

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Obj. Date: August 6, 2024 at 4:00 p.m. (ET)

Hearing Date: August 13, 2024 at 11:00 a.m. (ET)

**LIQUIDATING TRUSTEE'S FOURTH OMNIBUS OBJECTION
(NON-SUBSTANTIVE) TO THE ALLOWANCE OF CERTAIN
CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, BANKRUPTCY RULE 3007 AND LOCAL RULE 3007-1**

(Late Filed Claims and Amended or Superseded and Duplicate Claims)

**PARTIES RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES
AND THEIR DISPUTED CLAIMS IDENTIFIED ON SCHEDULE 1 AND
SCHEDULE 2 TO THE PROPOSED ORDER**

***TO CLAIMANTS WHOSE DISPUTED CLAIMS ARE SUBJECT TO THIS
OBJECTION:***

***YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THIS OBJECTION
AND ANY FURTHER OBJECTION THAT MAY BE FILED IN THIS
CHAPTER 11 CASE***

****THE RELIEF SOUGHT IN THIS OBJECTION IS WITHOUT PREJUDICE
TO THE RIGHTS OF THE TRUSTEE TO PURSUE FURTHER OBJECTIONS
TO THE DISPUTED CLAIMS****

SierraConstellation Partners, LLC, as Liquidating Trustee (the "Trustee") in the bankruptcy case of the above-captioned debtor (the "Debtor"), hereby submits its fourth omnibus objection (the "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 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 the allowance of certain claims filed against the Debtor and its estate that are listed on **Schedule 1** (collectively, the "Late Filed Claims") and **Schedule 2** (collectively,



the “Amended or Superseded and Duplicate Claims”) to the proposed form of order attached hereto as **Exhibit A** (the “Proposed Order”), and request the entry of the Proposed Order disallowing the Late Filed Claims and the Amended or Superseded and Duplicate Claims, as indicated in further detail below and on **Schedule 1** and **Schedule 2** to the Proposed Order. In support of the Objection, the Trustee respectfully represents as follows:

I. Jurisdiction and Venue

1. The Court has jurisdiction over this matter pursuant to 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 as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Trustee consents, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with the Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief sought herein are section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1.

II. Background

4. On June 1, 2022 (the “Petition Date”), the Debtor commenced this bankruptcy case (the “Chapter 11 Case”) by filing a voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code.

5. The Debtor filed its Chapter 11 Plan of Liquidation [Docket No. 232] and related Amended Disclosure Statement [Docket No. 231] on October 10, 2022. The Debtor

later filed an Amended Chapter 11 Plan of Liquidation [Docket No. 280] on November 18, 2022 and a Second Amended Chapter 11 Plan of Liquidation [Docket No. 291] on November 22, 2022.

6. The Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (the “Confirmation Order”) [Docket No. 294].

7. The effective date of the Plan was December 7, 2022. As outlined in the Confirmation Order, “the Liquidating Trustee shall have the sole authority to: (1) file, withdraw, or litigate to judgment, objections to Claims or Interest; (2) settle or compromise any Disputed Claim without any further notice to or action, order, or approval by the Bankruptcy Court...” *See* Confirmation Order, p. 29.

III. Proofs of Claim and Bar Date Orders

8. On June 6, 2022, the Court entered an order [Docket No. 23] appointing Kurtzman Carson Consultants LLC (“KCC”) as claims and noticing agent in the Chapter 11 Case. Among other things, KCC is authorized to (a) receive, maintain, record and otherwise administer the proofs of claim filed in the Chapter 11 Case, and (b) maintain an official claims register for the Debtor.

9. On July 22, 2022, the Court entered an order [Docket No. 142] (the “Bar Date Order”) providing that, except as otherwise provided therein, (i) all persons or entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtor, including, without limitation, secured claims, and priority claims, which arose on or prior to the Petition Date, including requests for allowance and payment of claims under

section 503(b)(9) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (Eastern Time) on August 22, 2022 (the “General Bar Date”), and (ii) all governmental units, as defined in section 101(27) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (Eastern Time) on November 28, 2022 (the “Government Bar Date”).

