

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

In re

**Achaogen, Inc.**Debtor.<sup>1</sup>

Chapter 11

Case No. 19-10844 (BLS)

**NOTICE OF PROPOSED SALE OF THE CHINA PURCHASED  
ASSETS TO XUANZHU (HK) BIOPHARMACEUTICAL LIMITED  
FREE AND CLEAR OF LIENS, CLAIMS AND EXCLUDED  
LIABILITIES AND SCHEDULING A SALE HEARING RELATED THERETO**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On December 29, 2019, Achaogen, Inc. (the “Debtor”) filed a motion (the “Sale Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”) seeking entry of an order (the “Sale Order”) (a) approving the asset purchase agreement (the “Xuanzhu APA”) by and between the Debtor and Xuanzhu (HK) Biopharmaceutical Limited (“Xuanzhu”), dated as of December 29, 2019, for the sale of the China Purchased Assets,<sup>2</sup> (b) providing that the sale will be free and clear of Liens, Claims and Excluded Liabilities, and (c) granting related relief, including approving a related stipulation entered into between the Debtor, Xuanzhu and Cipla USA Inc. (“Cipla”) to, among other things, rescind certain parts of the Debtor’s transfer of the China Purchased Assets to Cipla (the “Stipulation”).

The Sale Hearing has been scheduled for **January 9, 2020 at 10:30 a.m. (prevailing Eastern Time)** at the United States Bankruptcy Court for the District of Delaware, United States Courthouse, 824 Market Street North, 3<sup>rd</sup> Floor, Wilmington, DE 19801. The Sale Hearing may be adjourned or rescheduled with prior notice filed on the docket of the Debtor’s Chapter 11 Case or without prior notice by an announcement of the adjourned date at the Sale Hearing. The closing on the Sale shall occur no later than January 10, 2020.

**THE DEADLINE TO OBJECT TO THE SALE MOTION (A “SALE OBJECTION”) IS JANUARY 7, 2020, at 12:00 P.M. (PREVAILING EASTERN TIME) (THE “SALE OBJECTION DEADLINE”).**

Any person or entity wishing to submit a Sale Objection must do so in writing and state with particularity the grounds for such objection or other statement of position. All Sale Objections shall be served so as to be actually received by no later than the Sale Objection Deadline, by (i) counsel to the Debtor: (a) Hogan Lovells US LLP, 1999 Avenue of the Stars, Suite 1400, Los Angeles, CA 90067, Attn: Richard L. Wynne and Erin N. Brady (richard.wynne@hoganlovells.com and

<sup>1</sup> The last four digits of Debtor’s federal tax identification number are (3693). The Debtor’s mailing address for purposes of this chapter 11 case is 548 Market Street, #70987, San Francisco, California 94104-5401.

<sup>2</sup> As set forth in the Stipulation, the “China Purchased Assets” consist of (i) the “China Intellectual Property” (including, without limitation, the “Company China IP Registrations”, the “Company Owned China Intellectual Property” and the “Company Used China Intellectual Property” (as such terms are defined in the Xuanzhu APA)), and (ii) all other Purchased Assets relating only to the “China Plazomicin Business,” other than the Excluded IP (each as defined in the Xuanzhu APA).



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erin.brady@hoganlovells.com) or Hogan Lovells US LLP, 390 Madison Avenue, New York, NY 10017, Attn: Philip H. Ehrlich (philip.ehrlich@hoganlovells.com) and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16<sup>th</sup> Floor, Wilmington, DE 19801, Attn: Derek C. Abbott and Andrew R. Remming (dabbott@mnat.com and aremning@mnat.com); (ii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Timothy J. Fox, Esq. (timothy.fox@usdoj.gov); (iii) counsel to Silicon Valley Bank, N.A., in its capacity as a prepetition lender and DIP lender, under the Debtor's debtor-in-possession financing facility, Morrison & Foerster LLP, 200 Clarendon St., Boston, MA 02116, Attn: Alexander Rheaume (arheaume@mofo.com) and Morrison & Foerster LLP, 250 West 55th St., New York, NY 10019, Attn: Todd M. Goren and Benjamin W. Butterfield (butterfield@mofo.com and tgoren@mofo.com); (iv) counsel to the Committee: Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, NY 10024, Attn: Arik Preis and Joanna Newdeck (apreis@akingump.com and jnewdeck@akingump.com); and (v) counsel to Xuanzhu: Pryor Cashman LLP, 7 Times Square, New York, NY 10036, Attn: Richard Levy, Jr. and Jeffrey C. Johnson (rlevy@pryorcashman.com and jjohnson@pryorcashman.com).

The failure of any person or entity to file and serve a Sale Objection on or before the Sale Objection Deadline (i) shall be deemed a consent to the Sale to Xuanzhu and the other relief requested in the Sale Motion, and (ii) shall be a bar to any objection or assertion, at the Sale Hearing or thereafter, to the Sale Motion (including in any such case, without limitation, the transfer of the China Purchased Assets free and clear of any Liens, Claims and Excluded Liabilities, other than the Assumed Liabilities, the Stipulation and the Support Agreement).

This Notice is subject to the full terms and conditions of the Sale Motion and Sale Order, which shall control in the event of any conflict. The Debtor encourages all persons to review such documents and all other Sale-related documents in their entirety and to consult an attorney if they have questions or want advice. Copies of the Sale Motion, Sale Order and related exhibits are available at [www.kccllc.net/achaogen](http://www.kccllc.net/achaogen) or those with PACER accounts may download copies from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov/>.

Dated: December 29, 2019  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL  
LLP

/s/ Paige N. Topper

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