

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket No. 41

**ORDER APPROVING THE RETENTION AND EMPLOYMENT OF
ONYX ASSET ADVISORS, LLC AND RABIN WORLDWIDE, INC. AS SALE AGENT**

Upon the *Application of the Debtor for Entry of an Order Approving the Retention and Employment of Onyx Asset Advisors, LLC and Rabin Worldwide, Inc. as Sale Agent* (the “**Application**”)² filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”), pursuant to sections 327(a), 328, and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016, seeking entry of an order approving the retention of Onyx Asset Advisors, LLC (“**Onyx**”) and Rabin Worldwide, Inc. (“**Rabin**,” and together with Onyx, the “**Sale Agent**”); and upon declarations filed in support of the Application; and upon the statements of counsel in support of the relief requested in the Application at the hearing before the Court; and it appearing that the Court has jurisdiction to consider the Application 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 it appearing that venue of the Case and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtor having consented to the Court entering an order in the event this matter is deemed a non-core

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, CA 94555 (8360).

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



proceeding; and the Court having determined that the relief requested in the Application is in the best interests of the Debtor, its estate, its creditors and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is APPROVED, as set forth herein.
2. The Debtor is authorized to retain the Sale Agent to provide the marketing and auction services described in the Application on the terms and conditions set forth in the Agreement.
3. The Debtor is authorized to provide the deposit for the Sale Expenses, without further order of the Court.
4. The Compensation (including the Commitment Fee and the Buyer's Premium) described in the Application are approved as reasonable under section 328(a) of the Bankruptcy Code.
5. All proceeds of any sale conducted by the Sale Agent shall be placed in escrow pending further order of the Court in an account at a bank that has a signed Uniform Depository Agreement.
6. The Sale Agent shall file a final fee application (governed by section 328(a) and not section 330 of the Bankruptcy Code) with reasonable detail regarding any sale conducted by the Sale Agent including assets sold, purchase price and calculation of Buyer's Premium. If no objection is filed within fourteen (14) days after such application is filed, then Sale Agent may deduct and retain the Buyer's Premium and remit the balance of net sale proceeds to the Debtor. If an objection is filed within such fourteen (14) day period, then Sale Agent shall remit undisputed

net sale proceeds to Debtor and the remainder shall be held pending resolution of such objection.

7. The Agreement may be modified, amended or supplemented by the parties thereto, in a writing signed by both parties in accordance with the terms thereof without further order of the Court, provided that any such modification, amendment, or supplement is immaterial, and the Debtor is authorized to execute any additional documents reasonably necessary to consummate the transactions set forth in the Agreement.

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

Dated: July 1st, 2022
Wilmington, Delaware


J. KATE STICKLES
UNITED STATES BANKRUPTCY JUDGE