

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

TRICIDA, INC.,¹

Debtor.

Chapter 11

Case No. 23-10024 (JTD)

Ref. Docket No. 8

**CERTIFICATION OF COUNSEL REGARDING PROPOSED
ORDER (A) AUTHORIZING THE DEBTOR TO (I) PAY
PREPETITION WAGES, COMPENSATION, AND BENEFIT
OBLIGATIONS AND (II) CONTINUE EMPLOYEE COMPENSATION
AND BENEFITS PROGRAMS AND (B) GRANTING RELATED RELIEF**

On January 11, 2023, the above-captioned debtor and debtor in possession (the “Debtor”) filed the *Debtor’s Motion for Entry of Interim and Final Orders (A) Authorizing the Debtor to (I) Pay Prepetition Wages, Compensation, and Benefit Obligations and (II) Continue Employee Compensation and Benefits Programs, and (B) Granting Related Relief* [Docket No. 8] (the “Motion”). Responses to the entry of the proposed final form of order (the “Proposed Order”) attached to the Motion were to be filed and served no later than 4:00 p.m. (ET) on February 2, 2023 (the “Objection Deadline”).

Prior to the Objection Deadline, the Official Committee of Unsecured Creditors (the “Committee”) filed a reservation of rights [Docket No. 122] (the “ROR”). To address the Committee’s comments raised in the ROR, the Debtor revised the Proposed Order as reflected in the revised Proposed Order attached hereto as **Exhibit A** (the “Revised Proposed Order”). For the convenience of the Court and interested parties, a blackline comparing the Revised Proposed Order to the Proposed Order is attached hereto as **Exhibit B**. No other responses were received by the

¹ The Debtor in this chapter 11 case, together with the last four digits of the Debtor’s federal tax identification number, is Tricida, Inc. (2526). The Debtor’s service address is 7000 Shoreline Court, Suite 201, South San Francisco, CA 94080.



Debtors.

The Debtor submits that the Revised Proposed Order is appropriate and consistent with the relief requested in the Motion and its discussions with the Committee, and that the Committee does not object to entry of the Revised Proposed Order. Accordingly, the Debtor respectfully requests that the Court enter the Revised Proposed Order at its earliest convenience without further notice or hearing.

Dated: February 6, 2023
Wilmington, Delaware

/s/ Allison S. Mielke

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Proposed Counsel to the Debtor, Tricida, Inc.

Exhibit A

Revised Proposed Order

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

In re:

TRICIDA, INC.,¹

Debtor.

Chapter 11

Case No. 23-10024 (JTD)

Re: Docket Nos. 8, 48

FINAL ORDER

**(A) AUTHORIZING THE DEBTOR TO (I) PAY
PREPETITION WAGES, COMPENSATION, AND BENEFIT
OBLIGATIONS AND (II) CONTINUE EMPLOYEE COMPENSATION
AND BENEFITS PROGRAMS AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtor and debtor in possession (collectively, the “Debtor”) for entry of a final order (this “Final Order”) (a) authorizing, but not directing, the Debtor to (i) pay and honor prepetition claims on a postpetition basis, as applicable, relating to the Employee Compensation and Benefits; (ii) continue to honor its obligations on account of the Employee Compensation and Benefits, including payment of employee compensation and benefits in the ordinary course of business postpetition; (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent

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² Capitalized terms used in this Final Order but not immediately defined have the meanings given to them in the Motion.

with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and opportunity for hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtor's estate, its creditors, and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The relief requested in the Motion is GRANTED on a final basis as set forth herein.
2. The Debtor is authorized, but not directed, on a final basis, to: (a) continue to administer the Employee Compensation and Benefits currently in effect and honor any undisputed prepetition obligations related thereto, in each case in the ordinary course of business consistent with its prepetition practices and/or as required by applicable law and (b) continue, modify, replace, or terminate the Employee Compensation and Benefits and to implement new programs, policies, and benefits, in the ordinary course of business during this chapter 11 case, consistent with the Interim Amounts set forth in the Motion, and without the need for further Court approval, subject to applicable law.
3. Nothing herein shall be deemed to authorize the payment of any amounts in satisfaction severance obligations, or which may implicate or be subject to section 503(c) of the Bankruptcy Code; *provided* that nothing in this Final Order shall prejudice the Debtor's ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code at a later time.
4. The Debtor is authorized to continue the programs associated with the Reimbursable Expenses on a prepetition and postpetition basis, subject to the limitations of this Final Order and any final order(s) of this Court granting the Cash Management Motion.

