

**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)

**RE: D.I. 578**

**ORDER AUTHORIZING THE DEBTOR'S  
ENTRY INTO THE SETTLEMENT AGREEMENT**

Upon the *Debtor's Motion for Entry of an Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019 Approving the Settlement Agreement Between the Debtor and Qilu Antibiotics Pharmaceutical Co.* (the "Motion") for entry of an order approving the Settlement Agreement attached to the Motion as **Exhibit B** between the Debtor and Qilu<sup>2</sup>; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and adequate notice of the Motion having been given as set forth in the Motion; and it appearing that no other or further notice is required; and sufficient cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The Settlement Agreement attached to the Motion as **Exhibit B** is approved.
3. Notwithstanding the requirement in paragraph 46(b) of the order of the Bankruptcy Court approving the Debtor's post-petition financing (the "DIP Order") that proceeds be distributed within five (5) business days, all proceeds from the consummation of the Settlement Agreement shall be put into an escrow account until the distribution of such

<sup>1</sup> The last four digits of the 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, CA 94104.

<sup>2</sup> Capitalized terms used, but not defined herein, shall have the meanings ascribed to them in the Motion.



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Settlement Agreement proceeds is determined among the DIP Lender, Committee and Debtor or upon further order of the Court. Subject to the agreement of the foregoing parties, any distribution may be made to the DIP Lender and/or to the GUC Reserve (as defined in the DIP Order) without further order of the Court.

4. The Debtor and Qilu are authorized to take all actions necessary and appropriate to give effect to this Order.

5. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

A handwritten signature in black ink, appearing to read "Brendan L. Shannon", written over a horizontal line.

**Dated: February 12th, 2020**  
**Wilmington, Delaware**

**BRENDAN L. SHANNON UNITED STATES BANKRUPTCY  
JUDGE**