

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

OREXIGEN THERAPEUTICS, INC.,

Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

Hrg. Date: May 1, 2019 at 11 a.m. (ET)

Resp. Due: April 19, 2019 at 4 p.m. (ET)

**DEBTOR'S FOURTH OMNIBUS OBJECTION (NON-SUBSTANTIVE) TO
CERTAIN CLAIMS PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND
DEL. L.R. 3007-1 (LATE-FILED CLAIMS; AMENDED AND SUPERSEDED CLAIMS)**

**TO THE CLAIMANTS LISTED IN EXHIBITS 1 AND 2 ATTACHED TO THE
PROPOSED ORDER:**

- **YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE DEBTOR.**
- **THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTOR'S RIGHT TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS LISTED IN EXHIBITS 1 AND 2 ATTACHED TO THE PROPOSED ORDER.**
- **THE CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS IN EXHIBITS 1 AND/OR 2 TO THE PROPOSED ORDER.**

Orexigen Therapeutics, Inc. (the "Debtor") hereby objects pursuant to section 502 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") to those claims listed on Exhibits 1 and 2, attached to the proposed order (the "Proposed Order") attached as Exhibit B to this objection (the "Objection"). In support of this Objection, the Debtor submits the *Declaration of Thomas P. Lynch in Support*

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 c/o Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022.



of the Debtor's Fourth Omnibus Objection (Non-Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (Late-Filed Claims; Amended and Superseded Claims) (the "Lynch Declaration"), attached hereto as **Exhibit A** and incorporated by reference, and respectfully states as follows:

JURISDICTION; VENUE; STATUTORY BASES

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1.

BACKGROUND

A. The Chapter 11 Case

3. On March 12, 2018, the Debtor commenced a case (the "Chapter 11 Case") under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"). The Debtor is a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Case.

4. On March 27, 2018, the Office of the United States Trustee (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors in the Chapter 11 Case pursuant to section 1102 of the Bankruptcy Code.

5. On March 13, 2018, the Court entered an order (D.I. 45) appointing Kurtzman Carson Consultants LLC (the "Claims Agent") as claims and noticing agent in this Chapter 11 Case.

B. Bar Date, Schedules and Notice

6. On April 11, 2018 the Court entered the *Order (A) Establishing Bar Date for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim, (C) Approving Notice Thereof, (D) Implementing Uniform Procedures Regarding 503(b)(9) Claims, and (E) Granting Related Relief* (D.I. 170) (the “Bar Date Order”), establishing (i) procedures to set a general deadline to submit proofs of claim in this Chapter 11 Case, (ii) the deadline for governmental units filing proofs of claim against the Debtor as September 10, 2018 (the “Governmental Bar Date”) and (iii) the deadline for claims relating to the Debtor’s rejection of an executory contract or unexpired lease to be the later of (a) the General Bar Date (as defined below) and (b) twenty-one (21) days after the effective date of rejection (the “Rejection Bar Date”). On May 16, 2018, the Debtor filed its *Notice of Deadline of June 15, 2018 at 4:00 p.m. (ET) to File Proofs of Claim for Prepetition Claims* (D.I. 303), establishing the general bar date to submit proofs of claim against the Debtor as June 15, 2018, at 4:00 p.m. (ET) (the “General Bar Date” and with the Governmental Bar Date and Rejection Bar Date, the “Bar Dates”).

7. In accordance with the Bar Date Order, on May 16, 2018, the Claims Agent completed service of the bar date notice packages. In addition, on May 22, 2018, the Debtor caused a notice of the bar dates to be published in the *New York Times* (National Edition), evidence of which was filed with the Court (D.I. 323).

C. The Claims Resolution Process

8. In the ordinary course of business, the Debtor maintains books and records that reflect, among other things, the Debtor’s liabilities to its creditors.

9. The Debtor’s register of claims (the “Claims Register”), prepared and maintained by the Claims Agent, reflects that 179 proofs of claim have been filed in this Chapter 11 Case by

claimants (collectively, the “Claimants”) asserting claims against the Debtor (collectively, the “Claims”).

10. The Debtor and its advisors are reviewing and reconciling the Claims. This process includes, among other things, identifying Claims that the Debtor believes should be disallowed, reduced, or reclassified and filing objections, including this Objection, to Claims that are identified as being subject to disallowance, reduction or reclassification.

