

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

In re:) Chapter 11
Orexigen Therapeutics, Inc.,¹) Case No. 18-10518 (KG)
Debtor.) **Objection Deadline: January 4, 2019 at 4:00 p.m. (ET)**
) **Hearing Date: January 25, 2019 at 11:00 a.m. (ET)**

**SECOND INTERIM FEE APPLICATION OF
ELLIOTT GREENLEAF, P.C., DELAWARE COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 1, 2018 THROUGH AUGUST 31, 2018**

Name of Applicant: Elliott Greenleaf, P.C.

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of retention: Nunc pro tunc to March 27, 2018

Period for which compensation and reimbursement is sought: June 1, 2018 through August 31, 2018

Total amount of fee compensation sought as actual, reasonable and necessary: \$38,819.50

Total amount of expense reimbursement sought as actual, reasonable and necessary: \$99.90

Total amount of holdback fees sought: \$7,763.90

This is a(n) Monthly X Interim Application Final Application

¹ The last four digits of the Debtor's federal tax identification number are 8822. The Debtor's mailing address for purposes of this Chapter 11 Case is 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037.



Summary of Fee Applications for Compensation Period:

Fee Application Covered Dates, Doc. No., Date Filed	Total Fee Request	Total Expense Request	Total Amount of Fees Approved to Date (80%)	Total Amount of Expenses Approved to Date (100%)
6/1/18-6/30/18 Doc. No. 718 9/10/2018	\$27,210.50	\$60.00	\$21,768.40	\$60.00
7/1/18-7/31/18 Doc. No. 748 9/25/2018	\$7,880.00	\$39.90	\$6,304.00	\$39.90
8/1/18-8/31/18 Doc. No. 778 10/12/2018	\$3,729.00	\$0.00	\$2,983.20	\$0.00
Totals:	\$38,819.50	\$99.90	\$31,055.60	\$99.90

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ELLIOTT GREENLEAF, P.C., DELAWARE COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 1, 2018 THROUGH AUGUST 31, 2018**

Elliott Greenleaf, P.C. (“EG”), Delaware Counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this *Second Interim Fee Application of Elliott Greenleaf, P.C., Delaware Counsel to the Official Committee of Unsecured Creditors* (the “Committee”), *for Services Rendered and Reimbursement of Expenses for the Period of June 1, 2018 through August 31, 2018* (the “Interim Application”). In support of the Application, EG respectfully represents as follows:

RELIEF REQUESTED

1. By this Application, EG seeks interim approval and allowance of its compensation for legal services and reimbursement of expenses incurred for the period June 1, 2018 through August 31, 2018 (the “Application Period”), including authorization for the Debtors to pay the 20% holdback of fees as provided under the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 171] (the “Interim Compensation Order”). EG has filed and served monthly fee applications and accompanying certificates of no objection for the periods covering June 1, 2018 through and

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including August 31, 2018 (collectively, the “Monthly Fee Applications”). Each of the Monthly Fee Applications is incorporated by reference as if fully set forth herein.²

2. In accordance with the *United States Trustee's Guidelines For Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* (the “Guidelines”), this Application is supported by (i) **Exhibit A**, which is a summary of compensation by each professional of EG that worked on the above-captioned chapter 11 cases; (ii) **Exhibit B**, which is a summary of compensation by project category; (iii) **Exhibit C**, which is an expense summary; (iv) **Exhibit D**, which contains EG’s customary and comparable compensation disclosures; (v) **Exhibit E**, which is the estimated budget for EG as Delaware Counsel to the Committee for the period June 1, 2018 through August 31, 2018, and (vi) the Certification of Eric M. Suttly, which is attached hereto as **Exhibit F**.

COMPENSATION REQUESTED

3. EG seeks interim allowance of fees in the amount of \$38,819.50 for legal services rendered and reimbursement of expenses in the amount of \$99.90, which were incurred during the Application Period. In addition, EG requests that the Debtors are authorized to pay the \$16,462.14 in fees representing the twenty percent (20%) “holdback” of fees.

NOTICE

4. Notice of this Application has been given to the following parties or, in lieu of, to their counsel, if known: (a) the U.S. Trustee; (b) the DIP Administrative Agent; (c) certain of the DIP Lenders (d) the Committee; (e) counsel to the Debtor; and (f) all parties required to be given notice in the Interim Compensation Order.

² Copies of the Monthly Fee Applications may be obtained by written request to the undersigned counsel.

WHEREFORE, EG respectfully requests that the Court (i) grant the Application and (ii) grant such further relief as is just and proper.

Dated: December 21, 2018
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.

