

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

In re:

OREXIGEN THERAPEUTICS, INC.

Debtor.¹

Chapter 11

Case No. 18-10518 (JTD)

Re: Docket Nos. 1141, 1147, 1150, 1151, 1155, 1159, 1160
& 1161

**CERTIFICATION OF COUNSEL REGARDING
OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS**

The undersigned special counsel to the Wind Down Administrator, appointed pursuant to the *Debtor’s Modified Amended Plan of Liquidation* [Docket No. 1113-1], hereby certifies as follows:

1. The professionals (each an “Applicant” and, collectively, the “Applicants”) identified on the form of order attached hereto as Exhibit A (the “Omnibus Order”) have filed and served final fee applications (each a “Final Application”) and, collectively, the “Final Applications”) pursuant to the *Findings of Fact, Conclusions of Law, and Order Confirming Debtor’s Modified Amended Plan of Liquidation* [Docket No. 1113] (the “Confirmation Order”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 171] (the “Interim Compensation Order”). By the Final Applications, the Applicants seek a final allowance of fees, including all holdbacks, and expenses for the periods identified on Exhibit 1 to the Omnibus Order.

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 c/o Hogan Lovells US LLP, 390 Madison Ave., New York, NY 10017.



2. Pursuant to the Final Applications, objections to each of the Final Applications, if any, were to be filed and served no later than the objection deadline set forth on each of the Final Applications in accordance with the Confirmation Order and the Interim Compensation Order.

3. There are no outstanding objections to any of the Final Applications, the monthly fee applications that comprise the Final Applications, or entry of the Omnibus Order. The Omnibus Order has been circulated to, and is acceptable to, each of the Applicants and the Office of the United States Trustee for the District of Delaware.

[Remainder of Page Left Intentionally Blank]

WHEREFORE, unless the Court has any questions or concerns regarding the Final Applications, the Wind Down Administrator respectfully requests that the Court enter the Omnibus Order attached hereto as **Exhibit A**, approving the Final Applications at its earliest convenience.

Dated: August 23, 2019
Wilmington, Delaware

Respectfully submitted,

/s/ Aaron H. Stulman

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Special Counsel to the Wind Down Administrator

EXHIBIT A

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

In re:

OREXIGEN THERAPEUTICS, INC.

Debtor.¹

Chapter 11

Case No. 18-10518 (JTD)

**Re: Docket Nos. 1141, 1147, 1150, 1151, 1155, 1159, 1160 &
1161**

OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS

Upon consideration of the final fee applications (the “Final Applications”) of the entities (collectively, the “Applicants”) referenced on **Exhibit 1** attached hereto, pursuant to sections 105(a) and 331 of title 11 of the United States Code, Fed. R. Bankr. P. 2016, and the Order of this Court establishing procedures for interim compensation and reimbursement of professionals (the “Administrative Order”) entered on April 11, 2018 [Docket No. 171], and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Final Applications having been given; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Final Applications are hereby **APPROVED** in the amounts set forth on

Exhibit 1.

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 c/o Hogan Lovells US LLP, 390 Madison Ave., New York, NY 10017.

2. The Applicants are granted final allowance of compensation and reimbursement of reasonable and necessary expenses in the amounts set forth on **Exhibit 1**.

3. The Debtor or the Wind Down Administrator, as applicable, is authorized and directed to remit payment to the Applicants in the amounts set forth on **Exhibit 1**, less all amounts previously paid on account of such fees and expenses.

4. The Debtor or the Wind Down Administrator, as applicable, is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

6. This Order shall be effective immediately upon entry.

EXHIBIT 1

Applicants

| Applicant | Period | Amount of Fees Requested to be Paid | Amount of Expenses Requested to be Paid | Agreed Reduction | Total Fees and Expenses Authorized |
|--|----------------------------------|-------------------------------------|---|------------------|------------------------------------|
| Kurtzman Carson Consultants LLC <i>as Administrative Advisor to the Debtor</i> [Docket No. 1141] | March 12, 2018 – May 31, 2019 | \$3,225.40 | \$0.00 | \$0.00 | \$3,225.40 |
| Landis Rath & Cobb LLP <i>as Conflict Counsel for the Debtor</i> [Docket No. 1147] | June 14, 2018 – May 31, 2019 | \$296,412.50 | \$4,382.23 | \$0.00 | \$300,794.73 |
| Hogan Lovells US LLP <i>as Co-Counsel to the Debtor</i> [Docket No. 1150] | March 12, 2018 – May 31, 2019 | \$3,613,068.82 | \$45,520.87 | \$0.00 | \$3,658,589.69 |
| Morris, Nichols, Arsht & Tunnell LLP <i>as Delaware Counsel to the Debtor</i> [Docket No. 1151] | March 12, 2018 – May 31, 2019 | \$961,740.00 | \$24,681.86 | \$0.00 | \$986,421.86 |
| Ernst & Young LLP <i>as Restructuring Advisor to the Debtor</i> [Docket No. 1155] | March 12, 2018 – May 31, 2019 | \$2,364,898.75 | \$231,271.07 | \$0.00 | \$2,596,169.82 |
| Irell & Manella LLP <i>as Co-Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 1159] | March 27, 2018 – May 31, 2019 | \$1,152,490.50 | \$16,052.97 | \$0.00 | \$1,168,543.47 |
| Berkeley Research Group, LLC <i>as Financial Advisor to the Official Committee of Unsecured Creditors</i> [Docket No. 1160] | March 27, 2018 – May 31, 2019 | \$316,752.00 | \$2,869.25 | \$0.00 | \$319,621.25 |
| Elliott Greenleaf, P.C. <i>as Delaware Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 1161] | March 27, 2018 – May 31, 2019 | \$160,030.50 | \$648.50 | \$0.00 | \$160,679.00 |
| TOTALS | | \$8,868,618.47 | \$325,426.75 | \$0.00 | \$9,194,045.22 |