10. Notice of Confirmation and Effective Date of the Amended Chapter 11 Plan and Deadline Under the Plan to File Professional Fee Claims, Administrative Claims and Rejection Claims was filed on December 8, 2022 [Docket No. 308], providing that the deadline to file requests for payment of an Administrative Claim was January 6, 2023 (the “Administrative Claim Bar Date”, together with the General Bar Date and Government Bar Date, the “Bar Dates”).

11. Notice of the Bar Dates was provided by mail and publication in accordance with the procedures outlined in the Bar Date Order. [Docket Nos. 151, 154, 174, 186 & 315].

IV. Relief Requested

12. By this Objection, the Trustee requests that the Court enter the Proposed Order, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3007(d)(1), (4), and Local Rules 3007-1(d)(i), (iv), disallowing the Late Filed Claims and the Amended or Superseded and Duplicate Claims as indicated in further detail below and on **Schedule 1** and **Schedule 2** to the Proposed Order.

13. In accordance with Local Rule 3007-1(e)(i)(E), the Trustee submits that this Objection complies in all material respects with Local Rule 3007-1.

V. Basis for Relief

14. “Pursuant to Bankruptcy Code § 502(a), a claim that is properly filed under [Bankruptcy] Rule 3001 and Bankruptcy Code § 501 is deemed allowed *unless a party in interest objects.*” *In re New Century TRS Holdings*, 2014 WL 1466444, at *6 (Bankr. D. Del. Apr. 10, 2014) (citing 11 U.S.C. § 502(a)) (emphasis added). Bankruptcy Rule 3007 provides that an objection to a proof of claim must be in writing, and that the claimant must be provided with not fewer than thirty (30) days’ notice of the hearing to be held in respect of such objection. *See* Fed. R. Bankr. P. 3007(a). Objections of up to one hundred (100) claims may be joined in an omnibus objection if such objections are based solely on the grounds that the claims should be disallowed, in whole or in part, for any of eight (8) enumerated reasons, including that they “amend or supersede other claims,” “duplicate other claims,” or “were not timely filed.” *See* Fed. R. Bankr. P. 3007(d)- (e); *see also* Local Rule 3007-1(d)(i) and (iv).

a) Late Filed Claims

15. The Trustee’s professionals have examined each of the Late Filed Claims, all supporting documentation provided by the claimant, if any, and the Debtor’s books and records and have determined that in each case the Late Filed Claims were filed late and should be disallowed.

16. Bankruptcy Rule 3003(c)(3) provides: “The court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed.” Fed. R. Bankr. P. 3003(c)(3). Section 502(b)(9) of the Bankruptcy Code mandates that “if [an] objection to a claim is made, the court, after notice and a hearing, shall determine the amount of such claim . . . and shall allow such claim in such amount, except to the extent

that . . . proof of such claim is not timely filed,” with certain limited exceptions that are not applicable here. 11 U.S.C. § 502(b)(9). Bar dates serve the important purposes of “finality and debtor rehabilitation.” *In re PT-1 Communs., Inc.*, 386 B.R. 402, 409 (Bankr. E.D.N.Y. 2007) (quotations omitted). Allowing proofs of claim to be filed at any time would make it “impossible to determine with any finality the obligations of the debtor.” *Id.* (quotations omitted).

17. The Late Filed Claims set forth on **Schedule 1** to the Proposed Order arose prior to the Petition Date and were required to be filed by the General Bar Date, or if applicable, by the Administrative Claim Bar Date, but were not, in fact, filed on or before the General Bar Date or Administrative Claim Bar Date. The claimants were provided notice of the applicable Bar Dates. None of the claimants who filed the Late Filed Claims have filed a motion with the Court, or contacted the Trustee, requesting to file a late proof of claim or proffering an excuse for such late filed claim. Accordingly, the Trustee respectfully requests that the Court disallow and expunge the Late Filed Claims.

