

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 11:00 a.m. (ET)

Resp. Due: April 19, 2019 at 4:00 p.m. (ET)

**DEBTOR'S FIFTH OMNIBUS OBJECTION
(SUBSTANTIVE) TO CERTAIN CLAIMS PURSUANT TO
11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

**TO THE CLAIMANTS LISTED IN EXHIBIT 1 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 EXHIBIT 1 ATTACHED TO THE PROPOSED ORDER.**
- **CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS IN EXHIBIT 1 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 certain claims listed on **Exhibit 1**, 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 Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. Bankr. L.R. 3007-1 (No Liability) (the "Lynch Declaration"), attached hereto as **Exhibit A** and incorporated by reference, and respectfully states as follows:

JURISDICTION

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 "Petition Date"), 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 continues to operate its business and manage its properties as 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 this Chapter 11 Case pursuant to Bankruptcy Code section 1102.

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), establishing (i) procedures to set a general deadline to submit proofs of claim in this Chapter 11 Case and (ii) the deadline for governmental units filing proofs of claim against the Debtor as September 10, 2018. 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).

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). See 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 approximately 179 proofs of claim (collectively, the "Proofs of Claim") have been filed by claimants (the "Claimants") in this Chapter 11 Case asserting claims against the Debtor (collectively, the "Claims").

10. The Debtor and its advisors are reviewing and reconciling the Claims against its books and records. This process includes identifying particular categories of Claims that the Debtor believes should be disallowed.

11. The Debtor intends to file omnibus objections to Claims that are identified as being subject to disallowance. This Objection is one such omnibus objection.

RELIEF REQUESTED

12. The Debtor objects to each of the Claims identified on **Exhibit 1** (the “Disputed Claims”) attached to the Proposed Order. The Debtor respectfully requests that the Court enter the Proposed Order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1 disallowing in full and expunging each of the Disputed Claims.

BASIS FOR RELIEF

13. Pursuant to section 101 of the Bankruptcy Code, a creditor holds 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. Bankruptcy Code §§ 101(5) and 101(10).

14. When asserting a claim against a bankrupt estate, 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 should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *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. *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. *Id.* at 173-74. Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *See id.* at 174. The burden of persuasion is always on the claimant. *See id.*

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

A. Disputed Claims (Exhibit 1)

16. The Debtor objects to the Disputed Claims identified in **Exhibit 1** to the Proposed Order because the Claimants assert claims for which there is no amount due and owing by the Debtor to the respective Claimants.

17. As set forth herein and in **Exhibit 1** to the Proposed Order, the Disputed Claims should be disallowed in full and expunged because, based on careful review of the books and records, the Schedules, and the respective Proofs of Claim, including supporting documentation provided by the respective Claimants, if any, the Debtor has determined that there are no amounts due and owing to the Claimants with respect to any of the Disputed Claims.

18. Accordingly, each of the Disputed Claims should be disallowed in full and expunged.

SEPARATE CONTESTED MATTERS

19. To the extent that a response is filed regarding any Disputed Claim identified in **Exhibit 1** to the Proposed Order 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 with respect to each Disputed Claim.

RESPONSES TO OMNIBUS OBJECTION

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

21. If the parties are unable to consensually resolve the objection, a Claimant 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
aremming@mnat.com
tmann@mnat.com

22. 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.

23. 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 the Claim, without further notice to the Claimant or a hearing.

REPLIES TO RESPONSES

24. 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

25. 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

26. The Debtor expressly reserves the right to amend, modify or supplement this Objection. 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 each of the Claims on any other grounds that the Debtor discovers or elects to pursue. This Objection sets out substantive objections to

the Claims identified in **Exhibit 1** to the Proposed Order. The Debtor reserves its right to assert non-substantive and/or one or more other substantive objections to the Claims identified in **Exhibit 1** to the Proposed Order at a later time.

27. Notwithstanding anything contained in this Objection or **Exhibit 1** 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 relating to such avoidance actions, or (ii) seek disallowance pursuant to section 502(d) of the Bankruptcy Code of Claims that are subject to such avoidance actions.

COMPLIANCE WITH LOCAL RULE 3007-1

28. The undersigned counsel certifies that this Objection complies with Local Rule 3007-1.

NOTICE

29. Notice of this Objection has been given via first class mail to (i) the U.S. Trustee; (ii) each of the Claimants listed in **Exhibit 1** to the Proposed Order; and (iii) the general service list established in this Chapter 11 Case pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtor submits that no other or further notice is necessary.

