

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF
FINAL ORDER AUTHORIZING THE (I) DEBTOR TO PAY
CERTAIN PREPETITION TAXES AND FEES AND RELATED
OBLIGATIONS AND (II) BANKS TO HONOR AND PROCESS
CHECK AND ELECTRONIC TRANSFER REQUESTS RELATED THERETO**

The undersigned proposed counsel to the above-captioned debtor and debtor-in-possession (the “**Debtor**”) hereby certifies that:

1. On June 1, 2022, the Debtor filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code.
2. On June 2, 2022, the Debtor filed the *Motion of the Debtor for Entry of an Interim and Final Orders Authorizing the (I) Debtor to Pay Certain Prepetition Taxes and Fees and Related Obligations and (II) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto* [Docket No. 9] (the “**Motion**”).
3. On June 7, 2022 the Court entered the *Interim Order Authorizing the (I) Debtor to Pay Certain Prepetition Taxes and Fees and Related Obligations and (II) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto* [Docket No. 24] (the “**Interim Order**”).

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).



4. Pursuant to the Interim Order and *Notice of First Day Motions, Entry of Interim Orders, and Final Hearing Thereon* [Docket No. 38], objections to the final relief sought in the Motion were due on June 22, 2022. No objections or responses were received.

5. Attached hereto as Exhibit A is a proposed final order granting the Motion. Attached hereto as Exhibit B is a blackline of the revised proposed order against the version originally filed with the Motion.

6. The Debtor therefore requests that the Court enter the proposed order attached hereto as Exhibit A at its earliest convenience. Counsel is available at the request of the Court.

Dated: June 30, 2022

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Proposed Counsel for the Debtor
and Debtor-in-Possession*

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket Nos. 9 & 24

**FINAL ORDER AUTHORIZING THE (I) DEBTOR TO PAY CERTAIN
PREPETITION TAXES AND FEES AND RELATED OBLIGATIONS AND
(II) BANKS TO HONOR AND PROCESS CHECK AND
ELECTRONIC TRANSFER REQUESTS RELATED THERETO**

Upon consideration of the motion, *Motion of the Debtor for Entry of Interim and Final Orders Authorizing the (I) Debtor to Pay Certain Prepetition Taxes and Fees and Related Obligations and (II) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto* (the “**Motion**”),² of the above-captioned debtor and debtor-in-possession (the “**Debtor**”) for the entry of interim and final orders, pursuant to §§ 105(a), 363(b), 507(a)(8), 541, 1107(a), and 1108 of the Bankruptcy Code, (i) authorizing, but not directing, the Debtor, in its discretion, to pay Taxes and Fees related to the period prior to the Petition Date to the Authorities, and (ii) authorizing the Banks to honor and process check and electronic transfer requests related to the foregoing; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 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,

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

dated as of February 29, 2012; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtor, its estate, and its creditors; and the Court having entered the *Interim Order Authorizing the (I) Debtor to Pay Certain Prepetition Taxes and Fees and Related Obligations and (II) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto* [Docket No. 24, entered on June 7, 2022]; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtor is authorized, but not directed, in its discretion, to pay prepetition Taxes and Fees to the Authorities in the ordinary course of its business in an amount not to exceed \$250,000.00.
3. Nothing in this Final Order shall be construed as authorizing the Debtor to pay any amounts on account of past-due taxes.
4. The Banks are authorized, when requested by the Debtor, in the Debtor's discretion, to honor and process checks or electronic fund transfers drawn on the Debtor's accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtor with respect to whether any check or other transfer drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to this Final Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtor, as provided for in this Final Order.

5. Nothing in this Final Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to § 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtor and its estate, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor and its estate with respect to the validity, priority, or amount of any claim against the Debtor and its estate, (c) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor and its estate with respect to any and all claims or causes of action against any Authority, or (d) shall be construed as a promise to pay a claim.

6. The Debtor is authorized to take any and all actions necessary to effectuate the relief granted herein.

7. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

8. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Order.