18. Therefore, the Trustee objects to the Late Filed Claims, and request entry of the Proposed Order disallowing, in their entirety and as set forth herein, the Late Filed Claims as indicated on **Schedule 1** to the Proposed Order.

b) Amended or Superseded and Duplicate Claims

19. The Trustee’s professionals have examined each of the Amended or Superseded and Duplicate Claims, all supporting documentation provided by the claimant, if any, and the Debtor’s books and records and have determined that in each case the Amended or Superseded and Duplicate Claims duplicate or amend at least one other proof

of claim filed against the same Debtor by the same claimant in the same amount that the Debtor believes relates to the same subject matter.

20. Creditors are not entitled to multiple recoveries for a single liability against a single debtor. If the Amended or Superseded and Duplicate Claims are not disallowed and expunged, the parties that filed these claims would receive an excessive recovery to the detriment of other creditors in these cases. Accordingly, the Trustee respectfully requests that the Court disallow and expunge the Amended or Superseded and Duplicate Claims.

21. Unless otherwise indicated on **Schedule 2**, the relief requested herein will have no effect on the claims listed on **Schedule 2** in the column entitled “Remaining Claim Number.” The Trustee hereby reserves the right to object to the claims listed on **Schedule 2** in the column entitled “Remaining Claim Number” on any and all applicable grounds.

22. Therefore, the Trustee objects to the Amended or Superseded and Duplicate Claims, and request entry of the Proposed Order disallowing, in their entirety and as set forth herein, the Amended or Superseded and Duplicate Claims as indicated on **Schedule 2** to the Proposed Order.

VI. Responses to this Objection

23. Any responses to this Objection must be filed **on or before 4:00 p.m. (ET) on August 6, 2024**, in accordance with the procedures set for in the notice of this Objection.

24. The Trustee reserves the right to seek to adjourn the hearing on any Late Filed Claim or Amended or Superseded and Duplicate Claim, and in the event that the Trustee does so, it will state the same in the agenda for the hearing on that Late Filed Claim

or that Amended or Superseded and Duplicate Claim, which agenda will be served on the claimant.

VII. Reservation of Rights

25. The Trustee reserves any and all rights to amend, supplement or otherwise modify this Objection, the Proposed Order, or **Schedule 1** and **Schedule 2** thereto, and to file additional objections to any and all claims filed in this Chapter 11 Case, including, without limitation, any and all of the Late Filed Claims and the Amended or Superseded and Duplicate Claims. The Trustee also reserves any and all rights, claims and defenses with respect to any and all of the Late Filed Claims and the Amended or Superseded and Duplicate Claims, and nothing included in or omitted from this Objection, the Proposed Order, or **Schedule 1** and **Schedule 2** thereto is intended or shall be deemed to impair, prejudice, waive or otherwise affect any rights, claims, or defenses of the Trustee and its estate with respect to the Late Filed Claims and the Amended or Superseded and Duplicate Claims.

VIII. Notice

26. Notice of the Objection has been provided to: (i) the U.S. Trustee; (ii) any party that has requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy procedure; (iii) all claimants whose Late Filed Claims are the subject of this Objection; and (iv) all claimants whose Amended or Superseded and Duplicate Claims are the subject of this Objection. In light of the nature of the relief requested herein, the Trustee submits that no other or further notice is necessary.

IX. Conclusion

WHEREFORE, for the reasons set forth herein, the Trustee respectfully requests that this Court:

- a) disallow the Late Filed Claims listed on **Schedule 1**;
- b) disallow the Amended or Superseded and Duplicate Claims listed on **Schedule 2**;
- c) enter the Proposed Order, and
- d) grant the Trustee such other and further relief as is just and proper.

Respectfully submitted this 12th day of July, 2024.

