Education

- A.B. Harvard College, Economics, 1977
- J.D. Yale Law School, 1982

Professional Highlights

- 30 years' experience in the area of corporate governance
- Sam Harris Professor of Corporate Law, Corporate Finance, and Securities Law at Yale Law School
- Professor at Yale School of Management

Publications

- Over 100 scholarly articles
- Books, Treatises, and Case Books
 - Macey on Corporation Law
 - Corporations: Including Partnerships and Limited Liability Companies
 - Corporate Governance: Promises Made, Promises Broken

Summary of Opinions

From a corporate governance perspective:

- 1 The Allergan Defendants are separate and distinct from Alpharma Inc.
- 2 The Allergan Defendants are and always have been separate and distinct from the Actavis Generics Defendants

Work Performed to Form Opinions

**Examined corporate relationship amongst the
Allergan Defendants
AND**

1

Alpharma Inc.

2

The Actavis
Generics
Defendants

Materials Relied Upon

- Incorporation documents

- Annual reports

- Transaction documents

- Corporate testimony

- SEC filings

- Pleadings

- Regulatory filings

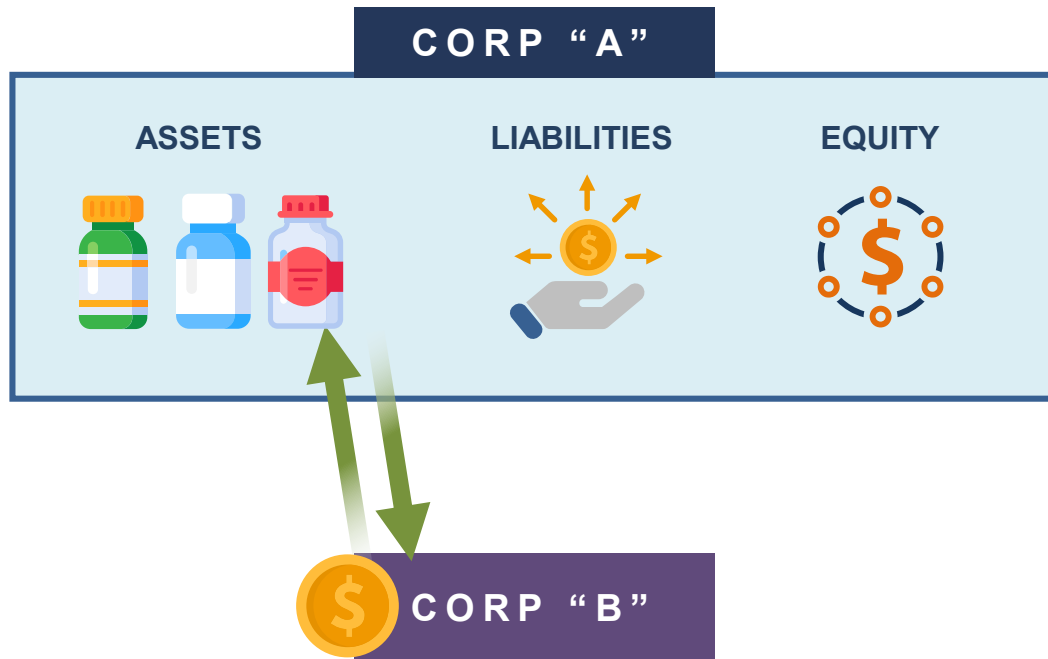
- Board of directors information

- Tax returns

- Organizational charts

- Board resolutions

Asset Sale Basics



Asset Sale Basics



Kadian Asset Purchase Agreement with Alpharma Inc.

