

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.: 709, 717, 718, 720, 726, 727 and 729

**OMNIBUS ORDER GRANTING FINAL ALLOWANCE OF FEES  
AND EXPENSES FOR CERTAIN PROFESSIONALS**

These matters come to be heard, in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (D.I. 187) (the “Interim Compensation Procedures Order”),<sup>2</sup> on the Final Fee Applications filed by the Professionals identified on **Exhibits A and B** hereto for the periods set forth on such exhibit; and this Court having determined that proper and adequate notice of this matter has been given and that no other or further notice is necessary; and the requested compensation for the services detailed in the applicable Final Fee Applications being for reasonable and necessary services rendered by the applicable Professionals; the reimbursements for expenses detailed in the Final Fee Applications representing actual and necessary expenses incurred by the applicable Professionals in connection with this case; the legal and factual bases set forth in the Final Fee Applications having established just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

<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 94104-5410.

<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Interim Compensation Procedures Order.



**IT IS HEREBY ORDERED:**

1. Final compensation and reimbursement of expenses for the Professionals are hereby allowed as set forth in this Order, including **Exhibits A and B** attached hereto.

2. The Debtor or the Plan Trustee, as applicable, is authorized and directed to promptly disburse to each Professional payment in the amount of the difference between (a) 100% of the total fees and expenses allowed herein for such Professional as set forth on **Exhibits A and B** plus any additional fees and expenses incurred by such Professionals after the Effective Date in connection with preparing the applicable final fee applications and (b) the actual payments received by such Professional for the period covered herein, on a final basis; provided that the disbursement of such payments shall be in accordance with the *Order Authorizing the Debtor's Entry into the Stipulation Modifying the Final DIP Order Regarding Distribution of Certain Proceeds* (D.I. 634) and the *First Amended Chapter 11 Plan of Liquidation Jointly Proposed by Achaogen, Inc. and the Official Committee of Unsecured Creditors of Achaogen, Inc.* (D.I. 656).

3. The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

4. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

5. This Order shall be effective immediately upon entry.

Dated: July 31st, 2020 Wilmington,  
Delaware

  
BRENDAN L. SHANNON UNITED STATES BANKRUPTCY  
JUDGE

**Exhibit A**

**Debtor's Professionals**

<b>FINAL FEE APPLICATION REQUESTS</b>				
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>
<b>Applicant</b>	<b>Final Period</b>	<b>Total Fees Requested for the Final Period (100%)</b>	<b>Total Expenses Requested for the Final Period (100%)</b>	<b>Total Amount Authorized (Fees and Expenses)</b>
Hogan Lovells US	4/15/19-5/31/20	\$3,839,011.75	\$56,445.57	\$3,895,457.32
Morris, Nichols, Arsht & Tunnell LLP	4/15/19-5/29/20	\$633,681.50	\$17,575.90	\$651,257.40
Kurtzman Carson Consultants, LLC	4/15/19-5/29/20	\$7,061.75	\$0.00	\$7,061.75
Cassel Salpeter & Co.	4/15/19-5/29/20	\$695,658.68 <sup>1</sup>	\$21,454.05	\$717,112.73
<b><u>TOTALS</u></b>		<b>\$5,175,413.68</b>	<b>\$95,475.52</b>	<b>\$5,270,889.20</b>

<sup>1</sup> This amount is based upon the Sale Transaction Fee per the Engagement Letter and does not include any consideration related to future royalty payments received related to the Sale Transactions. Cassel Salpeter reserves the right to receive future Sale Consideration based on future royalty payments.

**Exhibit B**

**Committee's Professionals**

<b>FINAL FEE APPLICATION REQUESTS</b>				
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>
<b>Applicant</b>	<b>Final Period</b>	<b>Total Fees Requested for the Final Period (100%)</b>	<b>Total Expenses Requested for the Final Period (100%)</b>	<b>Total Amount Authorized (Fees and Expenses)</b>
Akin Gump Strauss Hauer & Feld LLP	4/23/19-5/29/20	\$622,392.50	\$10,116.01	\$632,508.51
Klehr Harrison Harvey Branzburg LLP	4/23/19-5/29/20	\$207,473.00	\$871.29	\$208,344.29
Province, Inc.	4/23/19-5/29/20	\$295,462.75	\$5,599.35	\$301,062.10
<b><u>TOTALS</u></b>		<b>\$1,125,328.25</b>	<b>\$16,586.65</b>	<b>\$1,141,914.90</b>