

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

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In re: : Chapter 11
: :
PROTEUS DIGITAL HEALTH, INC., : Case No. 20-11580 (BLS)
: :
Debtor.¹ : :
: :
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**NOTICE OF *SECOND AMENDED*² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON AUGUST 11, 2020 AT 11:30 A.M. (ET)³**

**ANY PARTY WISHING TO PARTICIPATE IN THE HEARING
MUST APPEAR THROUGH BOTH COURTCALL AND ZOOM.**

**TO APPEAR BY VIDEO CONFERENCE, PARTIES SHOULD USE THE
FOLLOWING INFORMATION:**

JOIN ZOOMGOV MEETING: <https://debuscourts.zoomgov.com/j/1610982142>

MEETING ID: 161 098 2142 PASSWORD: 233216

Topic: Proteus - Case No. 20-11580 (BLS)
Time: August 11, 2020 11:30 AM Eastern Time (US and Canada)

PLEASE NOTE: AUDIO MUST BE MUTED IN ZOOM ONCE CONNECTED.
COURTCALL, LLC WILL PROVIDE THE AUDIO FOR THE HEARING.

**TO APPEAR TELEPHONICALLY,
PARTIES SHOULD CONTACT COURTCALL, LLC
AT (866) 582-6878 TO REGISTER THEIR APPEARANCE.**

¹ The last four digits of the Debtor’s taxpayer identification number are 2680. The Debtor’s corporate headquarters is located at 2600 Bridge Parkway, Redwood City, California 94065

² **Amended items appear in bold.**

³ The hearing will be held before The Honorable Brendan L. Shannon at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the **August 11, 2020** hearing must contact COURTCALL, LLC at 866-582-6878 prior to the hearing to register his/her telephonic appearance in accordance with *The Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*. All motions and other pleadings referenced herein are available online free of charge at the following address: www.kccllc.net/proteus.



I. MATTERS NOT GOING FORWARD:

1. Debtor's Motion for Entry of Order (I) Approving Key Employee Incentive Plan and (II) Granting Related Relief [[Docket No. 137](#)- filed July 21, 2020]

Response/Objection Deadline: August 4, 2020 at 4:00 p.m. (ET)

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

Status: Given the results of the sales process, the relief requested by this motion is now moot.

II. MATTERS UNDER CERTIFICATION OF NO OBJECTION:

2. Application of the Official Committee of Unsecured Creditors for Proteus Digital Health, Inc. for Entry of an Order Authorizing the Employment and Retention of A.M. Saccullo Legal, LLC, as Its Counsel, *Nunc Pro Tunc* to June 29, 2020 [[Docket No. 134](#) – filed July 21, 2020]

Response/Objection Deadline: August 4, 2020 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Certification of No Objection Regarding Application of the Official Committee of Unsecured Creditors for Proteus Digital Health, Inc. for Entry of an Order Authorizing the Employment and Retention of A.M. Saccullo Legal, LLC, as Its Counsel, *Nunc Pro Tunc* to June 29, 2020 [[Docket No. 175](#) – filed August 6, 2020]
- ii. Order Approving Application of the Official Committee of Unsecured Creditors for Proteus Digital Health, Inc. for Entry of an Order Authorizing the Employment and Retention of A.M. Saccullo Legal, LLC as Its Counsel *Nunc Pro Tunc* to June 29, 2020 [[Docket No. 180](#) – entered August 7, 2020]

Status: On August 7, 2020, an order was entered resolving this matter. Accordingly, a hearing on this matter is no longer required.

3. Application Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Dundon Advisers LLC as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to July 1, 2020 [[Docket No. 135](#) – filed July 21, 2020]

Response/Objection Deadline: August 4, 2020 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Certification of No Objection Regarding Application Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Dundon Advisers LLC as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to July 1, 2020 [[Docket No. 176](#) – filed August 6, 2020]
- ii. Order Authorizing the Employment and Retention of Dundon Advisers LLC as Financial Advisor for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to July 1, 2020 [[Docket No. 181](#) – entered August 7, 2020]

Status: On August 7, 2020, an order was entered resolving this matter. Accordingly, a hearing on this matter is no longer required.

