

Exhibit 4

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MALLINCKRODT PLC,

Reorganized Debtor.¹

OPIOID MASTER DISBURSEMENT TRUST II,

Plaintiff,

v.

COVIDIEN UNLIMITED COMPANY
(formerly known as Covidien Ltd. and Covidien plc),
COVIDIEN GROUP HOLDINGS LTD.
(formerly known as Covidien Ltd.), COVIDIEN
INTERNATIONAL FINANCE S.A., COVIDIEN GROUP
S.À R.L., and DOE DEFENDANTS 1-500,

Defendants.

Chapter 11

Case No. 20-12522 (JTD)

Adversary Proceeding

No. 22-50433 (JTD)

**DECLARATION OF QUINCY M. CRAWFORD
PURSUANT TO FED. R. CIV. P. 56(d) IN SUPPORT OF OPPOSITION OF THE
OPIOID MASTER DISBURSEMENT TRUST II TO COVIDIEN'S MOTION
FOR SUMMARY JUDGMENT BASED ON THE SECTION 546(E) SAFE HARBOR**

Quincy M. Crawford, pursuant to 28 U.S.C. § 1746, hereby declares and states as follows:

1. I am a member at Caplin & Drysdale, Chartered, which is counsel to the Opioid Master Disbursement Trust II (“**Plaintiff**” or “**Trust**”). I submit this declaration in accordance with Fed. R. Civ. P. 56(d), made applicable here by Fed. R. Bankr. P. 7056, in support of the

¹ The Reorganized Debtor in this chapter 11 case is Mallinckrodt plc (“**Mallinckrodt**”). On May 3, 2023, the Court closed the chapter 11 cases of Mallinckrodt’s debtor-affiliates (collectively, “**Debtors**”). A complete list of the Debtors in these chapter 11 cases may be obtained on the website of Mallinckrodt’s claims and noticing agent at <http://restructuring.ra.kroll.com/Mallinckrodt>. Mallinckrodt’s mailing address is 675 McDonnell Blvd., Hazelwood, Missouri 63042.

Opposition of the Opioid Master Disbursement Trust II to Covidien's Motion for Summary Judgment Based on the Section 546(e) Safe Harbor (“**Opposition**”). I have personal knowledge of the facts stated herein and can competently testify to their truth.

2. “An adequate affidavit or declaration [pursuant to Rule 56(d)] specifies [1] what particular information that is sought; [2] how, if disclosed, would preclude summary judgment; and [3] why it has not been previously obtained.” *Shelton v. Bledsoe*, 775 F.3d 554, 558 (3d Cir. 2015) (internal quotations and citations omitted). This declaration provides the information specified by the above three requirements and serves to supplement Plaintiff’s Opposition, filed contemporaneously herewith and incorporated herein by reference.

3. On July 10, 2024, Covidien Unlimited Company, Covidien Group Holdings Ltd., Covidien International Finance S.A., and Covidien Group S.à r.l. (collectively “**Defendants**” or “**Covidien**”) filed a motion for summary judgment (“**Motion**”) requesting summary judgment and dismissal of all counts in the Trust’s Amended Complaint that seek an affirmative recovery from Covidien. D.I. 93.² In the Motion, Defendants claim that the only issue that needs to be determined is whether Defendants each qualify as a “financial participant” under 11 U.S.C. § 101(22A)(A), for purposes of asserting a safe-harbor defense under 11 U.S.C. § 546(e). Defendants filed their Motion in the early stages of this proceeding and before any party could conduct discovery on issues other than whether Defendants are a “financial participant” for purposes of § 546(e).

4. I submit this Rule 56(d) declaration to demonstrate that the Trust would be able to present facts in opposition to Defendants’ contentions regarding the safe harbor if it were allowed to take discovery on the issues set forth below.

² By letter dated November 8, 2024, Defendants withdrew the Motion as to Count IV. See Exhibit 3 to Opposition.

5. First, the Trust requests Rule 30(b)(6) depositions of Defendants on all issues relevant to this proceeding, which the Court has thus far limited solely to issues related to the “financial participant” element of Defendants’ § 546(e) defense.³ The Trust also requests depositions of individuals with personal knowledge relevant to the Trust’s claims so it may complete document discovery on all issues relevant to this proceeding. The Trust and Defendants continue to meet and confer on the Trust’s requests for documents from Defendants relating to all issues in this proceeding.

6. As to Counts II and III of the Amended Complaint, which seek avoidance of tax liabilities and indemnity obligations that Defendants imposed on Mallinckrodt, Defendants argue that any payments made on account of those liabilities and obligations are safe-harbored under § 546(e). The Trust has virtually no information about any such payments, including when they were made, how much they were, and whether they were made at all. To adequately address whether those payments were transfers made in connection with a securities contract, the Trust requires discovery and adequate time to conduct it.

7. Count V of the Amended Complaint asserts a cause of action for reimbursement, indemnification, and contribution. Section 546(e) is an affirmative defense to avoidance claims asserted under chapter 5 of the Bankruptcy Code. Count V is not asserting a chapter 5 avoidance claim. Accordingly, § 546(e) has no relevance to this cause of action. Defendants nevertheless argue that the existence of a release in the Separation and Distribution Agreement (“**Separation Agreement**”) means that the Trust cannot take discovery on this claim for purposes of the Motion. To adequately respond to the release defense, the Trust needs adequate time for discovery into potential grounds for finding that the release is unenforceable and therefore does not bar the Trust’s

³ See Hr’g Tr. at 27:15-28:4, Sept. 5, 2024.

claim. These grounds include, among other things, Defendants’ fraudulent and inequitable conduct, how the spinoff was planned and implemented, Covidien’s domination and control of Mallinckrodt, the extent to which the Separation Agreement was “negotiated” at all, Covidien’s understanding of the nature of its opioid liability, and Covidien’s reasons for, and its intent behind, spinning off its pharmaceuticals business in the form of Mallinckrodt—essentially, the same types of facts and discovery that the Trust will need for its case-in-chief. And this in-depth discovery will require not only the production and analysis of a potentially large quantity of documents but also depositions and potential expert testimony. Discovery on all these issues was postponed until after briefing on the Motion is completed.

8. Without the discovery described above and adequate time to brief the complex issues raised in the Motion, the Trust cannot at this time present facts essential to its opposition to the Motion.

I declare under penalty of perjury that the foregoing is true and correct.

EXECUTED this 20th day of December, 2024.

/s/ Quincy M. Crawford
Quincy M. Crawford