

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

In re

Achaogen, Inc.

Debtor.¹

Chapter 11

Case No. 19-10844 (BLS)

**AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON JUNE 24, 2019 AT 10:00 A.M. (EASTERN TIME)**

CONTESTED MATTER GOING FORWARD

1. Debtor's Motion for (I) 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 the Debtor; (B) Approving Procedures for the Assumption and 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; (II) an Order (A) Approving the Sale of the Debtor's Assets Free and Clear of Claims, Liens, and Encumbrances; and (B) Approving the Assumption and Assignment or Rejection of Executory Contracts and Unexpired Leases; and (III) Certain Related Relief (D.I. 30, Filed 4/15/19).

Objection Deadline: May 30, 2019 at 11:59 p.m. (ET) for objections to assumption and assignment or rejection of designated executory contracts and unexpired leases. Objections to the sale and auction were due by June 14, 2019, at 11:59 p.m. (ET). Extended for Hovione International Limited to June 21, 2019 at 5:00 p.m. (ET).

Responses Received:

- a. Objection to Notice of Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases (filed by Microgenics Corporation) (D.I. 226 Filed 5/29/19);

Status: The Debtor believes this objection is resolved in part at an amended cure amount. The hearing on the adequate assurance objection will go forward.

¹ The last four digits of the 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 **Amended items appear in bold.**



- b. Sana Biotechnology, Inc.'s Limited Objection to the Sale of Substantially All Assets of the Debtor and Reservation of Rights (D.I. 229, Filed 5/30/19);

Status: The Debtor believes this objection is resolved.

- c. Objection to Proposed Sale Motion and Notice of Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases (filed by Pfizer, Inc.) (D.I. 232, Filed 5/30/19);

Status: **The hearing on this objection is adjourned to a date to be determined.**

- d. Objection of Veolia ES Technical Solutions, LLC to Debtors' Proposed Assumption, Assignment and Cure Regarding Executory Contract (D.I. 228, Filed 5/30/19);

Status: The Debtor believes this objection is resolved in part with respect to the cure amount. The hearing on the adequate assurance objection will go forward.

- e. Esteve Quimica SA's Objection to Proposed Cure Amount for its Master Services Agreement with the Debtor (D.I. 242, Filed 6/1/19);

Status: **The hearing on this objection is adjourned to a date to be determined.**

- f. Objection of Crystal Bioscience, Inc. to the Debtors' Proposed Cure Amounts (D.I. 255, Filed 6/7/19);

Status: **The hearing on this objection is adjourned to a date to be determined.**

- g. Objection to the Sale of Substantially All of the Debtor's Assets Free and Clear of All Claims, Liens, and Encumbrances (filed by Microgenics Corporation) (D.I. 268, Filed 6/13/19);

Status: The Debtor believes this objection is resolved in part at an amended cure amount. The hearing on the adequate assurance objection and sale objection will go forward.

- h. Objection by the United States to the Debtor's Sale Motion (D.I. 275, Filed 6/17/19);

Status: **The Debtor believes this objection is resolved.**

- i. Oracle's Limited Objection to and Reservation of Rights Regarding Debtor's Notice of Second Supplemental Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases (D.I. 279, Filed 6/18/19);

Status: **The hearing on this objection is adjourned to a date to be determined.**

- j. AP3-SF2 CT South, LLC's Limited Objection to Debtor's Motion for an Order (A) Approving Sale of the Debtor's Assets Free and Clear of Claims, Liens, and Encumbrances; (B) Approving the Assumption and Assignment or Rejection of Executory Contracts and Unexpired Leases; and (C) Certain Related Relief [Docket No. 30] (D.I. 281, Filed 6/18/19); and

Status: The Debtor believes this objection is resolved.

- k. Informal comments received from JMI Laboratories;

Status: The Debtor believes the informal comments have been resolved.

- l. Informal comments received from Steeprock, Inc.;

Status: The Debtor believes the informal comments have been resolved.

- m. Informal comments received from Hovione International Limited;

Status: **Informal comments resolved with language in the Sale Order.**

- n. Informal comments received from Cardinal Health 105, Inc.;

Status: The hearing on these informal comments will go forward.

- o. Informal comments received from Strickland Quality Assurance Ltd.;

Status: The Debtor believes the informal comments have been resolved.

- p. Informal comments received from Department of Health and Human Services (FDA);

Status: The hearing on these informal comments will go forward.

- q. **Informal comments received from the Committee;**

Status: **The hearing on these informal comments will go forward.**

Related Pleadings:

- a. 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, Entered 5/1/19);

- b. Notice of Proposed Sale of All or Substantially All of the Debtor's Assets, Free and Clear of All Encumbrances, Other Than Assumed Liabilities, and Scheduling Final Sale Hearing Related Thereto (D.I. 126, Filed 5/2/19);
- c. Notice of Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases (D.I. 192, Filed 5/17/19);
- d. Notice of Revised Bid Deadline (D.I. 222, Filed 5/28/19);
- e. Order Approving the Stipulation and Amending the Bidding Procedures Order and Interim DIP Orders (D.I. 245, Entered 6/3/19);
- f. Notice of Filing of Proposed Order (I) Approving the Sale or Licensing of Substantially All Assets of the Debtor Free and Clear of Liens, Encumbrances, Claims and Interests, (II) Approving the Assumption and Assignment of Designated Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (D.I. 260, Filed 6/11/19);
- g. Notice of Completion of Auction and Selection of Successful Bidders (D.I. 266, Filed 6/13/19);
- h. Notice of Second Supplemental Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases (D.I. 274, Filed 6/14/19);
- i. Notice of Completion of C-Scape Auction and Selection of Successful Bidder (D.I. 285, Filed 6/18/19);
- j. Declaration of Deep Sagar Pursuant to Section 365(f)(2)(B) of the Bankruptcy Code (Filed by Cipla USA, Inc.) (D.I. 289, Filed 6/21/19);**
- k. Notice of Third Supplemental Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases (D.I. 291, Filed 6/22/19);**
- l. Notice of Filing of (I) Cipla Sale Agreements and (II) Unity Sale Agreement (D.I. 292, Filed 6/22/19);**
- m. Notice of Filing of Revised Proposed Order (I) Approving the Sale of Substantially all Assets of the Debtor Free and Clear of Liens, Encumbrances, Claims and Interests, (II) Approving the Assumption and Assignment of Designated Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (D.I. 293, Filed 6/22/19).**

- n. **Declaration of James S. Cassel, Chairman of Cassel Salpeter & Co., LLC, in Support of the (I) Sale of Certain Assets of the Debtor to Cipla USA Inc., Heritage Global Partners, Inc. and Unity Biotechnology, Inc. and (II) Entry of the Sale Order (D.I. 294, Filed 6/22/19).**
- o. **Declaration of Blake Wise, Chief Executive Officer of Achaogen, Inc., in Support of the (I) Sale of Certain Assets of the Debtor to Cipla USA Inc., Heritage Global Partners, Inc. and Unity Biotechnology, Inc. and (II) Entry of the Sale Order (D.I. 295, Filed 6/22/19).**

Status: The hearing on this matter will go forward regarding responses a, d, g, and informal comments n, p and q.

Dated: June 22, 2019
Wilmington, Delaware

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