5. The Debtor is authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of this chapter 11 case with respect to prepetition amounts owed in connection with the relief granted herein.

6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved by this Final Order.

7. Nothing in this Final Order (a) authorizes the Debtor to pay any RIF, Severance Plan or Retention Plan payments to any employees; (b) authorizes or approves the payment or assumption of any obligations due and owing under any RIF, Severance Plan or Retention Plan; (c) releases, waives, discharges, or settles any claims or causes of action the Debtor's estate may have or hold against any employees, including but not limited to any claims or causes of action related to the RIF, the Severance Plan or the Retention Plan; and (d) authorizes the Debtor to pay any employee prepetition wages, compensation or benefits not otherwise identified in the Motion.

8. Nothing in this Final Order (a) an admission as to the validity of any claim against the Debtor; (b) a waiver of the Debtor's or any party in interest's rights to dispute the amount of, basis for, or validity of any claim or interest under applicable law or nonbankruptcy law; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (e) a request for or granting of approval for assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Any payment made pursuant to this order is not intended to

be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtor's rights to subsequently dispute such claim.

9. Notice of the Motion shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are waived by such notice.

10. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

11. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Final Order.

Exhibit B

Blackline

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

In re:

TRICIDA, INC.,¹

Debtor.

Chapter 11

Case No. 23-10024 (JTD)

Re: Docket Nos. 8, 48

FINAL ORDER

**(A) AUTHORIZING THE DEBTOR TO (I) PAY
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AND BENEFITS PROGRAMS AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtor and debtor in possession (collectively, the “Debtor”) for entry of a final order (this “Final Order”) (a) authorizing, but not directing, the Debtor to (i) pay and honor prepetition claims on a postpetition basis, as applicable, relating to the Employee Compensation and Benefits; (ii) continue to honor its obligations on account of the Employee Compensation and Benefits, including payment of employee compensation and benefits in the ordinary course of business postpetition; (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final

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order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and opportunity for hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtor's estate, its creditors, and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The relief requested in the Motion is GRANTED on a final basis as set forth herein.

2. The Debtor is authorized, but not directed, on a final basis, to: (a) continue to administer the Employee Compensation and Benefits currently in effect and honor any undisputed prepetition obligations related thereto, in each case in the ordinary course of business consistent with its prepetition practices and/or as required by applicable law and (b) continue, modify, replace, or terminate the Employee Compensation and Benefits and to implement new programs, policies, and benefits, in the ordinary course of business during this chapter 11 case, consistent with the Interim Amounts set forth in the Motion, and without the need for further Court approval, subject to applicable law.

3. Nothing herein shall be deemed to authorize the payment of any amounts in satisfaction severance obligations, or which may implicate or be subject to section 503(c) of the Bankruptcy Code; *provided* that nothing in this Final Order shall prejudice the Debtor's ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code at a later time.

4. The Debtor is authorized to continue the programs associated with the Reimbursable Expenses on a prepetition and postpetition basis, subject to the limitations of this Final Order and any final order(s) of this Court granting the Cash Management Motion.

5. The Debtor is authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of this chapter 11 case with respect to prepetition amounts owed in connection with the relief granted herein.

6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved by this Final Order.

7. Nothing in this Final Order (a) authorizes the Debtor to pay any RIF, Severance Plan or Retention Plan payments to any employees; (b) authorizes or approves the payment or assumption of any obligations due and owing under any RIF, Severance Plan or Retention Plan; (c) releases, waives, discharges, or settles any claims or causes of action the Debtor's estate may have or hold against any employees, including but not limited to any claims or causes of action related to the RIF, the Severance Plan or the Retention Plan; and (d) authorizes the Debtor to pay any employee prepetition wages, compensation or benefits not otherwise identified in the Motion.

8. ~~7.~~ Nothing in this Final Order (a) an admission as to the validity of any claim against the Debtor; (b) a waiver of the Debtor's or any party in interest's rights to dispute the

amount of, basis for, or validity of any claim or interest under applicable law or nonbankruptcy law; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (e) a request for or granting of approval for assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Any payment made pursuant to this order is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtor's rights to subsequently dispute such claim.

9. ~~8.~~ Notice of the Motion shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are waived by such notice.

10. ~~9.~~ Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

11. ~~10.~~ The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

12. ~~11.~~ This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Final Order.