

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF  
FINAL ORDER AUTHORIZING THE (I) DEBTOR TO (A) CONTINUE  
PREPETITION INSURANCE POLICIES AND (B) PAY ALL PREPETITION  
OBLIGATIONS IN RESPECT THEREOF, AND (II) BANKS TO HONOR  
AND PROCESS RELATED CHECKS AND TRANSFERS**

The undersigned proposed counsel to the above-captioned debtor and debtor-in-possession (the “**Debtor**”) hereby certifies that:

1. On June 1, 2022, the Debtor filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code.
2. On June 2, 2022, the Debtor filed the *Motion of the Debtor for Entry of an Order Authorizing the (I) Debtor to (A) Continue Prepetition Insurance Policies and (B) Pay All Prepetition Obligations in Respect Thereof, and (II) Banks to Honor and Process Related Checks and Transfers* [Docket No. 10] (the “**Motion**”).
3. On June 8, 2022 the Court granted the Motion on an interim basis, and entered the *Interim Order Authorizing the (I) Debtor to (A) Continue Prepetition Insurance Policies and (B) Pay All Prepetition Obligations in Respect Thereof, and (II) Banks to Honor and Process Related Checks and Transfers* [Docket No. 32] (the “**Interim Order**”).

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<sup>1</sup> The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).



4. Pursuant to the Interim Order and *Notice of First Day Motions, Entry of Interim Orders, and Final Hearing Thereon* [Docket No. 38], objections to the final relief sought in the Motion were due on June 22, 2022. No objections or responses were received.

5. Attached hereto as Exhibit A is a proposed final order granting the Motion reflecting a revision made to the Interim Order pursuant to the Court's ruling at the first day hearing on June 6, 2022 granting the Motion on an interim basis. Attached hereto as Exhibit B is a blackline of the revised proposed order against the Interim Order.

6. The Debtor therefore requests that the Court enter the revised proposed order attached hereto as Exhibit A at its earliest convenience. Counsel is available at the request of the Court.

Dated: June 30, 2022

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Proposed Counsel for the Debtor  
and Debtor-in-Possession*

**EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**Ref. Docket Nos. 10 & 32**

**FINAL ORDER AUTHORIZING THE (I) DEBTOR TO (A) CONTINUE PREPETITION  
INSURANCE POLICIES AND (B) PAY ALL PREPETITION OBLIGATIONS IN  
RESPECT THEREOF, AND (II) BANKS TO HONOR AND  
PROCESS RELATED CHECKS AND TRANSFERS**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtor and debtor-in-possession (the “**Debtor**”) for the entry of an order, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, (i) authorizing, but not directing, the Debtor to (a) continue to maintain and administer prepetition insurance policies and revise, extend, renew, supplement, or change such policies, as needed, and (b) pay or honor obligations outstanding on account of prepetition insurance policies; and (ii) authorizing the Banks to honor and process all checks and electronic transfer requests related to the foregoing; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this

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<sup>1</sup> The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtor, its estate, and creditors; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Debtor is authorized to maintain the Insurance Policies without interruption and renew, supplement, modify, or extend the Insurance Policies, or enter into new insurance policies, and to incur and pay premiums, claims, deductibles, retentions, retrospective adjustments, administrative fees, broker fees, and any other obligations arising thereunder or in connection therewith, in accordance with the same practices and procedures as were in effect prior to the Petition Date.
3. The Debtor is authorized, but not directed, in its discretion, to pay, honor, or otherwise satisfy premiums, claims, deductibles, retentions, retrospective adjustments, administrative fees, broker fees, and any other obligations that (a) were either due and payable on or related to the period prior to the Petition Date on account of the Insurance Policies, and (b) are, or become, due and payable or related to the period after the commencement of the Case.
4. Payments and setoffs on account of prepetition obligations under the Insurance Policies shall not exceed \$5,000.00 without further order of this Court.
5. The Banks are authorized, when requested by the Debtor, in the Debtor's discretion, to honor and process checks or electronic fund transfers drawn on the Debtor's bank accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds

are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtor with respect to whether any check or other transfer drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to the Interim Order or this Final Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtor, as provided for in the Final Order.

6. Nothing in the Interim Order or Final Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to § 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtor and its estate, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor, its estate, or any other party-in-interest with respect to the validity, priority, or amount of any claim against the Debtor and its estate, (c) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor and its estate with respect to any and all claims or causes of action against any of the Insurers, or (d) shall be construed as a promise to pay a claim.

