

Fill in this information to identify the case:

Debtor Orexigen Therapeutics, Inc., LLC

United States Bankruptcy Court for the District of Delaware

Case number 18-10518

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**Official Form 410
Proof of Claim**

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. Who is the current creditor? AmerisourceBergen Drug Corporation
Name of the current creditor (the person or entity to be paid for this claim)
 Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else? No
 Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

| | |
|---|--|
| Where should notices to the creditor be sent? <u>Morton R. Branzburg</u> Name <u>c/o Klehr Harrison</u> <u>1835 Market Street, Ste. 1400</u> Number Street <u>Philadelphia, PA 19103</u> City State ZIP Code <u>USA</u> Country Contact phone <u>215-569-3007</u> Contact email <u>mbranzburg@klehr.com</u> | Where should payments to the creditor be sent? (if different) Name _____ Number Street _____ City State ZIP Code _____ Country _____ Contact phone _____ Contact email _____ |
|---|--|

Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____

4. Does this claim amend one already filed? No
 Yes. Claim number on court claims registry (if known) _____ Filed on _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim? No
 Yes. Who made the earlier filing? _____



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 17,536.67 plus unliquidated and contingent amounts. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: See Attached

Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %

Fixed

Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: See Attached

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12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this Proof of Claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this Proof of Claim and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____
MM / DD / YYYY

Judi Schmidt
Signature

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Print the name of the person who is completing and signing this claim:

Name Judi Schmidt
First name Middle name Last name

Title Vice President - Accounts Payable

Company AmerisourceBergen Drug Corporation
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 31 Phoenix Drive
Number Street

Thorofare, NJ 08086
City State ZIP Code Country

Contact phone 856-384-2298 Email jschmidt@

amerisourcebergen.com

Attachment to Proof of Claim

Debtor: Orexigen Therapeutics Inc.
Case No. 18-10518

AmerisourceBergen Drug Corporation ("ABDC") hereby submits this Proof of Claim in the above-captioned case. ABDC's claim against Debtor is as follows and is based upon the following facts:

Basis for and Amount of Claim:

1. On March 12, 2018 (the "Petition Date"), Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").
2. As set forth on the Proof of Claim and the attachment hereto, Debtor was indebted to ABDC in the aggregate amount of at least \$17,536.67, as of March 12, 2018. In addition, ABDC asserts claims for amounts arising out of or related to returns, rebates and other sums to which it is, or may be entitled pursuant to that certain Distribution Services Agreement dated June 24, 2016 ("DSA"), in amounts unliquidated as of March 12, 2018. ABDC also asserts claims that may be contingent based on events that had not transpired as of March 12, 2018, but would become due thereafter pursuant to the terms of the DSA. This claim is secured by way of set-off against funds owed to Orexigen by ABDC. In addition, ABDC asserts a defense of recoupment against any claim of the debtor arising from or related to the DSA. To the extent any portion of the claim is not secured, ABDC asserts an unsecured claim for the remaining balance.
3. The documents supporting this claim include, among other things, a Distribution Services Agreement dated June 24, 2016, an Electronic Payment Agreement dated March 8, 2018, various purchase orders, invoices and statements. These documents are voluminous, and contain proprietary information. They will be provided upon written request after appropriate confidentiality measures are implemented.

Distributions:

4. Any distributions on account of this Proof of Claim should be directed as follows:

AmerisourceBergen Drug Corporation
c/o Morton R. Branzburg, Esquire
Klehr | Harrison | Harvey | Branzburg LLP
1835 Market Street, Suite 1400
Philadelphia, PA 19103

Reservation of Rights:

5. In executing and filing this Proof of Claim, ABDC is not waiving in any manner or under any circumstances any security interest it now has or may be determined to have at any time, nor is it waiving any claim, action, or cause of action it may have against Debtor or any other entity

or person, including the right to assert amounts in amounts different from the amounts set forth herein, nor is it waiving any defense, offset, recoupment, counterclaim or similar right or remedy it may now have or at any time has against Debtor or any other entity or person or with respect to any legal or equitable proceeding now existing or hereafter commenced. ABDC reserves the right to amend or supplement this Proof of Claim in any respect including, but not limited to, the assertion, by proof of claim or other application to this Bankruptcy Court, for any amount that becomes due under any of the various agreements, pursuant to court order or otherwise, and continuing costs, fees and expenses (including legal fees and disbursements) arising in relation to the claims asserted herein or any of the agreements and the assertion of an administrative expense priority and adequate protection for any such claim or claims.