Article II. **Purchase and Sale of Assets**

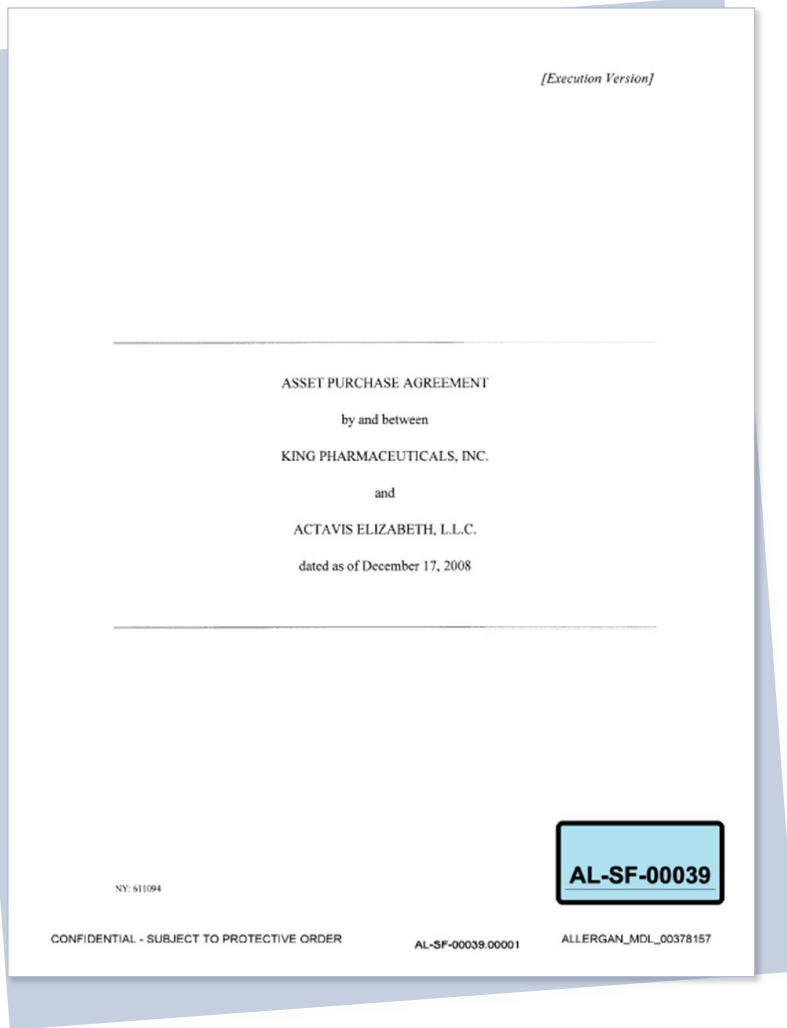
Section 2.01 Purchase and Sale of Assets

(a) Subject to the terms and conditions of this Agreement, at the Closing, Seller shall sell, transfer, convey, assign and deliver to Buyer, and Buyer shall purchase, acquire and accept from Seller, **free and clear of any Encumbrance**, other than a Permitted Encumbrance, all of Seller's right, title and interest, as of the Closing, in and to the Purchased Assets.