RELIEF REQUESTED

11. Pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1, the Debtor requests entry of the Proposed Order attached hereto as **Exhibit B**: (i) disallowing each of the Claims identified on **Exhibits 1 and 2**, annexed to **Exhibit B** (collectively, the “Disputed Claims”); (ii) authorizing the Claims Agent to expunge each of the Disputed Claims from the Claims Register; and (iii) granting related relief.

BASIS FOR RELIEF

12. Pursuant to section 101 of the Bankruptcy Code, a creditor has a claim against a bankruptcy estate only to the extent that (i) it has a “right to payment” for the asserted liabilities and (ii) the claim is otherwise allowable. 11 U.S.C. §§ 101(5) and 101(10).

13. When asserting a claim against a debtor, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *In re Int’l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim must allege facts from which legal liability can be established). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *See In re Allegheny Int’l, Inc.*, 954 F.2d at 173. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim’s *prima facie* validity. *See id.* In practice, the objecting party must produce evidence that would refute at least one of the

allegations essential to the claim's legal sufficiency. *See id.* at 173-74. Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of their claim by a preponderance of the evidence. *See id.* at 174. The burden of persuasion is always on the claimant. *See id.*

14. For the reasons set forth herein, the Disputed Claims should be disallowed in full and expunged.

a. Late Filed Claims (Exhibit 1)

15. The Debtor objects to the claims listed on **Exhibit 1** to the Proposed Order (such claims, the "Late-Filed Claims") because they were not timely filed pursuant to the Bar Dates, as applicable. The allowance of the Late-Filed Claims would set an unfavorable precedent of allowing claimants to recover without abiding by the applicable bar dates in contravention of the provisions and policies of the Bankruptcy Code and to the direct detriment of the Debtor's estate and other creditors. Accordingly, the Late-Filed Claims should be disallowed in full and expunged in their entirety because they were not timely filed in accordance with the Bar Dates, as applicable.

b. Amended and Superseded Claims (Exhibit 2)

16. The Debtor objects to the claims identified on **Exhibit 2** to the Proposed Order (such claims, the "Superseded Claims") because such claims have been amended and superseded by the respective Claimants in a subsequently filed Proof of Claim asserting the same liability. Disallowance of the Superseded Claims will not affect the Claims listed on **Exhibit 2** to the Proposed Order under the column header "Surviving Claims," which will remain on the Claims Register unless withdrawn by the Claimants or disallowed by the Court, subject to the Debtor's right to object to such Surviving Claims in the future on any grounds permitted by applicable law. *See generally* 11 U.S.C. § 502(a).

SEPARATE CONTESTED MATTERS

17. To the extent that a response is filed regarding a Disputed Claim and the Debtor is unable to resolve the response, such Disputed Claim, and the objection to such Disputed Claim asserted by the Debtor herein, shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in this Objection shall be deemed a separate order pursuant to Bankruptcy Rule 3007 and Local Rule 3007-1.

RESPONSES TO OBJECTION

18. To resolve an objection, Claimants are encouraged to contact the Debtor's counsel to informally discuss this Objection.

19. If the Claimants are unable to consensually resolve the objection, the Claimants must file and serve a written response to this Objection (a "Response") so that it is received no later than **4:00 p.m. (prevailing Eastern Time) on April 19, 2019** (the "Response Deadline"). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware: 824 N. Market Street, Wilmington, Delaware 19801, and served upon the following counsel to the Debtor so that the Response is actually received no later than the Response Deadline:

Christopher R. Bryant, Esq.
John D. Beck, Esq.
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

- and -

Andrew R. Remming, Esq.
Tamara K. Mann, Esq.
MORRIS, NICHOLS, ARSHT & TUNNELL LLP

1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Facsimile: (302) 658-3989
aremning@mnat.com
tmann@mnat.com

20. Every Response to this Objection must contain, at a minimum, the following information:

- I. A caption setting forth the name of the Court, the name of the Debtor, the case number, and the title of the Objection to which the Response is directed;
- II. The name of the Claimant, the claim number, and a description of the basis for the amount of the Disputed Claim;
- III. The specific factual basis and supporting legal argument upon which the Claimant will rely in opposing this Objection;
- IV. Any supporting documentation, to the extent that it was not included in the Proof of Claim previously filed with the clerk or Claims Agent, upon which the Claimant intends to rely on to support the basis for and amounts asserted in the Disputed Claim; and
- V. The name, address, telephone number and fax number of the person(s) (which may be the Claimant or the Claimant's legal representative) with whom counsel for the Debtor should communicate with respect to the Disputed Claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the Disputed Claim on behalf of the Claimant.

