

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

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF
ORDER APPROVING STIPULATION WITH ALZA
CORPORATION REDUCING AND ALLOWING CLAIM NO. 231**

The undersigned counsel to SierraConstellation Partners, LLC, acting as Liquidating Trustee on behalf of the above-captioned debtor and debtor-in-possession (the “**Liquidating Trustee**”) 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 in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).
2. On or about August 22, 2022, Alza filed a claim in the amount of \$100,000,000 which has been ascribed claim no. 231 (the “**Claim**”).
3. As set forth in the attached *Stipulation With Alza Corporation Reducing and Allowing Claim No. 231* (the “**Stipulation**”), the parties have agreed that Claim shall be reduced and allowed as a general unsecured claim in the amount of \$50,000.00.
4. Attached to hereto as Exhibit A is a proposed form of order (the “**Proposed Order**”) approving the Stipulation (Exhibit 1 thereto) as set forth herein and as agreed by the parties.

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, c/o SierraConstellation Partners, LLC 355 S Grand Ave #1450, Los Angeles, CA 90071 (8360).



5. Counsel respectfully requests that the Court enter the Proposed Order and is available at the request of the Court.

Dated: August 28, 2023

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
222 Delaware Avenue, Suite 1600
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

Counsel for the Liquidating Trustee

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket No. _____

**ORDER APPROVING STIPULATION WITH ALZA CORPORATION
REDUCING AND ALLOWING CLAIM NO. 231**

This matter coming before the Court upon the *Stipulation With Alza Corporation Reducing and Allowing Claim No. 231* (the “**Stipulation**”), and the Court having reviewed the Stipulation,

IT IS HEREBY ORDERED THAT:

1. The Stipulation attached hereto as Exhibit 1 is approved.
2. Alza shall have an allowed general unsecured claim of \$50,000.00.
3. The Parties to the Stipulation are authorized to take all action necessary or appropriate to implement the Stipulation.
4. This Court shall retain jurisdiction to resolve any and all disputes arising from or related to this Order.
5. This Stipulation shall become effective immediately upon entry of this Order.

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**STIPULATION WITH ALZA CORPORATION
REDUCING AND ALLOWING CLAIM NO. 231**

SierraConstellation Partners, LLC, acting as Liquidating Trustee on behalf of the above-captioned debtor and debtor-in-possession (the “**Debtor**”), and Alza Corporation (“**Alza**” and, together with the Debtor, the “**Parties**”), hereby stipulate and agree (this “**Stipulation**”) as follows:

RECITALS

WHEREAS, on June 1, 2022 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”), and continues to operate its business as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code;

WHEREAS, on or about August 22, 2022, Alza filed a claim in the amount of \$100,000,000 which has been ascribed claim no. 231 (the “**Claim**”);

WHEREAS, the Parties have agreed to resolve the Claim on the terms set forth herein.

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).

NOW, THEREFORE, subject to the approval of the Bankruptcy Court, the Parties hereby stipulate and agree as follows:

1. The Bankruptcy Court may enter an order in the form annexed hereto (the **“Stipulation Order”**).

2. The Claim shall be reduced and allowed as a general unsecured claim in the amount of \$50,000.00.

3. This Stipulation is entered into solely to reflect the agreement of the Parties with respect to the subject matter herein, and neither this Stipulation nor the fact of its execution will constitute any admission or acknowledgment on the part of any Party, except with respect to the subject matter of this Stipulation.

4. Each Party is duly authorized and empowered to execute this Stipulation.

5. The Bankruptcy Court shall retain exclusive jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

6. All of the recitals set forth above are incorporated by reference as if fully set forth herein. This Stipulation constitutes the complete express agreement of the Parties concerning the subject matter hereof, and no modification or amendment to this Stipulation shall be valid unless it is in writing, signed by the Party or Parties to be charged and approved by the Bankruptcy Court.

7. Each Party has participated in and jointly consented to the drafting of this Stipulation and any claimed ambiguity shall not be construed for or against either Party on account of such drafting.

8. The terms and conditions of this Stipulation shall be immediately effective and enforceable upon its entry.

Dated: August 28, 2023

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (No. 6681)
Greenberg Traurig, LLP
222 Delaware Avenue, Suite 1600
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: melorod@gtlaw.com

/s/ David W. Dykhouse

David W. Dykhouse
Kimberly Black
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, NY 10036
Telephone: (212) 336-2500
Email: kblack@pbwt.com

-and-

Counsel for Alza Corporation

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

Counsel for the Liquidating Trustee