/s/ Eric M. Suty

Rafael X. Zahralddin-Aravena (DE Bar No. 4166)

Eric M. Suty (DE Bar No. 4007)

1105 North Market Street, Suite 1700

Wilmington, Delaware 19801

Telephone: (302) 384-9400

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Email: ems@elliottgreenleaf.com

*Counsel to the Official Committee
of Unsecured Creditors*

EXHIBIT A**SUMMARY OF FEES BY INDIVIDUAL FOR THE APPLICATION PERIOD
(June 1, 2018 — August 31, 2018)**

Name of Professional	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rafael X. Zahralddin	Shareholder	\$650.00	2.80	\$1,820.00
Eric M. Suttty	Shareholder	\$480.00	65.70	\$31,536.00
Jonathan M. Stemerman	Shareholder	\$400.00	1.60	\$640.00
Alice C. Hernandez	Paralegal	\$190.00	0.40	\$76.00
Sandra I. Roberts	Paralegal	\$225.00	21.10	\$4,747.50
Total:			91.60	\$38,819.50

Blended Hourly Rate: \$423.79

EXHIBIT B**COMPENSATION BY PROJECT CATEGORY**
(June 1, 2018 — August 31, 2018)

Project Category	Hours	Fees
Administration		\$
Case Administration	1.50	\$ 669.00
Asset Analysis and Recovery		\$
Asset Disposition	11.20	\$ 5,104.00
Meetings of and Comm. With Creditors	2.20	\$ 1,056.00
Committee Governance		\$
Committee Meetings		\$
Relief from Stay/Adequate Protection Proceedings	2.10	\$ 1,008.00
EG Retention	1.20	\$ 576.00
Employment & Retention Application - Other	2.80	\$ 1,344.00
EG Fee Applications	16.20	\$ 6,093.00
EG Fee Objections		\$
Fee Applications and Invoices - Other	9.80	\$ 3,505.50
Fee Objections - Others		\$
Non-Working Travel		\$
Claims Administration and Objections	0.90	\$ 517.00
Assumption/Rejection of Leases and Contracts	6.80	\$ 2,652.00
Operations	0.90	\$ 432.00
Business Operations		\$
Employee Benefits/Pensions		\$
Tax Issues		\$
Plan and Disclosure Statement	0.50	\$ 240.00
Financing/Cash Collections	22.80	\$ 10,085.50
Court Hearings	12.70	\$ 5,537.50
Schedules and Statements		\$
2004 Exams		\$
Insurance Matters		\$
Labor Issues		\$
Litigation		\$
Research		\$
Total Fees	91.60	\$ 38,819.50

EXHIBIT C

EXPENSE SUMMARY FOR THE APPLICATION PERIOD (June 1, 2018 — August 31, 2018)

Expense Category	Total Expenses
Courier Service	\$ 60.00
Dockets/Filing Fees	\$ 39.90
TOTAL	\$ 99.90

EXHIBIT D

CUSTOMARY COMPARABLE COMPENSATION DISCLOSURES
(June 1, 2018 through August 31, 2018)

Category of Timekeeper	Blended Hourly Rate	
	Billed Office-wide of Fiscal year (FY2018)	Billed June 1, 2018 through August 31, 2018
Partner	\$501.25	\$484.96
Associate	\$320.00	\$ 0.00
Paralegal	\$205.00	\$224.35
Aggregated	\$344.58	\$423.79

EXHIBIT E

**ESTIMATED BUDGET FOR ELLIOTT GREENLEAF, P.C.
AS DELAWARE COUNSEL TO THE COMMITTEE
(June 1, 2018 through August 31, 2018)**

Month	Cash Collateral Projections¹	Irell Fees	EG Fees	Total Fees	(Over)/Under Projections
03/27/18-4/30/18	\$150,000 & \$125,000²	\$407,663.00	\$61,664.50	\$469,327.50	(\$194,327.50)
05/01/18-05/31/18	\$150,000	\$211,741.50	\$20,596.50	\$232,338.00	(\$82,338.00)
06/01/18-06/30/18	\$150,000	\$137,672.00	\$27,210.50	\$164,882.50	(\$14,882.50)
07/01/18-07/31/18	\$50,000	\$29,249.00	\$7,880.00	\$37,129.00	\$12,871.00
08/01/18-08/31/18	\$50,000	\$38,337.00	\$3,729.00	\$42,066.00	\$7,934.00
09/01/18-09/30/18	\$50,000	\$27,434.50	\$4,569.00	\$32,003.50	\$17,996.50
10/01/18-10/31/18	\$50,000	\$38,450.00	\$3,459.00	\$41,909.00	\$8,091.00
11/01/18-11/30/18	\$50,000	\$5,166.00	\$202.50	\$5,368.50	\$44,631.50
Total	\$825,000	\$895,713.00	\$129,311.00	\$1,025,024.00	(\$200,024.00)

¹ As set forth in the *Final Order (I) Approving Debtor-in-Possession Financing Pursuant to 11 U.S.C. §§ 105(a), 362, and 364 and Fed. R. Bankr. P. 2002, 4001 and 9014 and Local Bankruptcy Rule 4001-2; (II) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. §§ 105, 361, 362 and 363 of the Bankruptcy Code; (III) Granting Adequate Protection and Super-Priority Administrative Claims; and (IV) Granting Related Relief* [Docket No. 189] (the “Final Order”) and *Order Approving the Stipulation Authorizing the Use of Cash Collateral* [Docket No. 713].