21. If a Claimant fails to file and serve a timely Response by the Response Deadline, the Debtor may present to the Court an appropriate order disallowing, reducing and allowing, or reclassifying the Disputed Claim, without further notice to the Claimant or a hearing.

REPLIES TO RESPONSES

22. The Debtor may, at its option, file and serve a reply to any response so that it is received by the Claimant (or the Claimant's counsel, if represented) no later than three (3) days prior to the hearing on this Objection.

ADJOURNMENT OF HEARING

23. The Debtor reserves the right to seek an adjournment of any hearing to consider this Objection and any Responses thereto. In the event that the Debtor seeks such an adjournment, it will be noted on the notice of agenda for such hearing, and such agenda will be served on the affected Claimant by serving the persons designated in the Response.

RESERVATION OF RIGHTS

24. The Debtor expressly reserves the right to amend, modify or supplement this Objection at any time and to file any other objections to Claims (including the Disputed Claims) filed against it by the Claimants or any other persons or entities. Should one or more of the grounds of objection stated in this Objection be dismissed or overruled, the Debtor reserves the right to object to the Disputed Claims on any other grounds that the Debtor discovers or elects to pursue. This Objection sets out non-substantive objections to the Disputed Claims. The Debtor reserves its right to assert substantive and/or one or more other non-substantive objections to the Disputed Claims at a later time.

25. Notwithstanding anything contained in this Objection or the exhibits attached to the Proposed Order, nothing herein shall be construed as a waiver of any rights that the Debtor may have to (i) enforce the Debtor's rights of setoff against the Claimants or any other persons or entities, or (ii) seek disallowance of the Disputed Claims pursuant to section 502(d) of the Bankruptcy Code.

NOTICE

26. Notice of this Objection has been given via first class mail to (i) the U.S. Trustee; (ii) each of the Claimants listed on **Exhibits 1 and 2** to the Proposed Order; and (iii) the general service list established in this Chapter 11 Case. In light of the nature of the relief requested, the Debtor submits that no other or further notice is necessary.

27. WHEREFORE, the Debtor respectfully requests that the Court (i) enter the Proposed Order attached as **Exhibit B** to this Objection disallowing the Disputed Claims, and (ii) grant such other and further relief as is just and proper.

Dated: March 29, 2019
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Tamara K. Mann

Andrew R. Remming (No. 5120)
Tamara K. Mann (No. 5643)
1201 N. Market St., 16th Floor
P.O. Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
aremming@mnat.com
tmann@mnat.com

- and -

Christopher R. Bryant (admitted *pro hac vice*)
John D. Beck (admitted *pro hac vice*)

HOGAN LOVELLS US LLP

875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
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chris.bryant@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtor and Debtor in Possession

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

In re:

OREXIGEN THERAPEUTICS, INC.,

Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

Hrg. Date: May 1, 2019 at 11 a.m. (ET)

Resp. Due: April 19, 2019 at 4 p.m. (ET)

**NOTICE OF DEBTOR'S FOURTH OMNIBUS OBJECTION (NON-SUBSTANTIVE) TO
CERTAIN CLAIMS PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND
DEL. L.R. 3007-1 (LATE-FILED CLAIMS; AMENDED AND SUPERSEDED CLAIMS)**

**TO THE CLAIMANTS LISTED IN EXHIBITS 1 AND 2 ATTACHED TO THE
PROPOSED ORDER:**

- **YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE DEBTOR.**
- **THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTOR'S RIGHT TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS LISTED IN EXHIBITS 1 AND 2 ATTACHED TO THE PROPOSED ORDER.**
- **THE CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS IN EXHIBITS 1 AND/OR 2 TO THE PROPOSED ORDER.**

PLEASE TAKE NOTICE that on March 29, 2019, Orexigen Therapeutics, Inc. (the "Debtor") in the above-captioned chapter 11 case, filed the *Debtor's Fourth Omnibus Objection (Non-Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (Late-Filed Claims; Amended and Superseded Claims)* (the "Objection").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the approval of the Objection must (a) be in writing; (b) be filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **April 19, 2019 at 4:00**

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 c/o Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022.

p.m. (E.T.) (the “Objection Deadline”); and (c) served so as to be received on or before the Objection Deadline by the undersigned counsel to the Debtor.

