

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF  
FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY  
(A) ALL PREPETITION EMPLOYEE OBLIGATIONS AND  
(B) PREPETITION WITHHOLDING OBLIGATIONS AND DUES,  
AND (II) DIRECTING BANKS TO HONOR RELATED TRANSFERS**

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 Interim and Final Orders (I) Authorizing the Debtor to Pay (A) All Prepetition Employee Obligations and (B) Prepetition Withholding Obligations and Dues, and (II) Directing Banks to Honor Related Transfers* [Docket No. 7] (the “**Motion**”).

3. On June 8, 2022 the Court entered the *Interim Order (I) Authorizing the Debtor to Pay (A) All Prepetition Employee Obligations and (B) Prepetition Withholding Obligations and Dues, and (II) Directing Banks to Honor Related Transfers* [Docket No. 30] (the “**Interim Order**”).

---

<sup>1</sup> 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 revised proposed final order granting the Motion reflecting a revision made to the Interim Order pursuant to the Court's ruling at the first day hearing on June 6, 2022 granting the Motion on an interim basis. 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 revised 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

Dennis A. Meloro (DE Bar No. 4435)

The Nemours Building

1007 North Orange Street, Suite 1200

Wilmington, Delaware 19801

Telephone: (302) 661-7000

Facsimile: (302) 661-7360

Email: melorod@gtlaw.com

-and-

John D. Elrod (admitted *pro hac vice*)

Terminus 200

3333 Piedmont Road NE, Suite 2500

Atlanta, Georgia 30305

Telephone: (678) 553-2100

Facsimile: (678) 553-2212

Email: elrodj@gtlaw.com

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

**EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**Ref. Docket Nos. 7 & 30**

**FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY  
(A) ALL PREPETITION EMPLOYEE OBLIGATIONS AND  
(B) PREPETITION WITHHOLDING OBLIGATIONS, AND  
(II) DIRECTING BANKS TO HONOR RELATED TRANSFERS**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”); and the 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 as of February 29, 2012; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having jurisdiction to enter a final order consistent with Article III of the United States Constitution; and venue of the chapter 11 case and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and this Court having held a hearing (the “**Hearing**”) to consider the relief requested in the Motion; and upon the First Day Declaration and the record of the Hearing, this Court having determined that there is good and sufficient cause for the relief set forth in this Order; and after due deliberation thereon,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED to the extent provided herein.

---

<sup>1</sup> 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, CA 94555 (8360).

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

2. The Debtor is authorized, but not directed, to continue to honor and pay all prepetition Employee Obligations in accordance with the Debtor's stated policies as fully set forth in the Motion and in the ordinary course of the Debtor's businesses; *provided, however*, that without prejudice to the Debtor's right to seek additional payments at any other time subsequent hereto, (a) payments to or on behalf of any Employee on account of any prepetition Employee Obligation, including PTO, shall not exceed the amounts afforded priority status by any applicable provisions of section 507 of the Bankruptcy Code, including sections 507(a)(4) and 507(a)(5), and (b) the aggregate amount of such payments shall not exceed \$200,000 unless further ordered by the Court.

3. The Debtor is authorized, but not directed, to pay all prepetition amounts owing to the Independent Service Providers for their services and to continue to pay such amounts in the ordinary course of business and consistent with the Debtor's business practices; *provided, however*, that without prejudice to the Debtor's right to seek additional payments at any other time subsequent hereto, (a) payments to or on behalf of any Independent Service Providers on account of any prepetition amounts owing shall not exceed the amounts afforded priority status by any applicable provisions of section 507 of the Bankruptcy Code, including sections 507(a)(4) and 507(a)(5), and (b) the aggregate amount of such payments shall not exceed \$5,000.

4. The Debtor is authorized, but not directed, to continue to honor and pay its Reimbursable Expenses, including any such prepetition obligations, in accordance with the Debtor's stated policies and prepetition practices, and are authorized to satisfy such prepetition Reimbursable Expenses in an amount not to exceed \$5,000.

