

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

OREXIGEN THERAPEUTICS, INC.,
Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

Hrg. Date: January 25, 2019 at 11 a.m. (ET)

Obj. Due: January 7, 2019 at 4 p.m. (ET)

**DEBTOR’S THIRD OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO CLAIMS FILED BY VML, LLC AND YOUNG AND RUBICAM, LLC
PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1**

**TO THE CLAIMANTS LISTED IN EXHIBIT 1 AND EXHIBIT 2 ATTACHED
TO THE PROPOSED ORDER:**

- **YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE DEBTOR.**
- **THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTOR’S RIGHT TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS LISTED IN EXHIBIT 1 AND EXHIBIT 2 ATTACHED TO THE PROPOSED ORDER.**
- **THE CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS IN EXHIBIT 1 AND EXHIBIT 2 TO THE PROPOSED ORDER.**

Orexigen Therapeutics, Inc. (the “Debtor”), hereby objects (“Objection”) pursuant to section 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) to those claims listed on Exhibit 1 and Exhibit 2, attached to the proposed order (the “Proposed Order”) attached as Exhibit B to this Objection. In support of this Objection, the Debtor submits the *Declaration of Thomas P. Lynch in Support*

¹ The last four digits of the Debtor’s federal tax identification number are 8822. The Debtor’s mailing address for purposes of this Chapter 11 Case is 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037.



of the Debtor's Third Omnibus Objection (Non-Substantive) to Claims Filed by VML, LLC and Young and Rubicam, LLC Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007, and Del. L.R. 3007-1 (the "Lynch Declaration"), attached hereto as **Exhibit A** and incorporated by reference, and respectfully states as follows:

JURISDICTION; VENUE; STATUTORY BASES

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1.

BACKGROUND

A. The Chapter 11 Case

3. On March 12, 2018 (the "Petition Date"), the Debtor commenced a case (the "Chapter 11 Case") under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"). The Debtor is a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtor's case.

4. On March 27, 2018, the Office of the United States Trustee (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors in the Chapter 11 Case (the "Committee") pursuant to section 1102 of the Bankruptcy Code.

5. On March 13, 2018, the Court entered an order (D.I. 45) appointing Kurtzman Carson Consultants LLC (the "Claims Agent") as claims and noticing agent in this Chapter 11 Case.

B. Bar Date, Schedules and Notice

6. On May 11, 2018, the Debtor filed its schedules and statement of financial affairs (D.I. 287, 288) (collectively, the “Schedules”). On October 3, 2018, the Debtor filed certain amended Schedules. Contemporaneously herewith, the Debtor filed amended Schedules to reflect that the Objected Claims (as defined below) are disputed.

7. On April 11, 2018 the Court entered the *Order (A) Establishing Bar Date for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim, (C) Approving Notice Thereof, (D) Implementing Uniform Procedures Regarding 503(b)(9) Claims, and (E) Granting Related Relief* (D.I. 170) (the “Bar Date Order”), establishing (i) procedures to set a general deadline to submit proofs of claim in this Chapter 11 Case and (ii) the deadline for governmental units filing proofs of claim against the Debtor as September 10, 2018. On May 16, 2018, the Debtor filed its *Notice of Deadline of June 15, 2018 at 4:00 p.m. (ET) to File Proofs of Claim for Prepetition Claims* (D.I. 303), establishing the general bar date to submit proofs of claim against the Debtor as June 15, 2018, at 4:00 p.m. (ET).

8. In accordance with the Bar Date Order, on May 16, 2018, the Claims Agent completed service of the bar date notice packages. In addition, on May 22, 2018, the Debtor caused a notice of the bar dates to be published in the *New York Times* (National Edition), evidence of which was filed with the Court (D.I. 323).

C. The Claims Resolution Process

9. In the ordinary course of business, the Debtor maintains books and records that reflect, among other things, the Debtor’s liabilities to its creditors.

10. The Debtor’s register of claims (the “Claims Register”), prepared and maintained by the Claims Agent, reflects that 175 proofs of claim have been filed in this Chapter 11 Case asserting claims against the Debtor (collectively, the “Claims”). The Claims include those filed by VML, LLC and Young and Rubicam, LLC (collectively, the “Claimants”), which are listed in

Exhibit 1 and **Exhibit 2**, respectively, of the Proposed Order and the subject of this Objection (collectively, the “Objected Claims”).

11. The Debtor and its advisors are reviewing and reconciling the Claims. This process includes, among other things, identifying Claims that the Debtor believes should be disallowed, reduced, or reclassified and filing objections, including this Objection, to Claims that are identified as being subject to disallowance, reduction or reclassification.