4. Debtor's Motion for an Order (I) Establishing Bar Dates for (A) Filing Proofs of Claim and (B) for the Filing of Requests for Allowance of Certain Administrative Claims; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief [[Docket No. 151](#) – filed July 28, 2020]

Response/Objection Deadline: August 4, 2020 at 4:00 p.m. (ET);

Responses/Objections Received: None.

Related Documents:

- i. Certification of No Objection Regarding Debtor's Motion for an Order (I) Establishing Bar Dates for (A) Filing Proofs of Claim and (B) for the Filing of Requests for Allowance of Certain Administrative Claims; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief [[Docket No. 174](#) – filed August 6, 2020]
- ii. Order (I) Establishing Bar Dates (A) for Filing Prepetition Proofs of Claim and (B) for the Filing of Requests for Allowance of Certain Administrative

Claims; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief [[Docket No. 179](#) – entered August 7, 2020]

Status: On August 7, 2020, an order was entered resolving this matter. Accordingly, a hearing on this matter is no longer required.

III. UNCONTESTED MATTERS GOING FORWARD

5. Motion for Entry of an Order (I) Authorizing the Debtor to Reject Lease Agreement with Westport Office Park, LLC and (II) Granting Related Relief [[Docket No. 150](#) – filed July 28, 2020]

Response/Objection Deadline: August 4, 2020 at 4:00 p.m. (ET); extended until August 7, 2020 at 11:00 a.m. (ET) for Westport Office Park, LLC (“Westport”)

Responses/Objections Received: None.

Related Documents:

- i. Certificate of No Objection Regarding Motion for Entry of an Order (I) Authorizing the Debtor to Reject Lease Agreement with Westport Office Park, LLC and (II) Granting Related Relief [[Docket No. 190](#) – filed August 10, 2020]
- ii. Order (I) Authorizing the Debtor to Reject Lease Agreement with Westport Office Park, LLC and (II) Granting Related Relief [[Docket No. 192](#) – filed August 10, 2020]

Status: On August 10, 2020, an order was entered resolving this matter. Accordingly, a hearing on this matter is no longer required.

IV. CONTESTED MATTERS GOING FORWARD:

6. Debtor’s Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtor’s Assets, (II) Approving Bid Protections, (III) Scheduling an Auction for and Hearing to Approve the Sale, (IV) Approving Form and Manner of Notice of Auction, Sale and Sale Hearing, (V) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (VI) Approving Form and Manner of Notice Thereof, and (VII) Granting Related Relief; and (B) an Order Authorizing and Approving (I) the Sale of Substantially All of the Debtor’s Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[Docket No. 53](#) – filed June 23, 2020]

Assignment and/or Cure Response/Objection Deadline: July 31, 2020 at 4:00 p.m. (ET); extended until August 6, 2020 at 4:00 p.m. for the Ad Hoc Committee of Preferred Equity Security Holders; extended until August 7, 2020 at 11:00 a.m. (ET) for Westport Office Park, LLC (“Westport”)

Assignment and/or Cure Responses/Objections Received:

- A. Limited Objection and Reservation of Rights of DeWinter Group to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [[Docket No. 155](#) – filed July 29, 2020]
- B. Integron, Inc.’s Limited Objection to Debtor’s Proposed Assumption and Assignment of a Contract for Wireless Connectivity and Proposed Cure Amount [[Docket No. 158](#) – filed July 31, 2020]
- C. Oracle’s Limited Objection and Reservation of Rights Regarding (A) Motion of Motion of Debtor for Entry of Orders Approving (I) the Sale of Substantially All of the Debtor’s Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (II) the Unexpired Leases, and (II) Granting Related Relief; and (B) Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [[Docket No. 159](#) – filed July 31, 2020]
- D. CMIC Co., Ltd Objection to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [unfiled]

Sale Response/Objection Deadline: July 31, 2020 at 4:00 p.m. (ET); extended until August 6, 2020 at 1:00 p.m. (ET) for the Ad Hoc Equity Group; extended until August 7, 2020 at 11:00 a.m. (ET) for Westport Office Park, LLC (“Westport”)

Sale Responses/Objections Received:

- A. Informal comments from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”)
- B. Objection of the Ad Hoc Committee of Equity Security Holders to Debtors’ Sale of Substantially All of its Assets [[Docket No. 173](#) – filed August 6, 2020]
- C. Debtor’s Reply to Objection of the Ad Hoc Committee of Preferred Equity Security Holders to Debtor’s Sale of Substantially All of Its Assets [[Docket No. 186](#) (Exhibit B) – filed August 10, 2020]