5. The Debtor is authorized, but not directed, to make postpetition payments with respect to the foregoing in the ordinary course of business.

6. All of the Debtor's banks are authorized and directed to receive, process, honor, and pay any and all checks or electronic transfers drawn on the Debtor's payroll and disbursement accounts related to Employee Obligations and the Independent Service Providers, including, but not limited to, Wages, PTO, Employee Benefit Plans, Reimbursable Expenses and Withholding Obligations authorized by this Final Order, whether presented before or after the Petition Date, provided that sufficient funds are on deposit in the applicable accounts to cover such payments.

7. The Debtor is authorized to continue the Non-Insider Severance Program and pay all prepetition amounts relating thereto in the ordinary course.

8. The Debtor is authorized to continue the Workers' Compensation Programs and pay all prepetition amounts relating thereto in the ordinary course.

9. To the extent that any employment or related agreements may be deemed executory contracts within the meaning of section 365 of the Bankruptcy Code, the Debtor has not sought authority to assume such contracts, and no relief is granted in respect thereof.

10. Nothing in the Motion, the Interim Order, or this Final Order, nor as a result of any payment made pursuant to this Final Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtor, an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtor, or shall impair the ability of the Debtor, or any other party in interest, to the extent applicable, to contest the validity and amount of any payment made pursuant to this Final Order.

11. Nothing herein shall be deemed to authorize (i) the payment of any amounts in satisfaction of bonus or severance obligations, which are subject to section 503(c) of the Bankruptcy Code; or (ii) the payment of any amounts owing to any retired or former employees under any supplemental executive retirement plan or otherwise.

12. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order.

13. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

14. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

**EXHIBIT B**



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket ~~No~~Nos. 7 & 30

**INTERIM~~FINAL~~ ORDER (I) AUTHORIZING THE DEBTOR TO PAY  
(A) ALL PREPETITION EMPLOYEE OBLIGATIONS AND  
(B) PREPETITION WITHHOLDING OBLIGATIONS, AND  
(II) DIRECTING BANKS TO HONOR RELATED TRANSFERS**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”), ~~pursuant to sections 105, 363, 503, 507(a)(4), 507(a)(5), 541, 1107 and 1108 of title 11 of the Bankruptcy Code, for the entry of an interim and final orders (a) authorizing the Debtors to continue to honor and pay (i) all prepetition employee obligations as described more fully in the Motion, and (ii) all prepetition federal and state withholding obligations and (b) authorizing all banks to honor the Debtors’ prepetition transfers for payment of any of the foregoing and prohibiting banks from placing holds on, or attempting to reverse, any automatic transfers on account of the foregoing~~; and the 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 as of February 29, 2012; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having jurisdiction to enter a final order consistent with Article III of the United States Constitution; and venue of the chapter 11 case and

<sup>1</sup> 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, CA 94555 (8360).

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

the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that ~~due~~proper and adequate notice of the Motion has been given ~~under the circumstances~~and that no other or further notice is necessary; and this Court having held a hearing (the “**Hearing**”) to consider the relief requested in the Motion; and upon the First Day Declaration and the record of the Hearing, this Court having determined that there is good and sufficient cause for the relief set forth in this Order; and after due deliberation thereon,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED~~on an interim basis~~ to the extent provided herein.
2. The Debtor is authorized, but not directed, to continue to honor and pay all prepetition Employee Obligations in accordance with the Debtor’s stated policies as fully set forth in the Motion and in the ordinary course of the Debtor’s ~~business~~businesses; *provided, however,* that without prejudice to the Debtor’s right to seek additional payments at ~~the Final Hearing or~~ any other time subsequent ~~thereto~~hereto, (a) payments to or on behalf of any Employee on account of any prepetition Employee Obligation, including PTO, shall not exceed the amounts afforded priority status by any applicable provisions of section 507 of the Bankruptcy Code, including sections 507(a)(4) and 507(a)(5), and (b) the aggregate amount of such payments shall not exceed \$~~75,000~~200,000 unless further ordered by the Court.
3. The Debtor is authorized, but not directed, to pay all prepetition amounts owing to the Independent Service Providers for their services and to continue to pay such amounts in the ordinary course of business and consistent with the Debtor’s business practices; *provided, however,* that without prejudice to the Debtor’s right to seek additional payments at ~~the Final Hearing or~~ any other time subsequent ~~thereto~~hereto, (a) payments to or on behalf of any Independent Service Providers on account of any prepetition amounts owing shall not exceed the