RELIEF REQUESTED

12. The Debtor objects to the Objected Claims. The Debtor respectfully requests that the Court enter the Proposed Order pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1 disallowing, in full, the Objected Claims.

BASIS FOR RELIEF

13. Pursuant to section 101 of the Bankruptcy Code, a creditor has a claim against a bankruptcy estate only to the extent that (a) it has a “right to payment” for the asserted liabilities and (b) the claim is otherwise allowable. 11 U.S.C. §§ 101(5) and 101(10).

14. When asserting a claim against a debtor, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *In re Int’l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim must allege facts from which legal liability can be established). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *See In re Allegheny Int’l, Inc.*, 954 F.2d at 173. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim’s *prima facie* validity. *See Id.* In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim’s legal sufficiency. *See Id.* at 173-74. Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of their claim

by a preponderance of the evidence. *Id.* at 174. The burden of persuasion is always on the claimant. *See Id.*

15. For the reasons set forth herein, the Objected Claims should be disallowed in full.

A. Objected Claims

a. The Claimants Failed to Supply the Debtor with Adequate Information to Support or Justify the Objected Claims.

16. The Debtor objects to the Objected Claims because they assert claims that are unsubstantiated and unsupported.

17. On September 21, 2018, the Debtor requested additional information from the Claimants regarding the Objected Claims. The Claimants provided some additional information on October 22, 2018. However, such information was incomplete.

18. The Objected Claims should be disallowed in full because, based on careful review, the Claimants have failed to supply the Debtor with adequate or sufficient information to verify the accuracy, veracity, amount and/or validity of the Objected Claims.

b. The Objected Claims are Duplicative of Other Claims.

19. The Debtor objects to the Objected Claims because the Debtor believes they are duplicative of at least nine (9) other Claims filed against the Debtor; such other Claims are listed on **Exhibit C** to this Motion (the “Other Claims”). The Objected Claims should be disallowed and expunged in their entirety to prevent double recovery on account of the same underlying liability, if any.

20. Upon information and belief, the Claimants have no legal or contractual right or obligation to include amounts in the Objected Claims that may be owed by the Debtor to third parties, including the parties who filed the Other Claims. Allowance of the Objected Claims would lead to unjust enrichment of the Claimants or third parties who filed the Other Claims

listed on **Exhibit C**, at the expense of the Debtor and its other creditors. However, disallowance of the Objected Claims will have no effect on any remaining Claims, including the Other Claims (unless such Claims are withdrawn by the applicable claimants or disallowed by the Court). This Objection speaks directly to the Objected Claims, however, the Debtor reserves its rights to object to the Other Claims on any basis including, but not limited to, to prevent double recovery by any of the parties who filed the Other Claims.

c. The Objected Claims Include Amounts Properly Asserted by Other Claimants

21. Upon information and belief (and without admitting liability therefore), the Objected Claims also include amounts that should have been included in proofs of claim filed by third parties (other than the Claimants), but which were not. The third parties who failed to file their own proofs of claim are now time-barred from doing so as the general bar date passed on June 15, 2018. Upon information and belief, the Claimants have no legal or contractual right or obligation to include any amounts in the Objected Claims that may be owed by the Debtor to another party. Therefore, the Debtor also objects to the Objected Claims as including amounts not validly owed to the Claimants.

22. Accordingly, the Objected Claims should be disallowed and expunged in their entirety.

SEPARATE CONTESTED MATTERS

23. To the extent that a response is filed regarding an Objected Claim and the Debtor is unable to resolve the response, such Objected Claim, and the objection to such Objected Claim asserted by the Debtor herein, shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in this Objection shall be deemed a separate order pursuant to Bankruptcy Rule 3007 and Local Rule 3007-1.

RESPONSES TO OBJECTION

24. To resolve an objection, the Claimants are encouraged to contact the Debtor's counsel to informally discuss this Objection.

25. If the parties are unable to consensually resolve the objection, the Claimant must file and serve a written response to this Objection (a "Response") so that it is received no later than **4:00 p.m. (prevailing Eastern Time) on January 7, 2019** (the "Response Deadline"). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware: 824 N. Market Street, Wilmington, Delaware 19801, and served upon the following counsel to the Debtor so that the Response is actually received no later than the Response Deadline:

Christopher R. Donoho, III, Esq.
Christopher R. Bryant, Esq.
John D. Beck, Esq.
HOGAN LOVELLS US LLP
875 Third Avenue
New York, NY 10022
Telephone: (212) 918-3000
Facsimile: (212) 918-3100
chris.donoho@hoganlovells.com
chris.bryant@hoganlovells.com
john.beck@hoganlovells.com

