EX-10.1 2 d817818dex101.htm EX-10.1  
Exhibit 10.1  
LOAN AGREEMENT  
This LOAN AGREEMENT, dated as of November 17, 2014 (this “Agreement”), is made by and among Auxilium Pharmaceuticals, Inc., a corporation incorporated under the laws of the State of Delaware (“U.S. Borrower”), Auxilium UK LTD, a private company limited by shares registered in England and Wales (“UK Borrower” and, collectively with the U.S. Borrower, the “Borrowers”) and Endo Pharmaceuticals Inc., a corporation incorporated under the laws of the State of Delaware (“Lender”).  
RECITALS  
WHEREAS, U.S. Borrower, Endo International PLC (“Endo”), a public limited company incorporated under the laws of Ireland, Endo U.S. Inc. (“HoldCo”), a corporation incorporated under the laws of the State of Delaware and an indirect wholly-owned subsidiary of Endo, and Avalon Merger Sub Inc., a corporation incorporated under the laws of the State of Delaware (“AcquireCo”), are parties to that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 8, 2014, pursuant to which AcquireCo will merge with and into U.S. Borrower, with U.S. Borrower surviving the merger, subject to the terms and conditions of the Merger Agreement;  
WHEREAS, pursuant to the terms of the QLT Merger Agreement (as defined in the Merger Agreement), upon the termination of the QLT Merger Agreement in connection with the execution of the Merger Agreement, U.S. Borrower was obligated to pay the QLT Termination Fee (as defined in the Merger Agreement);