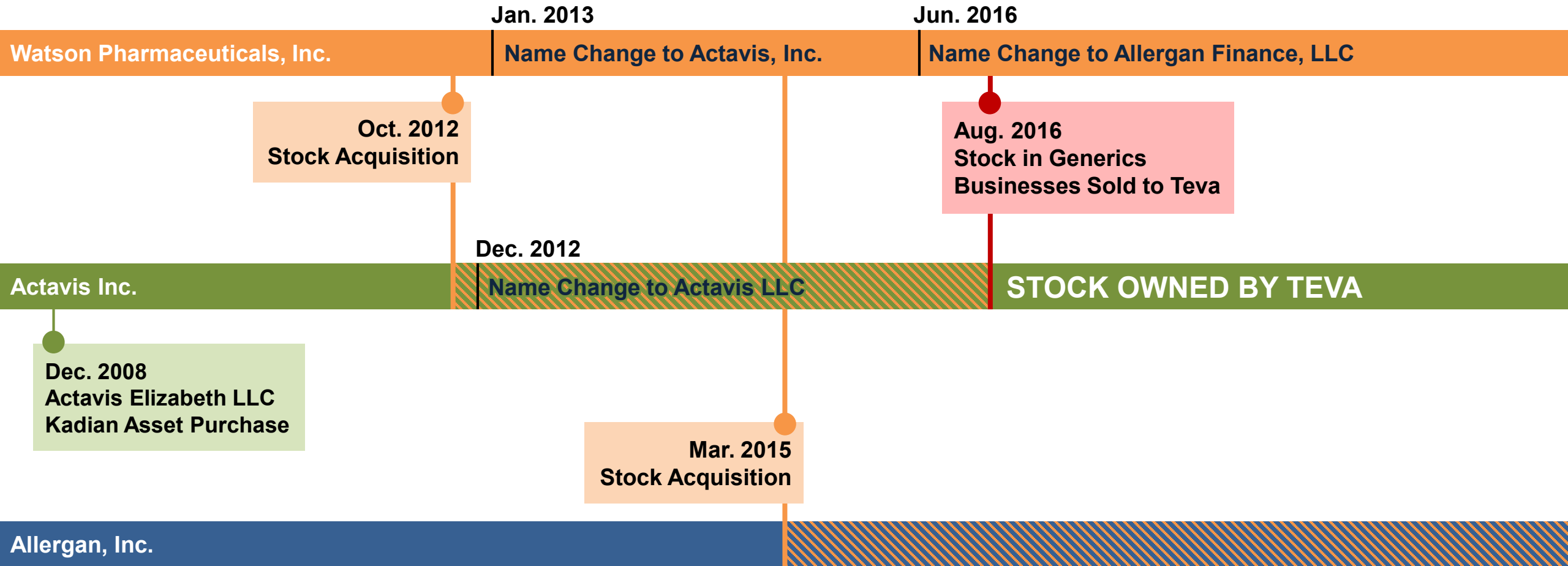
Kadian Asset Sale

Alpharma Asset Purchase Agreement

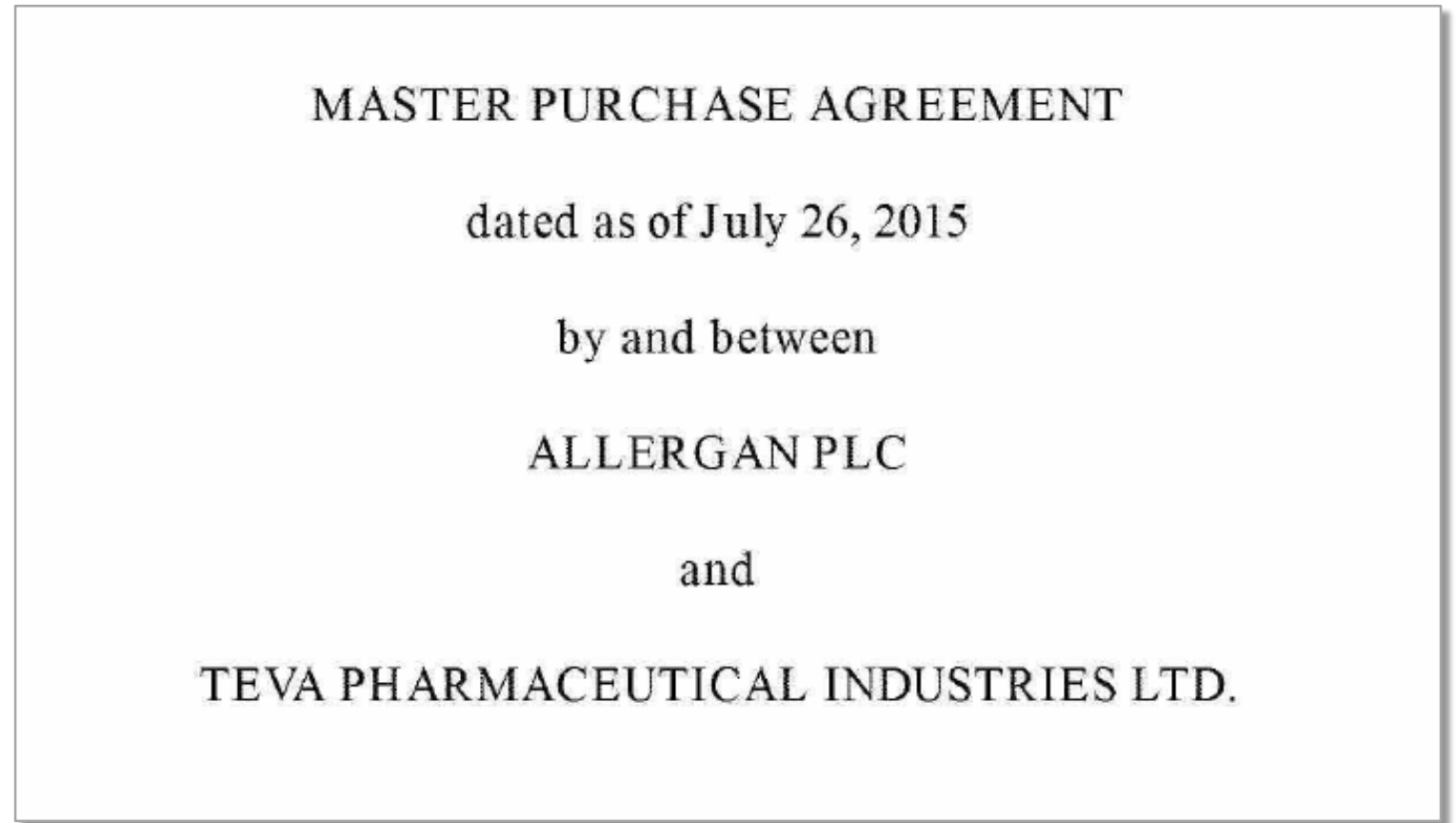
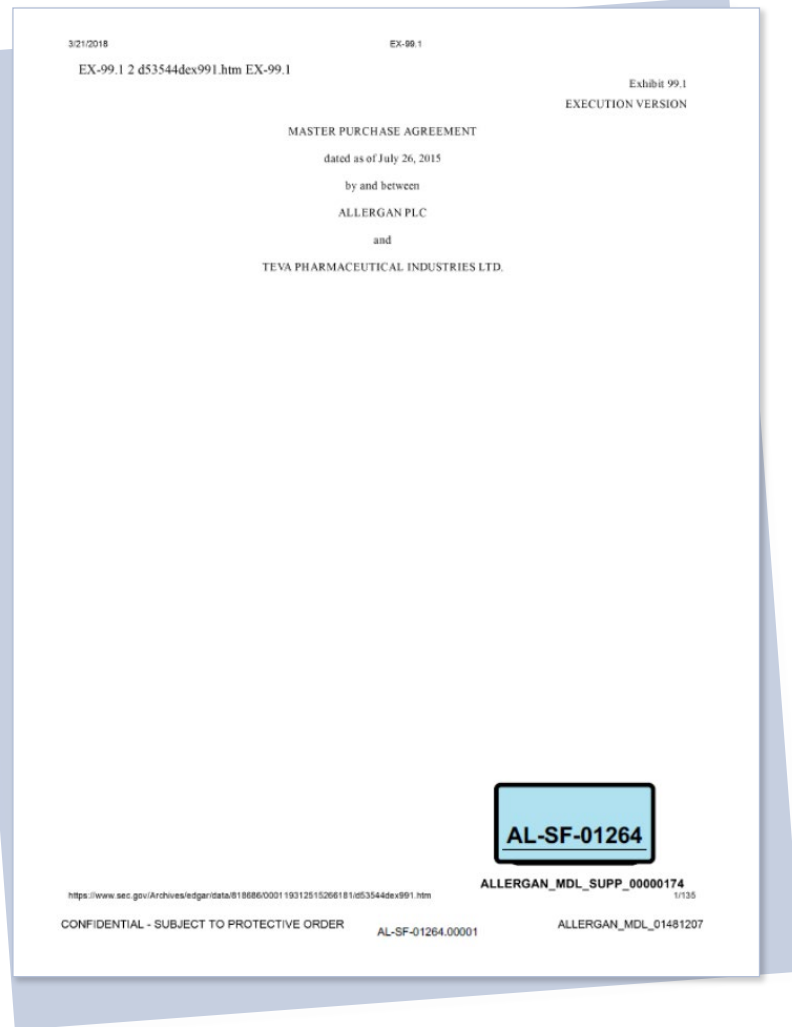
- *Executed:* December 30, 2008
- *Selling Entity:* King Pharmaceuticals, Inc. (parent of Alpharma Inc.)
- *Buying Entity:* Actavis Elizabeth, L.L.C.
- Arm's length transaction
- Purchase price was at market value



