

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

In re

Achaogen, Inc.

Debtor.¹

Chapter 11

Case No. 19-10844 (BLS)

NOTICE OF HEARING TO CONSIDER FIRST DAY PAPERS

PLEASE TAKE NOTICE that, on April 15, 2019, Achaogen, Inc. (the “**Debtor**”) in the above-captioned chapter 11 case (the “**Chapter 11 Case**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Debtor continues to operate its business and manage its property as debtor and debtor in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, under the protection of the automatic stay against, among other things, the commencement or continuation of actions by creditors to recover, exercise control over, or collect property of the Debtor pursuant to section 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that a hearing (the “**First Day Hearing**”) will be held before the Honorable Brendan L. Shannon, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware located at 824 North Market Street, 6th Floor, Courtroom No. 1, Wilmington, Delaware 19801 on **April 16, 2019 at**

¹ 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 1 Tower Place, Suite 400, South San Francisco, CA 94080.



2:00 p.m. (EDT) on the following motions requesting certain “first day” relief (collectively, the “**First Day Motions**”), which were filed by the Debtor in connection with the Chapter 11 Case:

D.I. No.	FIRST DAY MOTIONS
4	Debtor’s Application for Entry of an Order Pursuant to 28 U.S.C. § 156(c) Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Claims and Noticing Agent, <i>Nunc Pro Tunc</i> to the Petition Date
5	Debtor’s Motion for Entry of Interim and Final Orders (A) Authorizing the Debtor to (I) Continue its Cash Management System, (II) Honor Certain Related Prepetition Obligations, and (III) Maintain Existing Business Forms, (B) Authorizing and Directing the Debtor’s Bank to Honor all Related Payment Requests, (C) Granting Interim and Final Waivers of the Debtor’s Compliance with Section 345(b) of the Bankruptcy Code, (D) Scheduling a Final Hearing, and (E) Granting Related Relief
6	Motion of the Debtor for Interim and Final Orders (I) Authorizing the Debtor to (A) Pay Prepetition Wages, Salaries, and Other Compensation and (B) Pay Prepetition Payroll Taxes and Benefits and Continue Benefit Programs in the Ordinary Course, (II) Directing Banks to Honor Checks for Payment of Prepetition Employee Payment and Program Obligations, and (III) Granting Related Relief
7	Debtor’s Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105(a), 363, and 1108 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Debtor to (I) Honor Certain Prepetition Obligations to Customers and to Continue Customer Programs and (II) Pay Medicaid, Medicare and Other Obligations
8	Debtor’s Motion for Interim and Final Orders Authorizing Payment of Prepetition Claims of Certain Critical Vendors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 364, 1107(a) and 1108 and Fed. R. Bankr. P. 6003 and 6004
9	Motion of the Debtor for Interim and Final Orders Under Section 366 of the Bankruptcy Code (A) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Service, (B) Deeming Utilities Adequately Assured of Future Performance, and (C) Establishing Procedures for Determining Adequate Assurance of Payment
10	Debtor’s Motion for Entry of Interim and Final Orders (I) Authorizing the Debtor to Pay Certain Prepetition Taxes and Assessments in the Ordinary Course of Business and (II) Authorizing Banks and Financial Institutions to Honor and Process Checks and Transfers Related Thereto
11	Motion for Entry of Interim and Final Orders (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities and (II) Establishing a Record Date for Notice and Sell Down Procedures for Trading in Claims Against the Debtor’s Estate
12	Debtor’s Motion for Entry of Interim and Final Orders (I) Authorizing Debtor to (A) Continue Prepetition Insurance Program; (B) Pay any Prepetition Premiums and Related Obligations; (C) Renew or Enter into New Insurance Arrangements; and (D) Premium Financing Agreements in the Ordinary Course of Business; and (II) Granting Related Relief

13	Motion for Entry of Interim and Final Orders (I) Authorizing Achaogen, Inc. to Obtain Postpetition Secured Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Claims, (III) Authorizing the Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief
----	--

Copies of the First Day Motions and the *Declaration of Blake Wise in Support of First Day Relief* (the “**First Day Declaration**”) [D.I. 3] may be inspected in the offices of the Clerk of the Bankruptcy Court during normal business hours or downloaded from the Bankruptcy Court’s website at www.deb.uscourts.gov. Please note that prior registration with the PACER Service Center and payment of a fee may be required to access such documents. Parties in interest may sign up for a PACER account by visiting the PACER website at <http://pacer.psc.uscourts.gov> or by calling (800) 676-6856. Additionally, copies of the First Day Motions, the First Day Declaration, and all other papers filed in the Chapter 11 Case are available free of charge from the website of the Debtor’s proposed claims and noticing agent, Kurtzman Carson Consultants LLC, at <http://www.kccllc.net/achaogen> or by calling (888) 249-2747 (U.S./Canada) or (310) 751-2606 (International). All parties wishing to participate in the First Day Hearing telephonically must make arrangements with CourtCall by telephone at (888) 882-6878 or on the internet at www.courtcall.com.

Dated: April 15, 2019
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Paige N. Topper

Derek C. Abbott (No. 3376)
Andrew R. Remming (No. 5120)
Matthew O. Talmo (No. 6333)
Paige N. Topper (No. 6470)
1201 North Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Tel.: (302) 658-9200
Fax: (302) 658-3989
rdehney@mnat.com
aremming@mnat.com
mtalmo@mnat.com
ptopper@mnat.com

- and -

Richard L. Wynne (CA 120349)
Pro hac vice admission pending
Erin N. Brady (CA 215038)
Pro hac vice admission pending
HOGAN LOVELLS US LLP
1999 Avenue of the Stars, Suite 1400
Los Angeles, California 90067
Telephone: (310) 785-4600
Facsimile: (310) 785-4601
richard.wynne@hoganlovells.com
erin.brady@hoganlovells.com

- and -

Christopher R. Bryant (NY 3934973)
Pro hac vice admission pending
John D. Beck (TX 24073898)
Pro hac vice admission pending
HOGAN LOVELLS US LLP
875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
chris.bryant@hoganlovells.com
john.beck@hoganlovells.com

Proposed Counsel for Debtor and Debtor in Possession