- and -

Robert J. Dehney, Esq.
Andrew R. Remming, Esq.
Tamara K. Minott, Esq.
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 N. Market St., 16th Floor
PO Box 1347
Wilmington, DE 19899-1347
Facsimile: (302) 658-3989
rdehney@mnat.com
aremming@mnat.com
tminott@mnat.com

26. Every Response to this Objection must contain, at a minimum, the following information:

- I. A caption setting forth the name of the Court, the name of the Debtor, the case number, and the title of the Objection to which the Response is directed;
- II. The name of the Claimant, the claim number, and a description of the basis for the amount of the Objected Claim;
- III. The specific factual basis and supporting legal argument upon which the Claimant will rely in opposing this Objection;
- IV. Any supporting documentation, to the extent that it was not included in the proof of claim previously filed with the clerk or Claims Agent, upon which the Claimant intends to rely to support the basis for and amounts asserted in the Objected Claim; and
- V. The name, address, telephone number and fax number of the person(s) (which may be the Claimant or the Claimant's legal representative) with whom counsel for the Debtor should communicate with respect to the Objected Claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the Claimant.

27. If a Claimant fails to file and serve a timely Response by the Response Deadline, the Debtor may present to the Court an appropriate order disallowing, reducing and allowing, or reclassifying the Objected Claim, without further notice to the Claimant or a hearing.

REPLIES TO RESPONSES

28. The Debtor may, at its option, file and serve a reply to any response so that it is received by the Claimant (or the Claimant's counsel, if represented) no later than three (3) days prior to the hearing on this Objection.

ADJOURNMENT OF HEARING

29. The Debtor reserves the right to seek an adjournment of any hearing to consider this Objection and any Responses thereto. In the event that the Debtor seeks such an adjournment, it will be noted on the notice of agenda for such hearing, and such agenda will be served on the affected Claimant by serving the persons designated in the Response.

RESERVATION OF RIGHTS

30. The Debtor expressly reserves the right to amend, modify or supplement this Objection at any time and to file any other objections to Claims (including the Other Claims) filed against it by the Claimants or any other persons or entities. Should one or more of the grounds of objection stated in this Objection be dismissed or overruled, the Debtor reserves the right to object to the Objected Claims on any other grounds that the Debtor discovers or elects to pursue. This Objection sets out non-substantive objections to the Objected Claims. The Debtor reserves its right to assert substantive objections to the Objected Claims at a later time.

31. Notwithstanding anything contained in this Objection or the exhibits attached hereto, nothing herein shall be construed as a waiver of any rights that the Debtor may have to (a) enforce the Debtor's rights of setoff against the Claimants or any other persons or entities, or (b) seek disallowance of the Objected Claims pursuant to section 502(d) of the Bankruptcy Code.

NOTICE

32. Notice of this Objection has been given via first class mail to (i) the U.S. Trustee; (ii) the Claimants; and (iii) the general service list established in this chapter 11 case. In light of the nature of the relief requested, the Debtor submits that no other or further notice is necessary.

33. WHEREFORE, the Debtor respectfully requests that the Court (i) enter the Proposed Order attached as **Exhibit B** to this Objection disallowing the Objected Claims, and (ii) grant such other and further relief as is just and proper.

Dated: December 17, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Andrew R. Remming
Robert J. Dehney (No. 3578)
Andrew R. Remming (No. 5120)
Tamara K. Mann (No. 5643)
1201 N. Market St., 16th Floor
P.O. Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200

Facsimile: (302) 658-3989
rdehney@mnat.com
aremming@mnat.com

- and -

Christopher R. Donoho, III (admitted *pro hac vice*)
Christopher R. Bryant (admitted *pro hac vice*)
John D. Beck (admitted *pro hac vice*)

HOGAN LOVELLS US LLP

875 Third Avenue
New York, NY 10022
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chris.donoho@hoganlovells.com
chris.bryant@hoganlovells.com
john.beck@hoganlovells.com

Counsel for Debtor and Debtor in Possession

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

In re:

OREXIGEN THERAPEUTICS, INC.,
Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

Hrg. Date: January 25, 2019 at 11:00 a.m. (ET)

Obj. Due: January 7, 2019 at 4:00 p.m. (ET)

**NOTICE OF DEBTOR'S THIRD OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO CLAIMS FILED BY VML, LLC AND YOUNG AND RUBICAM, LLC
PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1**

**TO THE CLAIMANTS LISTED IN EXHIBIT 1 AND EXHIBIT 2 ATTACHED
TO THE PROPOSED ORDER:**

- **YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE DEBTOR.**
- **THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTOR'S RIGHT TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS LISTED IN EXHIBIT 1 AND EXHIBIT 2 ATTACHED TO THE PROPOSED ORDER.**
- **THE CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS IN EXHIBIT 1 AND EXHIBIT 2 TO THE PROPOSED ORDER.**

Orexigen Therapeutics, Inc. (the "Debtor"), by and through its undersigned counsel, has filed the attached **Debtor's Third Omnibus Objection (Non-Substantive) to Claims Filed by VML, LLC and Young and Rubicam, LLC Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1** (the "Objection").

