

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

Achaogen, Inc.

Debtor.¹

Chapter 11

Case No. 19-10844 (BLS)

Re: D.I. 30, 123, 266

**NOTICE OF COMPLETION OF C-SCAPE
AUCTION AND SELECTION OF SUCCESSFUL BIDDER**

PLEASE TAKE NOTICE that on April 15, 2019, the Debtor filed its *Motion for an Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures for the Sale of Substantially All Assets of Debtor; (B) Approving Procedures for the Assumption and Assignment, Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (C) Scheduling the Auction and Sale Hearing; (D) Approving Forms and Manner of Notice of Respective Dates, Times, and Places in Connection Therewith; and (E) Granting Related Relief (D.I. 30)* (the “Bidding Procedures Motion”).²

PLEASE TAKE FURTHER NOTICE that on May 1, 2019, the Court entered the *Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures for the Sale of Substantially All Assets of Debtor; (B) Approving Procedures for the Assumption and Assignment, Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (C) Scheduling the Auction and Sale Hearing; (D) Approving Forms and Manner of Notice of Respective Dates, Times, and Places in Connection Therewith; and (E) Granting Related Relief (D.I. 123)* (the “Bidding Procedures Order”).

PLEASE TAKE FURTHER NOTICE that on June 13, 2019, the Debtor filed the *Notice of Completion of Auction and Selection of Successful Bidders (D.I. 266)*, which provided interested parties with details regarding the Successful Bidders selected, and consideration paid, for certain assets, including the Debtor’s rights to ZEMDRI (plazomicin) and related assets and liabilities.

PLEASE TAKE FURTHER NOTICE that the Debtor commenced an auction (the “C-Scape Auction”) for the C-Scape program assets (“C-Scape”) on June 12, 2019, at 10:00 am (prevailing Eastern Time).

¹ The last four digits of Debtor’s federal tax identification number are (3693). The Debtor’s mailing address for purposes of this chapter 11 case is 1 Tower Place, Suite 400, South San Francisco, CA 94080.

² Capitalized terms used but not defined herein shall have the meanings given to them in the Bidding Procedures Order.



PLEASE TAKE FURTHER NOTICE that the highest and best bid received at the C-Scape Auction for C-Scape was received from Cipla USA, Inc. ("Cipla"), which will yield cash consideration of \$1,050,000 to the Debtor's estate.

PLEASE TAKE FURTHER NOTICE that the Debtor continues to negotiate final documentation with Cipla and will file such documentation with the Court at the appropriate time.

PLEASE TAKE FURTHER NOTICE that the Sale Hearing is scheduled for **June 24, 2019, at 10:00 a.m.** (prevailing Eastern Time) for all of the Debtor's assets other than those for which Qilu Antibiotics Pharmaceutical Co. provided the highest and best bid.

[Remainder of Page Intentionally Left Blank]

Dated: June 18, 2019
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Paige N. Topper

Derek C. Abbott (No. 3376)
Andrew R. Remming (No. 5120)
Matthew O. Talmo (No. 6333)
Paige N. Topper (No. 6470)
1201 North Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Tel.: (302) 658-9200
Fax: (302) 658-3989
dabbott@mnat.com
aremming@mnat.com
mtalmo@mnat.com
ptopper@mnat.com

- and -

Richard L. Wynne (CA 120349)
(*admitted pro hac vice*)
Erin N. Brady (CA 215038)
(*admitted pro hac vice*)
HOGAN LOVELLS US LLP
1999 Avenue of the Stars, Suite 1400
Los Angeles, California 90067
Telephone: (310) 785-4600
Facsimile: (310) 785-4601
richard.wynne@hoganlovells.com
erin.brady@hoganlovells.com

- and -

Christopher R. Bryant (NY 3934973)
(*admitted pro hac vice*)
John D. Beck (NY 4956280)
(*admitted pro hac vice*)
HOGAN LOVELLS US LLP
390 Madison Avenue
New York, NY 10017
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
chris.bryant@hoganlovells.com
john.beck@hoganlovells.com
Counsel for Debtor and Debtor in Possession