² The budget for the Committee to investigate potential claims against the DIP Lenders pursuant to paragraph 42 of the Final Order.

EXHIBIT F

**IN THE UNITED STATES BANKRUPTCY COURT
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Debtor.)	

CERTIFICATION OF ERIC M. SUTTY

Eric M. Satty, an attorney-at-law, duly admitted in good standing to practice in the State of Delaware hereby certifies that:

1. I am a partner in the firm of Elliott Greenleaf, P.C. (“EG”) and I am duly authorized to make this certification on behalf of EG. EG was retained by the Official Committee of Unsecured Creditors (the “Committee”) as Delaware counsel pursuant to an order of the Bankruptcy Court. This certification is made in support of the *Second Interim Fee Application of Elliott Greenleaf, P.C., Delaware Counsel to The Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period June 1, 2018 through August 31, 2018* (the “Application”) and in compliance with rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (“Rule 2016-2”) of the Bankruptcy Court, and with the United States Trustee's *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Guidelines”).

2. To that end, the following is provided in response to the request for additional information set forth in 4 C.5 of the Guidelines:

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Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period?

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees sought in this Application are less than the fees budgeted for the time period covered by this Application.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application).

Response: This Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of the Monthly Fee Applications.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?

Response: No.

Question: Does this fee application include any rate increases since retention?

Response: No.

Question: Did the client agree when retaining EG to accept all future rate increases? If not, did EG inform the client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: The client was notified at the outset of the engagement that EG's hourly rates are reviewed and revised from time to time.

3. I have read the Application and I certify that the Application substantially complies with Rule 2016-2 and the Revised UST Guidelines.

Dated: December 21, 2018
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.

/s/ Eric M. Suttty

Eric M. Suttty (DE Bar No. 4007)
1105 North Market Street, Suite 1700
Wilmington, Delaware 19801
Telephone: (302) 384-9400
Facsimile: (302) 384-9399
Email: ems@elliottgreenleaf.com

*Counsel to the Official Committee
of Unsecured Creditors*

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THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 1, 2018 THROUGH AUGUST 31, 2018**

TO: Counsel to the Debtors; the Office of the United States Trustee for the District of Delaware; Counsel to the DIP Agent; Counsel to the DIP Administrative Agent; Counsel to the Official Committee of Unsecured Creditors; and all parties required to be given notice in the Interim Compensation Order.

Elliott Greenleaf, P.C. (“EG”), Delaware Counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this *Second Interim Fee Application of Elliott Greenleaf, P.C., Delaware Counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses for the Period of June 1, 2018 through August 31, 2018* (the “Application”). The Application seeks fees in the amount of \$38,819.50 and expenses in the amount of \$99.90 for the period June 1, 2018 through August 31, 2018.

Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **January 4, 2019 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of the objection upon the following parties so as to be **received no later than 4:00 p.m. (ET) on January 4, 2019:**

(i) the Debtor: Orexigen Therapeutics, Inc., 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037; (ii) co-counsel to the Debtor: Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022, (Attn: Christopher R. Donoho, III, Esq.); and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801, (Attn: Robert J. Dehney, Esq.); (iii) counsel to the DIP Administrative Agent: Arnold & Porter Kaye Scholer LLP, 70 W. Madison St., Suite 4200, Chicago, IL 60602 (Attn: Tyler Nurnberg, Esq. and Alan Glantz, Esq.); (iv) counsel to certain of the DIP Lenders: Quinn Emanuel Urquhart & Sullivan, LLP, 865 S. Figueroa St., 10th Floor, Los

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Angeles, CA 90017 (Attn: Eric Winston, Esq. and Bennett Murphy, Esq.); and Whiteford Taylor Preston LLP, The Renaissance Center, Suite 500, 405 N. King Street, Wilmington, DE 19801 (Attn: Chris Samis, Esq. and L. Katherine Good, Esq.); (v) counsel to the Official Committee of Unsecured Creditors: Irell & Manella LLP, 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660 (Attn: Jeffrey M. Reisner, Esq.); (vi) the Office of the United States Trustee: J. Caleb Boggs Federal Building, Room 2207, 844 N. King Street, Wilmington, DE 19801, (Attn: Timothy J. Fox, Esq.); and (vii) Conflict Counsel to the Debtor and Debtor-In-Possession: Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19899 (Attn: Kerri K. Mumford, Esq. and Jennifer L. Cree, Esq.).

A HEARING ON THE APPLICATION WILL BE HELD ON **JANUARY 25, 2019 AT 11:00 A.M. (EST)** BEFORE THE HONORABLE KEVIN GROSS, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6th FLOOR, COURTROOM 3, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 21, 2018
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.

/s/ Eric M. Suttty

Rafael X. Zahralddin-Aravena (DE Bar No. 4166)

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