amounts afforded priority status by any applicable provisions of section 507 of the Bankruptcy Code, including sections 507(a)(4) and 507(a)(5), and (b) the aggregate amount of such payments shall not exceed ~~\$2,500~~5,000.

4. The Debtor is authorized, but not directed, to continue to honor and pay its Reimbursable Expenses, including any such prepetition obligations, in accordance with the Debtor's stated policies and prepetition practices, and are authorized to satisfy such prepetition Reimbursable Expenses in an amount not to exceed ~~\$2,500~~5,000.

~~5. The Debtor is authorized to continue the Non-Insider Severance Program and pay all prepetition amounts relating thereto in the ordinary course in an amount not to exceed \$3,400.~~

~~6. The Debtor is authorized to continue the Workers' Compensation Programs and pay all prepetition amounts relating thereto in the ordinary course.~~

5. ~~7.~~ The Debtor is authorized, but not directed, to make postpetition payments with respect to the foregoing in the ordinary course of business.

6. ~~8.~~ All of the Debtor's banks are authorized and directed to receive, process, honor, and pay any and all checks or electronic transfers drawn on the Debtor's payroll and disbursement accounts related to Employee Obligations and the Independent Service Providers, including, but not limited to, Wages, PTO, Employee Benefit Plans, Reimbursable Expenses, and Withholding Obligations authorized by this ~~Interim~~Final Order, whether presented before or after the Petition Date, provided that sufficient funds are on deposit in the applicable accounts to cover such payments.

7. The Debtor is authorized to continue the Non-Insider Severance Program and pay all prepetition amounts relating thereto in the ordinary course.

8. The Debtor is authorized to continue the Workers' Compensation Programs and pay all prepetition amounts relating thereto in the ordinary course.

9. To the extent that any employment or related agreements may be deemed executory contracts within the meaning of section 365 of the Bankruptcy Code, the Debtor has not sought authority to assume such contracts, and no relief is granted in respect thereof.

10. Nothing in the Motion, the Interim Order, or this ~~Interim~~Final Order, nor as a result of any payment made pursuant to this ~~Interim~~Final Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtor, an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtor, or shall impair the ability of the Debtor, or any other party in interest, to the extent applicable, to contest the validity and amount of any payment made pursuant to this ~~Interim~~Final Order.

11. Nothing herein shall be deemed to authorize (i) the payment of any amounts in satisfaction of bonus or severance obligations, which are subject to section 503(c) of the Bankruptcy Code; or (ii) the payment of any amounts owing to any retired or former employees under any supplemental executive retirement plan or otherwise.

12. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order.

~~13. — 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: (i) 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.~~

~~14. — The requirements of Bankruptcy Rule 6003(b) are satisfied.~~

13. ~~15.~~ Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

14. ~~16.~~ The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.



Document comparison by Workshare Compare on Wednesday, June 29, 2022  
12:17:18 PM

<b>Input:</b>	
Document 1 ID	2
Description	#65309346v2<ACTIVE> - ZPC - Proposed Interim Order on Wages Motion
Document 2 ID	2
Description	#65309631v2<ACTIVE> - ZPC - Final Wages Order
Rendering set	GT-1

<b>Legend:</b>	
<u>Insertion</u>	
<del>Deletion</del>	
<del>Moved from</del>	
<u>Moved to</u>	
Style change	
Format change	
<del>Moved deletion</del>	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

<b>Statistics:</b>	
	Count
Insertions	25
Deletions	32
Moved from	0
Moved to	0
Style changes	0
Format changes	0
Total changes	57