PLEASE TAKE FURTHER NOTICE THAT only objections made in writing and timely filed and received, in accordance with the procedures above, will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE OBJECTION WILL BE HELD ON **MAY 1, 2019 AT 11:00 A.M. (ET)** BEFORE THE HONORABLE KEVIN GROSS AT 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 FINAL RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

March 29, 2019
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Tamara K. Mann

Robert J. Dehney (No. 3578)
Andrew R. Remming (No. 5120)
Tamara K. Mann (No. 5643)
1201 N. Market St., 16th Floor
P.O. Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
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- and -

Christopher R. Donoho, III (admitted *pro hac vice*)
Christopher R. Bryant (admitted *pro hac vice*)
John D. Beck (admitted *pro hac vice*)
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875 Third Avenue
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chris.donoho@hoganlovells.com
christopher.bryant@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtor and Debtor in Possession

EXHIBIT A TO OBJECTION

Lynch Declaration

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

In re:

OREXIGEN THERAPEUTICS, INC.,

Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

**DECLARATION OF THOMAS P. LYNCH IN SUPPORT OF THE DEBTOR'S
FOURTH OMNIBUS OBJECTION (NON-SUBSTANTIVE) TO CERTAIN
CLAIMS PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL.
L.R. 3007-1 (LATE-FILED CLAIMS; AMENDED AND SUPERSEDED CLAIMS)**

I, Thomas P. Lynch, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 and state:

BACKGROUND

1. I am the Chief Administrative Officer and General Counsel of Orexigen Therapeutics, Inc. (the "Debtor"). I am authorized to make this declaration on behalf of the Debtor.

2. I make this declaration in support of the *Debtor's Fourth Omnibus Objection (Non-Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (Late-Filed Claims; Amended and Superseded Claims)* (the "Objection"). Capitalized terms used, but not otherwise defined herein, shall have the meanings set forth in the Objection.

3. I am familiar with the Debtor's day-to-day operations, business affairs and books and records. All facts set forth herein are based on my personal knowledge and my review of the Disputed Claims and other relevant documents or information provided to me by the Debtor's

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agents and advisors. If I were called upon to testify, I could and would testify to each of the facts set forth herein.

COMPLIANCE WITH LOCAL RULE 3007-1

4. I have reviewed Local Rule 3007-1 and hereby state that, to the best of my knowledge and belief, this Objection is substantially in compliance therewith.

OBJECTION

5. I have reviewed the Disputed Claims, the Claims Register and the facts and circumstances set forth in the Objection regarding the Disputed Claims.

6. Based upon this review, I submit that the facts and circumstances set forth in the Objection are true and accurate to the best of my knowledge, information and belief, and the Disputed Claims should be disallowed in full and expunged.

7. As a result of the Debtor's review of the Claims filed in this Chapter 11 Case, the Debtor has identified that Claims listed on **Exhibit 1** to the Proposed Order constitute Late-Filed Claims, filed after the applicable Bar Dates. The Claims listed on **Exhibit 2** to the Proposed Order have been amended and superseded by the respective Claimants in a subsequently filed Proof of Claim asserting the same liability. The Debtor proposes to disallow the Superseded Claims, which shall not affect the Claims listed on **Exhibit 2** to the Proposed Order under the column header "Surviving Claims", which will remain on the Claims Register unless withdrawn by the Claimants or disallowed by the Court, subject to the Debtor's right to object to such Surviving Claims in the future on any grounds permitted by applicable law.

8. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 29th day of March, 2019

/s/ Thomas P. Lynch

Name: Thomas P. Lynch

Title: Chief Administrative Officer
and General Counsel

EXHIBIT B TO OBJECTION

Proposed Order

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

In re:

OREXIGEN THERAPEUTICS, INC.,

Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

RE D.I. ____

**ORDER GRANTING DEBTOR'S FOURTH
OMNIBUS OBJECTION (NON-SUBSTANTIVE) TO CERTAIN
CLAIMS PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND
DEL. L.R. 3007-1 (LATE-FILED CLAIMS; AMENDED AND SUPERSEDED CLAIMS)**

Upon the *Debtor's Fourth Omnibus Objection (Non-Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (Late-Filed Claims; Amended and Superseded Claims)* (the "Objection")² filed by the debtor and debtor in possession in the above-captioned case (the "Debtor"), requesting an order (the "Order") pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1 disallowing the Disputed Claims identified on **Exhibits 1 and 2** attached hereto; and upon the *Declaration of Thomas P. Lynch in Support of the Debtor's Fourth Omnibus Objection (Non-Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (Late-Filed Claims; Amended and Superseded Claims)*, attached to the Objection as **Exhibit A**; and upon all other documentation filed in connection with the Objection and the Disputed Claims; and adequate notice of the Objection having been given as set forth in the Objection; and it appearing that no other or further notice is required; and sufficient cause appearing therefor;

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 c/o Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022.