Allergan Finance, LLC Timeline



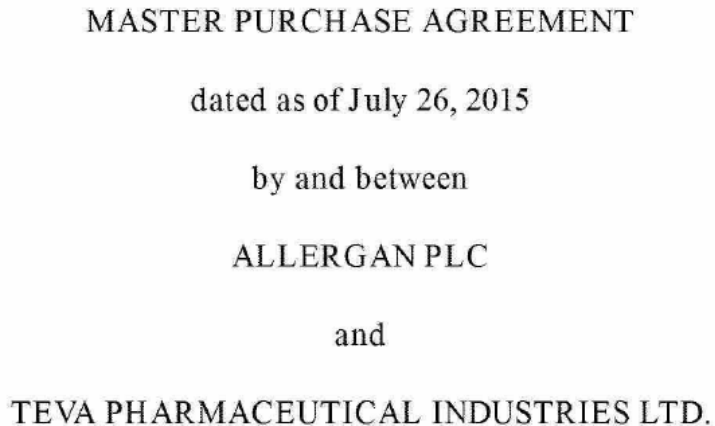
Liability for Generics



The Operative Agreement

- *Executed:* July 26, 2015
- *Selling Entity:* Allergan and affiliates
- *Buying Entity:*
Teva Pharmaceutical Industries Ltd.
- Stock Sale: Divested Entities were sold with all assets and liabilities, but for Kadian and Norco
- Arm's length transaction
- Purchase price was at market value

Allergan Defendants Court Exhibit 00005.00012



MASTER PURCHASE AGREEMENT
dated as of July 26, 2015
by and between
ALLERGAN PLC
and
TEVA PHARMACEUTICAL INDUSTRIES LTD.

AL-SF-01264

ALLERGAN_MDL_SUPP_00000174
5/13/15

<https://www.sec.gov/Archives/edgar/data/118686/000119312515266181/d53544dex991.htm>

CONFIDENTIAL - SUBJECT TO PROTECTIVE ORDER

AL-SF-01264.00001

ALLERGAN_MDL_01481207

DEA Opioid Registrants