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket ~~No~~Nos. 9 & 24

INTERIM/FINAL ORDER AUTHORIZING THE (I) DEBTOR TO PAY CERTAIN PREPETITION TAXES AND FEES AND RELATED OBLIGATIONS AND (II) BANKS TO HONOR AND PROCESS CHECK AND ELECTRONIC TRANSFER REQUESTS RELATED THERETO

Upon consideration of the motion, *Motion of the Debtor for Entry of Interim and Final Orders Authorizing the (I) Debtor to Pay Certain Prepetition Taxes and Fees and Related Obligations and (II) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto* (the “**Motion**”),² of the above-captioned debtor and debtor-in-possession (the “**Debtor**”) for the entry of interim and final orders, pursuant to §§ 105(a), 363(b), 507(a)(8), 541, 1107(a), and 1108 of the Bankruptcy Code, ~~for the entry of interim and final orders~~ (i) authorizing, but not directing, the Debtor, in its discretion, to pay Taxes and Fees related to the period prior to the Petition Date to the Authorities, and (ii) authorizing the Banks to honor and process check and electronic transfer requests related to the foregoing; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

accordance with 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 as of February 29, 2012; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtor, its estate, and its creditors; and [the Court having entered the Interim Order Authorizing the \(I\) Debtor to Pay Certain Prepetition Taxes and Fees and Related Obligations and \(II\) Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto \[Docket No. 24, entered on June 7, 2022\];](#) and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on ~~an interim~~ final basis as set forth herein.
2. The Debtor is authorized, but not directed, in its discretion, to pay prepetition Taxes and Fees to the Authorities in the ordinary course of its business in an amount not to exceed ~~\$30,000.00 pending entry of the Final Order~~ 250,000.00.
3. Nothing in ~~the Interim~~ this Final Order shall be construed as authorizing the Debtor to pay any amounts on account of past-due taxes.
4. The Banks are authorized, when requested by the Debtor, in the Debtor's discretion, to honor and process checks or electronic fund transfers drawn on the Debtor's accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtor with respect to whether any check or other transfer drawn or issued

by the Debtor prior to the Petition Date should be honored pursuant to this ~~Interim~~Final Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtor, as provided for in this ~~Interim~~Final Order.

5. Nothing in this ~~Interim~~Final Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to § 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtor and its estate, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor and its estate with respect to the validity, priority, or amount of any claim against the Debtor and its estate, (c) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor and its estate with respect to any and all claims or causes of action against any Authority, or (d) shall be construed as a promise to pay a claim.

6. The Debtor is authorized to take any and all actions necessary to effectuate the relief granted herein.

~~7. — A final hearing to consider the relief requested in the Motion shall be held on June 29, 2022 at 1:00 p.m. (prevailing Eastern Time) and any objections to entry of such order shall be in writing and filed with this Court no later than June 22, 2022 at 4:00 p.m. (prevailing Eastern Time) and served on: the Debtor, Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, CA 94555, Attn: Steven Lo; (ii) proposed counsel for the Debtor, Greenberg Traurig, LLP (Attn: Dennis A. Meloro (melorod@gtlaw.com), John D. Elrod (elrodj@gtlaw.com) and Ari Newman (newmanar@gtlaw.com)); (iii) counsel to any statutory committee appointed in the chapter 11 case; and (vi) the United States Trustee for the District of Delaware, 844 N. King Street, Room 2207, Wilmington, Delaware, Attn:~~

~~Joseph F. Cudia (joseph.cudia@usdoj.gov). If no objections to the entry of the Final Order are timely filed, this Court may enter the Final Order without further notice or a hearing.~~

~~8. The requirements of Bankruptcy Rule 6003(b) are satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor.~~

~~{Remainder of page intentionally left blank}~~

7. ~~9.~~ Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of ~~the Interim~~this Final Order shall be effective and enforceable immediately upon its entry.

~~10. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.~~

8. ~~11.~~ The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of ~~the Interim~~this Final Order.

Document comparison by Workshare Compare on Wednesday, June 29, 2022
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