7. The Debtor is authorized to take any and all actions necessary to effectuate the relief granted herein.

8. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of the Final Order shall be effective and enforceable immediately upon its entry.

9. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

10. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Order.

**EXHIBIT B**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket ~~No~~Nos. 10 & 32

**INTERIM~~FINAL~~ ORDER AUTHORIZING THE (I) DEBTOR TO (A) CONTINUE  
PREPETITION INSURANCE POLICIES AND (B) PAY ALL PREPETITION  
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Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtor and debtor-in-possession (the “**Debtor**”) for the entry of an order, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, (i) authorizing, but not directing, the Debtor to (a) continue to maintain and administer prepetition insurance policies and revise, extend, renew, supplement, or change such policies, as needed, and (b) pay or honor obligations outstanding on account of prepetition insurance policies; and (ii) authorizing the Banks to honor and process all checks and electronic transfer requests related to the foregoing; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and it appearing that

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtor, its estate, and creditors; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Debtor is authorized to maintain the Insurance Policies without interruption and renew, supplement, modify, or extend the Insurance Policies, or enter into new insurance policies, and to incur and pay premiums, claims, deductibles, retentions, retrospective adjustments, administrative fees, broker fees, and any other obligations arising thereunder or in connection therewith, in accordance with the same practices and procedures as were in effect prior to the Petition Date.
3. The Debtor is authorized, but not directed, in its discretion, to pay, honor, or otherwise satisfy premiums, claims, deductibles, retentions, retrospective adjustments, administrative fees, broker fees, and any other obligations that (a) were either due and payable on or related to the period prior to the Petition Date on account of the Insurance Policies, and (b) are, or become, due and payable or related to the period after the commencement of the Case.
4. Payments and setoffs on account of prepetition obligations under the Insurance Policies shall not exceed ~~\$5,000~~5,000.00 without further order of this Court.
5. The Banks are authorized, when requested by the Debtor, in the Debtor's discretion, to honor and process checks or electronic fund transfers drawn on the Debtor's bank accounts to pay prepetition obligations authorized to be paid hereunder, whether such checks or

other requests were submitted prior to, or after, the Petition Date, provided that sufficient funds are available in the applicable bank accounts to make such payments. The Banks may rely on the representations of the Debtor with respect to whether any check or other transfer drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to the Interim Order or this Final Order, and any such Bank shall not have any liability to any party for relying on such representations by the Debtor, as provided for in the ~~Interim~~Final Order.

6. Nothing in the Interim Order or Final Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to § 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtor and its estate, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor, its estate, or any other party-in-interest with respect to the validity, priority, or amount of any claim against the Debtor and its estate, (c) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor and its estate with respect to any and all claims or causes of action against any of the Insurers, or (d) shall be construed as a promise to pay a claim.

7. The Debtor is authorized to take any and all actions necessary to effectuate the relief granted herein.

~~8. — A final hearing to consider the relief requested in the Motion shall be held on June 29, 2022 at 1:00 p.m. (prevailing Eastern Time) and any objections to entry of such order shall be in writing and filed with this Court no later than June 22, 2022 at 4:00 p.m. (prevailing Eastern Time) and served on: (i) the Debtor, Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, CA 94555, Attn: Steven Lo; (ii) proposed counsel for the Debtor, Greenberg Traurig, LLP (Attn: Dennis A. Meloro (melorod@gtlaw.com), John D. Elrod (elrodj@gtlaw.com) and Ari Newman (newmanar@gtlaw.com)); (iii) counsel to any~~

~~statutory committee appointed in the chapter 11 case; and (vi) the United States Trustee for the District of Delaware, 844 N. King Street, Room 2207, Wilmington, Delaware, Attn: Joseph F. Cudia (joseph.cudia@usdoj.gov). If no objections to the entry of the Final Order are timely filed, this Court may enter the Final Order without further notice or a hearing~~

~~9. The requirements of Bankruptcy Rule 6003(b) are satisfied.~~

8. ~~10.~~ Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of the ~~Interim~~Final Order shall be effective and enforceable immediately upon its entry.

9. ~~11.~~ Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

10. ~~12.~~ The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of ~~the Interim~~this Final Order.

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Moved to	0
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Format changes	0
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