Responses, if any, to the relief requested in the Objection are to be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801 on or before **January 7, 2019 at 4:00 p.m. (ET)**.

At the same time, you must serve a copy of any response upon the following parties so as to be received no later than **4:00 p.m. (ET) on January 7, 2019**.

¹ The last four digits of the Debtor's federal tax identification number are 8822. The Debtor's mailing address for purposes of this Chapter 11 Case is 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037.

- i. Co-Counsel to the Debtor: Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022, (Attn: Christopher R. Donoho, III, Esq.);
- ii. Co-Counsel to the Debtor: Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801, (Attn: Andrew R. Remming, Esq.); and
- iii. The Office of the United States Trustee: J. Caleb Boggs Federal Building, Room 2207, 844 N. King Street, Wilmington, DE 19801, (Attn: Timothy J. Fox, Esq.).

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE OBJECTION WILL BE HELD ON **JANUARY 25, 2019 AT 11:00 A.M. (ET)** BEFORE THE HONORABLE KEVIN GROSS, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM #3, WILMINGTON, DELAWARE 19801. ONLY PARTIES WHO HAVE FILED A TIMELY RESPONSE WILL BE HEARD AT THE HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 17, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Andrew R. Remming
Robert J. Dehney (No. 3578)
Andrew R. Remming (No. 5120)
Tamara K. Mann (No. 5643)
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- and -

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Christopher R. Bryant (admitted *pro hac vice*)

John D. Beck (admitted *pro hac vice*)

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john.beck@hoganlovells.com

Counsel for Debtor and Debtor in Possession

EXHIBIT A TO OBJECTION

Lynch Declaration

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

In re:

OREXIGEN THERAPEUTICS, INC.,
Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

**DECLARATION OF THOMAS P. LYNCH IN SUPPORT OF THE
DEBTOR'S THIRD OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO CLAIMS FILED BY VML, LLC AND YOUNG AND RUBICAM, LLC
PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1**

I, Thomas P. Lynch, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 and state:

BACKGROUND

1. I am the Chief Administrative Officer, General Counsel, and Secretary of Orexigen Therapeutics, Inc. (the "Debtor"). I am authorized to make this declaration on behalf of the Debtor.

2. I make this declaration in support of the *Debtor's Third Omnibus Objection (Non-Substantive) to Claims Filed by VML, LLC and Young and Rubicam, LLC Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1* (the "Objection"). Capitalized terms used, but not otherwise defined, herein shall have the meanings set forth in the Objection.

3. I am familiar with the Debtor's day-to-day operations, business affairs and books and records. All facts set forth herein are based on my personal knowledge and my review of the Objected Claims and other relevant documents or information provided to me by the Debtor's agents and advisors. If I were called upon to testify, I could and would testify to each of the facts

¹ The last four digits of the Debtor's federal tax identification number are 8822. The Debtor's mailing address for purposes of this Chapter 11 Case is 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037.

set forth herein.

COMPLIANCE WITH LOCAL RULE 3007-1

4. I have reviewed Local Rule 3007-1 and hereby state that, to the best of my knowledge and belief, this Objection is substantially in compliance therewith.

OBJECTION

5. I have reviewed the Objected Claims, the Claims Register and the facts and circumstances set forth in the Objection regarding the Objected Claims.

6. Based upon this review, I submit that the facts and circumstances set forth in the Objection are true and accurate to the best of my knowledge, information and belief, and the Objected Claims should be disallowed in full.

7. As a result of the review of the Claims filed in this Chapter 11 Case, the Debtor has identified that in addition to the other issues identified in the Objection, the Objected Claims do not include supporting documentation or include insufficient documentation to constitute *prima facie* evidence of the validity and amount of each Objected Claim. The Debtor has reviewed the Objected Claims and all supporting information and documentation provided, made reasonable efforts to research the Objected Claims on the Debtor's books and records, and believes such documentation does not provide *prima facie* evidence of the validity and amount of the claim. As a result, the Debtor is unable to identify any amounts owing to the Claimants.

8. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 17th day of December, 2018

/s/ Thomas P. Lynch
Thomas P. Lynch

EXHIBIT B TO OBJECTION

Proposed Order

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

In re:

OREXIGEN THERAPEUTICS, INC.,
Debtor.¹

Chapter 11

Case No. 18-10518 (KG)

RE D.I. _____

**ORDER GRANTING DEBTOR'S THIRD
OMNIBUS OBJECTION (NON-SUBSTANTIVE) TO
CLAIMS FILED BY VML, LLC AND YOUNG AND RUBICAM, LLC
PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND DEL. L.R. 3007-1**

Upon the *Debtor's Third Omnibus Objection (Non-Substantive) to Claims Filed by VML, LLC and Young and Rubicam, LLC Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1* (the "Objection")² filed by the debtor and debtor-in-possession in the above-captioned case (the "Debtor"), requesting an Order pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1 disallowing the Objected Claims identified on **Exhibit 1** and **Exhibit 2** attached hereto; and upon the *Declaration of Thomas P. Lynch in Support of the Debtor's Third Omnibus Objection (Non-Substantive) to Claims Filed by VML, LLC and Young and Rubicam, LLC Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1*, attached to the Objection as **Exhibit A**; and upon all other documentation filed in connection with the Objection and the Objected Claims; and adequate notice of the Objection having been given as set forth in the Objection; and it appearing that no other or further notice is required; and sufficient cause appearing therefor;

¹ The last four digits of the Debtor's federal tax identification number are 8822. The Debtor's mailing address for purposes of this Chapter 11 Case is 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037.

² Capitalized terms used, but not otherwise defined, herein shall have the meanings set forth in the Objection.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED with respect to each of the Objected Claims.
2. The Objected Claims are hereby disallowed in full.
3. This Order shall be deemed a separate Order with respect to each of the Objected Claims. Any stay of this Order pending appeal by any Claimant whose Objected Claim is subject to this Order shall only apply to the contested matter which involves such Claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Objection or this Order.
4. The Debtor, the Claims Agent, and the Clerk of this Court are authorized to take all actions necessary and appropriate to give effect to this Order, including expunging claims from the Claims Register or otherwise updating the Claims Register to reflect the relief granted pursuant to this Order.
5. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.
6. This Order is without prejudice to the rights of the Debtor to object to any other Claims against the Debtor.

Dated: _____, 2019
Wilmington, Delaware

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C TO OBJECTION

Other Claims

Name/Address of Claimant	Claim No.	Date Filed	Total Claim Amount
American Broadcasting Company, Inc. 500 S. Buena Vista Street Burbank, CA 91521	22	5/1/2018	\$ 2,022,575.00
DIY Network Attn Leah Montesano c/o Discovery, Inc. One Discovery Place Silver Spring, MD 20910	130	6/14/2018	\$ 103,887.00
Fox News Network, LLC Reginald Sainvil 1001 Brickell Bay Drive Miami, FL 33131	149	6/15/2018	\$ 9,129.00
Fox News Network, LLC Reginald Sainvil 1001 Brickell Bay Drive Miami, FL 33131	154	6/15/2018	\$ 354,837.60
Healthgrades Operating Company, Inc. 1801 California, Suite 800 Denver, CO 80202	57	5/31/2018	\$ 55,646.28
Home and Garden Television Attn Leah Montesano c/o Discovery, Inc. One Discovery Place Silver Spring, MD 20910	132	6/14/2018	\$ 389,371.40
Ion Media Networks, Inc 810 7th Ave 31st Floor New York, NY 10019	4	3/23/2018	\$ 324,304.75
Television Food Network Attn Leah Montesano c/o Discovery, Inc. One Discovery Place Silver Spring, MD 20910	129	6/14/2018	\$ 702,159.50
Turner Broadcasting Sales, Inc. c/o Tiffany Strelow Cobb Vorys, Sater, Seymour and Pease LLP 52 East Gay Street Columbus, OH 43215	137	6/14/2018	\$ 464,271.74

EXHIBIT 1

VML, LLC Claim

Name/Address of Claimant	Claim No.	Date Filed	Total Claim Amount
VML, LLC Attn Massimo Giugliano c/o Davis and Gilbert LLP 1740 Broadway New York, NY 10019	117	6/13/2018	\$ 8,581,079.42

EXHIBIT 2

Young and Rubicam, LLC Claim

Name/Address of Claimant	Claim No.	Date Filed	Total Claim Amount
Young and Rubicam, LLC Attn Massimo Giugliano c/o Davis and Gilbert LLP 1740 Broadway New York, NY 10019	119	6/13/2018	\$ 12,325,775.44