² Capitalized terms used, but not otherwise defined, herein shall have the meanings set forth in the Objection.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED.
2. The Disputed Claims are hereby disallowed in full and expunged.
3. This Order shall not affect the Claims listed on **Exhibit 2** attached hereto under the column header “Surviving Claims”, which will remain on the Claims Register unless withdrawn by the Claimants or disallowed by the Court, subject to the Debtor’s right to object to such Surviving Claims in the future on any grounds permitted by applicable law.
4. This Order shall be deemed a separate Order with respect to each of the Disputed Claims. Any stay of this Order pending appeal by any Claimant whose Disputed Claim is subject to this Order shall only apply to the contested matter which involves such Claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Objection or this Order.
5. The Debtor, the Claims Agent, and the Clerk of this Court are authorized to take all actions necessary and appropriate to give effect to this Order, including expunging claims from the Claims Register or otherwise updating the Claims Register to reflect the relief granted pursuant to this Order.
6. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.
7. This Order is without prejudice to the rights of the Debtor to object to any other Claims against the Debtor.

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Late-Filed Claims

Exhibit

Claims Filed after the Applicable Bar Date

Name/Address of Claimant	Claim No.	Date Filed	Total Claim Amount
ETrade Financial Corporate Services, Inc. Attn President 4005 Windward Plaza Drive Alpharetta, GA 30005	171	10/19/2018	\$ 200.00
Greg W. Solz 9609 Frascati Way Santee, CA 92071	170	10/18/2018	11,875.00
Meredith Corporation Becky King 1716 Locust St Des Moines, IA 50309	179	1/9/2019	149,993.87
Metrics, Inc. Mayne Pharma Inc. 3301 Benson Dr, Ste 401 Raleigh, NC 27609	162	8/16/2018	2,000.00
New Jersey Division of Taxation Erica Hamlin 255 Marshall Ave PO Box 245 Trenton, NJ 08695	168	9/18/2018	7,500.00
New York State Department of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300	175	11/26/2018	18,197.00
Oregon Department of Revenue 955 Center Street, NE Salem, OR 97301	177	12/17/2018	162.16
The Regents of the University of California Rhonda Stewart Goldstein, Esq., Sr Counsel, Litigation Office of the General Counsel 1111 Franklin Street, 8th Floor Oakland, CA 94607	166	9/10/2018	1,624,878.93
TI Gotham Inc (Formerly Known as Time Inc) Becky King 1716 Locust St Des Moines, IA 50309	178	1/9/2019	242,259.00

EXHIBIT 2

Superseded Claims

Exhibit

Superseded Claims

Superseded Claims to be Disallowed				Surviving Claims				Reason for Disallowance
Name/Address of Claimant	Claim No.	Date Filed	Total Claim Amount	Name	Claim No.	Date Filed	Total Claim Amount	
Department of the Treasury - Internal Revenue Service Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	159	7/3/2018	\$ 8,519.54	Department of the Treasury - Internal Revenue Service Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	176	11/29/2018	\$ -	Filed claim form No. 176 states that it amends claim No. 6 filed on 3/30/2018. Filed claim form No. 159 states that it amends claim No. 6 filed on 3/30/2018.
Mississippi Department of Revenue Bankruptcy Section PO Box 22808 Jackson, MS 39225-2808	58	6/1/2018	4,200.00	Mississippi Department of Revenue Bankruptcy Section PO Box 22808 Jackson, MS 39225-2808	172	11/7/2018	9,678.00	Filed claim form No. 172 states that it amends claim No. 58 filed on 6/1/2018.
Ohio Bureau of Workers Compensation PO Box 15567 Columbus, OH 43215-0567	167	9/6/2018	-	Ohio Bureau of Workers Compensation PO Box 15567 Columbus, OH 43215-0567	169	10/9/2018	368.00	Filed claim form No. 169 states that it amends claim No. 167 filed on 9/6/2018.
Tennessee Department of Revenue c/o Attorney General TDOR PO Box 20207 Nashville, TN 37202-0207	15	4/16/2018	150,000.00	Tennessee Department of Revenue c/o Attorney General TDOR PO Box 20207 Nashville, TN 37202-0207	174	11/19/2018	9,794.00	Filed claim form No. 174 states that it amends claim No. 15 filed on 4/16/2018.