

**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)

**EIGHTH MONTHLY (NOVEMBER 2018)
AND THIRD 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 SEPTEMBER 1, 2018 THROUGH NOVEMBER 30, 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

Interim Period for which compensation
and reimbursement is sought: September 1, 2018 through November 30, 2018

Monthly Period for which compensation
and reimbursement is sought: November 1, 2018 through November 30, 2018

Total Monthly amount of fee compensation
sought as actual, reasonable and necessary: \$202.50²

Total Monthly amount of expense reimbursement
sought as actual, reasonable and necessary: \$0.00

Total Interim amount of fee compensation
sought as actual, reasonable and necessary: \$8,230.50

Total Interim amount of expense reimbursement
sought as actual, reasonable and necessary: \$16.90

Total amount of holdback fees sought: \$1,646.10

This is a(n) X 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.

² Due to the amount requested, a separate monthly fee application was not filed for November 2018.



18105181812210000000000005

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%)
9/1/18-9/30/18 Doc. No. 840 12/10/2018	\$4,569.00	\$0.00	\$3,655.20	\$0.00
10/1/18-10/31/18 Doc. No. 848 12/11/2018	\$3,459.00	\$16.90	\$2,767.20	\$16.90
11/1/18-11/30/18 ³ Doc. No. n/a	\$202.50	\$0.00	n/a	n/a
Totals:	\$8,230.50	\$16.90	\$6,584.40	\$16.90

³ Due to the amount requested, a separate monthly fee application was not filed for November 2018.

**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)

**EIGHTH MONTHLY (NOVEMBER 2018)
AND THIRD 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 SEPTEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

Elliott Greenleaf, P.C. (“EG”), Delaware Counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this *Eighth Monthly (November 2018) and Third 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 September 1, 2018 through November 30, 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 November 1, 2018 through November 30, 2018 (the “Monthly Application Period”)², and for September 1, 2018 through November 30, 2018 (the “Interim 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*

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.

² Due to the amount requested, a separate monthly fee application was not filed for November 2018.

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 September 1, 2018 through and including November 30, 2018 (collectively, the “Monthly Fee Applications”). Each of the Monthly Fee Applications is incorporated by reference as if fully set forth herein.³

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 statement of fees incurred during the Monthly Application Period; (ii) **Exhibit B**, which is a summary of compensation by each professional of EG that worked on the above-captioned chapter 11 cases; (iii) **Exhibit C**, which is a summary of compensation by project category; (iv) **Exhibit D**, which is an expense summary; (v) **Exhibit E**, which contains EG’s customary and comparable compensation disclosures; (vi) **Exhibit F**, which is the estimated budget for EG as Delaware Counsel to the Committee for the period September 1, 2018 through November 30, 2018, and (vii) the Certification of Eric M. Suty, which is attached hereto as **Exhibit G**.

COMPENSATION REQUESTED

3. EG seeks monthly allowance of fees in the amount of \$202.50 for legal services rendered and reimbursement of expenses in the amount of \$0.00, which were incurred during the Monthly Application Period; and interim allowance of fees in the amount of \$8,230.50 for legal services rendered and reimbursement of expenses in the amount of \$16.90, which were incurred during the Interim Application Period. In addition, EG requests that the Debtors are authorized to

³ Copies of the Monthly Fee Applications may be obtained by written request to the undersigned counsel. As noted above, a monthly application was not filed for November 2018 due to the amount requested.

pay the \$1,646.10 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.

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. Suttty

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

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: rxza@elliottgreenleaf.com

Email: ems@elliottgreenleaf.com

*Counsel to the Official Committee
of Unsecured Creditors*

EXHIBIT A

Elliott Greenleaf

www.elliottgreenleaf.com

ELLIOTT GREENLEAF
P.O. Box 3010
Blue Bell, Pennsylvania 19422
EIN #23-2617189

Orexigen Therapeutics, Inc.
3344 North Torrey Pines Court
Suite 200
La Jolla CA 92037

December 12, 2018
Bill Number 61280
File Number 60695-001

FOR PROFESSIONAL SERVICES RENDERED

Re: Orexigen Creditors Committee

LEGAL SERVICES

Through November 30, 2018

EG Fee Applications

11/12/18	SIC	[B170-] Preparation of 6th monthly fee application of EG; circulate to E. Suttly for review and comment	0.90 Hrs	
Totals			0.90 Hrs	\$202.50
EG Fee Applications Totals			0.90 Hrs	\$202.50
TOTAL LEGAL SERVICES				\$202.50

LEGAL SERVICES SUMMARY

Roberts, Sandra I	0.90 Hrs	225 /hr	\$202.50
	<u>0.90 Hrs</u>		<u>\$202.50</u>

TOTAL THIS BILL	<u>\$202.50</u>
-----------------	-----------------

PREVIOUS BILLS OUTSTANDING

146122	06/22/18	12,332.90
146520	07/17/18	4,119.30
146987	08/21/18	5,442.10
147816	11/06/18	1,576.00