30. 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
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- and -

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John D. Beck (admitted *pro hac vice*)
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john.beck@hoganlovells.com

Counsel for Debtor and Debtor in Possession

EXHIBIT A

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 FIFTH OMNIBUS
OBJECTION (SUBSTANTIVE) TO CERTAIN CLAIMS PURSUANT TO
11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

I, Thomas P. Lynch, Esquire, 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 Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability)* (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, my review, or my supervision of the review, of the relevant Claims and other relevant documents or information provided to me by the Debtor's agents and advisors. If I were called upon to testify,

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.

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 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 Disputed Claims for which there are no amounts due and owing by the Debtor to the respective Claimants.

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

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 FIFTH OMNIBUS
OBJECTION (SUBSTANTIVE) TO CERTAIN CLAIMS PURSUANT TO
11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

Upon the *Debtor's Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability)* (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 Claims identified on **Exhibit 1** attached hereto; and upon the *Declaration of Thomas P. Lynch in Support of the Debtor's Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability)*, attached to the Objection as **Exhibit A**; and upon all other documentation filed in connection with the Objection and the 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;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED with respect to each of the Claims identified on **Exhibit 1** attached hereto.

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.

2. The Disputed Claims identified on **Exhibit 1** attached hereto are hereby disallowed in full and expunged.

3. 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.

4. 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.

5. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

6. 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

Disputed Claim

**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 11:00 a.m. (ET)

Resp. Due: April 19, 2019 at 4:00 p.m. (ET)

**NOTICE OF DEBTOR'S FIFTH OMNIBUS OBJECTION
(SUBSTANTIVE) TO CERTAIN CLAIMS PURSUANT TO
11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

**TO THE CLAIMANTS LISTED IN EXHIBIT 1 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 EXHIBIT 1 ATTACHED TO THE PROPOSED ORDER.**
- **CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS IN EXHIBIT 1 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 Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No-Liability)* (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
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- and -

Christopher R. Donoho, III (admitted *pro hac vice*)
Christopher R. Bryant (admitted *pro hac vice*)
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john.beck@hoganlovells.com

Counsel for Debtor and Debtor in Possession

EXHIBIT A

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 FIFTH OMNIBUS
OBJECTION (SUBSTANTIVE) TO CERTAIN CLAIMS PURSUANT TO
11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

I, Thomas P. Lynch, Esquire, 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 Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability)* (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, my review, or my supervision of the review, of the relevant Claims and other relevant documents or information provided to me by the Debtor's agents and advisors. If I were called upon to testify,

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.

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 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 Disputed Claims for which there are no amounts due and owing by the Debtor to the respective Claimants.

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

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 FIFTH OMNIBUS
OBJECTION (SUBSTANTIVE) TO CERTAIN CLAIMS PURSUANT TO
11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1 (NO LIABILITY)**

Upon the *Debtor's Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability)* (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 Claims identified on **Exhibit 1** attached hereto; and upon the *Declaration of Thomas P. Lynch in Support of the Debtor's Fifth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability)*, attached to the Objection as **Exhibit A**; and upon all other documentation filed in connection with the Objection and the 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;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED with respect to each of the Claims identified on **Exhibit 1** attached hereto.

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.

2. The Disputed Claims identified on **Exhibit 1** attached hereto are hereby disallowed in full and expunged.

3. 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.

4. 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.

5. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

6. 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

Disputed Claim

Exhibit**No Liability Claim**

Name/Address of Claimant	Claim No.	Date Filed	Total Claim Amount	Reason for Disallowance
State of Alabama, Department of Revenue Legal Division PO Box 320001 Montgomery, AL 36132-0001	2	3/20/2018	\$ 6,818.56	Claim should be disallowed because pursuant to the Debtor's books and records, no amounts are due to the claimant. Debtor filed the State of Alabama tax return on October 15, 2018, with no liability due and outstanding.
Utah State Tax Commission Attn Bankruptcy Unit 210 N 1950 W Salt Lake City, UT 84134-9000	43	5/29/2018	5,344.37	Claim should be disallowed because the filed claim form states that the claim was filed for outstanding sales tax payments due. However, the Debtor was exempt from sales tax as it was selling product to wholesalers and not the end customer.