- D. Joinder of OrbiMed Royalty Opportunities II, LP to Debtor's Reply to the Objection of the Ad Hoc Committee of Equity Security Holders to Debtors' Sale of Substantially All of its Assets [[Docket No. 189](#) – filed August 10, 2020]

Related Documents:

- i. Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtor's Assets, (II) Approving Bid Protections, (III) Scheduling an Auction for and Hearing to Approve the Sale, (IV) Approving Form and Manner of Notice of Auction, Sale and Sale Hearing, (V) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (VI) Approving Form and Manner of Notice Thereof, and (VII) Granting Related Relief; and (B) an Order Authorizing and Approving (I) the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[Docket No. 125](#) – entered July 14, 2020]
- ii. Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [[Docket No. 130](#) – filed July 15, 2020]
- iii. Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [[Docket No. 136](#) – filed July 21, 2020]
- iv. Notice of Filing of Proposed Sale Order [[Docket No. 144](#) – filed July 24, 2020]
- v. Supplemental Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [[Docket No. 160](#) – filed July 31, 2020]
- vi. Notice of (I) Cancellation of Auction and (II) Designation of the Stalking Horse Bidder as the Successful Bidder [[Docket No. 170](#) – filed August 5, 2020]
- vii. Amended Declaration of David Johnson [[Docket No. 185](#) – filed August 10, 2020]
- viii. Debtor's Motion for Leave to File and Serve Late Replies in Support of Debtor's Sale Motion [[Docket No. 186](#) - filed August 10, 2020]

- ix. Supplemental Declaration of Lawrence R. Perkins in Support of Debtor's Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtor's Assets, (II) Approving Bid Protections, (III) Scheduling an Auction for and Hearing to Approve the Sale, (IV) Approving Form and Manner of Notice of Auction, Sale and Sale Hearing, (V) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (VI) Approving Form and Manner of Notice Thereof, and (VII) Granting Related Relief; and (B) an Order Authorizing and Approving (I) the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[Docket No. 187](#) – filed August 10, 2020]
- x. Supplemental Declaration of Geoffrey Richards in Support of Debtor's Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtor's Assets, (II) Approving Bid Protections, (III) Scheduling an Auction for and Hearing to Approve the Sale, (IV) Approving Form and Manner of Notice of Auction, Sale and Sale Hearing, (V) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (VI) Approving Form and Manner of Notice Thereof, and (VII) Granting Related Relief; and (B) an Order Authorizing and Approving (I) the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[Docket No. 188](#) – filed August 10, 2020]
- xi. Order Approving Motion for Leave to File and Serve Late Replies in Support of Debtor's Sale Motion [[Docket No. 191](#) – entered August 10, 2020]
- xii. **Motion for Leave to File Joinder and Statement of Otsuka America Pharmaceutical, Inc. in Support of Debtor's Motion for Entry of an Order Authorizing and Approving (I) the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[Docket No. 195](#) – filed August 10, 2020]**
- xiii. **Declaration of Edward Stelmakh in Support of Joinder and Limited Statement of Otsuka America Pharmaceutical, Inc. in Support of Debtor's Motion for Entry of an Order Authorizing and Approving (I) the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (II) the**

Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [[Docket No. 196](#) – filed August 10, 2020]

Witness Information:

- a. Debtor Witnesses: Lawrence R. Perkins, Interim Chief Executive Officer (testifying from Los Angeles, California); and Geoffrey Richards, Managing Director of Raymond James & Associates, Inc. (testifying from Jackson Hole, Wyoming)
- b. Ad Hoc Committee of Preferred Equity Security Holders Witness: David Johnson (testifying from Manhattan Beach, California)
- c. Otsuka America Pharmaceutical, Inc. Witness: Edward Stelmakh (testifying from Skillman, New Jersey)

Status: Pursuant to the Bidding Procedures Order, the objections of the contract counterparties noted above will be adjourned to a date and time to be determined. The informal comments from the U.S. Trustee with regard to the sale have been resolved. The hearing on this matter is going forward.

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Dated: August 11, 2020
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ Aaron H. Stulman

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