147817	11/06/18	745.80
147876	11/07/18	4,569.00
148495	12/11/18	3,571.90
		<hr/>
		\$32,357.00

GRAND TOTAL DUE

\$32,559.50

PREVIOUS BILLS OUTSTANDING

146122	06/22/18	12,332.90
146520	07/17/18	4,119.30
146987	08/21/18	5,442.10
147816	11/06/18	1,576.00
147817	11/06/18	745.80
147876	11/07/18	4,569.00
148495	12/11/18	3,571.90
		<hr/>
		\$32,357.00

TOTAL DUE

\$32,559.50

Task Billing Summary Page

Re: Orexigen Creditors Committee

	<u>Current Bill</u>
<u>EG Fee Applications</u>	
	\$202.50
Subtotals	\$202.50
Totals	\$202.50

Amounts outstanding over 30 days are subject to 1 1/4% interest per month.
Payments received after prior posting may not be reflected.

****WE NOW ACCEPT PAYMENT BY CREDIT CARD. IF INTERESTED
PLEASE CONTACT PAT ROONEY AT (215) 977-1014****

EXHIBIT B

SUMMARY OF FEES BY INDIVIDUAL FOR THE APPLICATION PERIOD
(September 1, 2018 — November 30, 2018)

Name of Professional	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric M. Suttty	Shareholder	\$480.00	11.10	\$5,328.00
Sandra I. Roberts	Paralegal	\$225.00	12.90	\$2,902.50
Total:			24.00	\$8,230.50

Blended Hourly Rate: \$342.94

EXHIBIT C**COMPENSATION BY PROJECT CATEGORY**
(September 1, 2018 — November 30, 2018)

Project Category	Hours	Fees
Administration		\$
Case Administration	0.40	\$ 192.00
Asset Analysis and Recovery		\$
Asset Disposition	1.00	\$ 480.00
Meetings of and Comm. With Creditors		\$
Committee Governance		\$
Committee Meetings		\$
Relief from Stay/Adequate Protection Proceedings		\$
EG Retention		\$
Employment & Retention Application - Other		\$
EG Fee Applications	11.50	\$ 3,378.00
EG Fee Objections		\$
Fee Applications and Invoices - Other	8.90	\$ 3,124.50
Fee Objections - Others		\$
Non-Working Travel		\$
Claims Administration and Objections		\$
Assumption/Rejection of Leases and Contracts		\$
Operations		\$
Business Operations		\$
Employee Benefits/Pensions		\$
Tax Issues		\$
Plan and Disclosure Statement		\$
Financing/Cash Collections	1.90	\$ 912.00
Court Hearings	0.30	\$ 144.00
Schedules and Statements		\$
2004 Exams		\$
Insurance Matters		\$
Labor Issues		\$
Litigation		\$
Research		\$
Total Fees	24.00	\$ 8,230.50

EXHIBIT D

**EXPENSE SUMMARY FOR THE APPLICATION PERIOD
(September 1, 2018 — November 30, 2018)**

Expense Category	Total Expenses
Dockets/Filing Fees	\$ 16.90
TOTAL	\$ 16.90

EXHIBIT E

CUSTOMARY COMPARABLE COMPENSATION DISCLOSURES
(September 1, 2018 through November 30, 2018)

Category of Timekeeper	Blended Hourly Rate	
	Billed Office-wide of Fiscal year (FY2018)	Billed September 1, 2018 through November 30, 2018
Partner	\$501.25	\$480.00
Associate	\$320.00	N/A
Paralegal	\$205.00	\$225.00
Aggregated	\$344.58	\$342.94

EXHIBIT F

**ESTIMATED BUDGET FOR ELLIOTT GREENLEAF, P.C.
AS DELAWARE COUNSEL TO THE COMMITTEE
(September 1, 2018 through November 30, 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 G

**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.)	

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 *Eighth Monthly (November 2018) and Third 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 September 1, 2018 through November 30, 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:

Question: Did you agree to any variations from, or alternatives to, your standard

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.

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*

**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)

**NOTICE OF EIGHTH MONTHLY (NOVEMBER 2018)
AND FIRST 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 SEPTEMBER 1, 2018 THROUGH NOVEMBER 30, 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 *Eighth Monthly (November 2018) and Third 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 September 1, 2018 through November 30, 2018* (the “Application”). The Application seeks fees in the amount of \$202.50 and expenses in the amount of \$0.00 for the period November 1, 2018 through November 30, 2018; and fees in the amount of \$8,230.50 and expenses in the amount of \$16.90 for the period September 1, 2018 through November 30, 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

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.

(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 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)

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: rxza@elliottgreenleaf.com

Email: ems@elliottgreenleaf.com

*Counsel to the Official Committee
of Unsecured Creditors*