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Counsel for SierraConstellation Partners,
LLC, as Liquidating Trustee*

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket No. ____

**ORDER SUSTAINING LIQUIDATING TRUSTEE'S FOURTH
OMNIBUS OBJECTION (NON-SUBSTANTIVE) TO THE ALLOWANCE
OF CERTAIN CLAIMS PURSUANT TO SECTION 502 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3007 AND LOCAL RULE 3007-1**

Upon consideration of the *Liquidating Trustee's Fourth Omnibus Objection (Non-Substantive) to the Allowance of Certain Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1* (the "Objection");¹ and it appearing that this Court has jurisdiction to consider the Objection pursuant to 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 as of February 29, 2012; and it appearing that venue of this chapter 11 case and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that notice of the Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and it appearing that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and after due deliberation thereon, and good and sufficient cause appearing therefor; it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Objection is SUSTAINED, as set forth herein.

¹ Capitalized terms used but not otherwise defined herein shall have the same meaning ascribed to them in the Objection.

2. The Late Filed Claims identified on **Schedule 1** to the Order are hereby disallowed as claims in their entirety.

3. The Amended or Superseded and Duplicate Claims identified on **Schedule 2** to the Order are hereby disallowed as claims in their entirety.

4. The Trustee's objection to each Late Filed Claim and each Amended or Superseded and Duplicate Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each claim. Any stay of this Order pending appeal by any of the claimants 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 covered hereby.

5. Any and all rights of the Trustee to amend, supplement or otherwise modify the Objection and to file additional objections to any and all claims filed in this Chapter 11 Case, including, without limitation, any and all of the Late Filed Claims and the Amended or Superseded and Duplicate Claims, shall be reserved. Any and all rights, claims and defenses of the Trustee and its estate with respect to any and all of the Late Filed Claims and the Amended or Superseded and Duplicate Claims shall be reserved, and nothing included in or omitted from the Objection is intended or shall be deemed to impair, prejudice, waive or otherwise affect any rights, claims, or defenses of the Trustee with respect to the Late Filed Claims and the Amended or Superseded and Duplicate Claims.

6. This Court shall retain jurisdiction over any and all affected parties with respect to any and all matters, claims or rights arising from or related to the implementation or interpretation of this Order.

Schedule 1

(1) Name of Claimant	(2) Date Claim Filed	(3) Claim Number	(4) Claim Amount	(5) Reason for Disallowance
Moss, Aruemhye	06/14/2023	332	\$98.53	Claim filed after the Administrative Claims Bar Date.
Tecomet Inc.	02/24/2023	325	\$101,682.42	Claim filed after the General Bar Date.

Schedule 2

(1) Name of Claimant	(2) Remaining Claim Number	(3) Duplicated or Amended Claim to be Disallowed	(4) Claim Amount	(5) Reason for Disallowance
Fram Trak Industries, Inc.	277	275	\$12,411.65	Claim Number 275 was amended and superseded by Claim Number 277.
Harro Hofliger Packaging Systems	15	12	\$230,266.00	Claim Number 12 was amended and superseded by Claim Number 15.
Huynh, Huxley	320	293	\$20,520.00	Claim Number 293 was amended and superseded by Claim Number 320.
Internal Revenue Service, Department of Treasury	312	5	\$264,528.72	Claim Number 5 was amended and superseded by Claim Number 312.
Patheon Manufacturing Services LLC	208	210	\$2,855,256.00	Claim Number 210 is a duplicate of Claim Number 208.
Patheon Manufacturing Services LLC	208	233	\$2,855,256.00	Claim Number 233 is a duplicate of Claim Number 208.
Patheon Manufacturing Services LLC	304	303	\$3,784,500.00	Claim Number 303 is a duplicate of Claim Number 304.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Obj. Date: August 6, 2024 at 4:00 p.m. (ET)

Hearing Date: August 13, 2024 at 11:00 a.m. (ET)

NOTICE OF OMNIBUS OBJECTION TO CLAIMS

PLEASE TAKE NOTICE that, on July 12, 2024, SierraConstellation Partners, LLC, as Liquidating Trustee (the “Trustee”) in the bankruptcy case of the above-captioned debtor (the “Debtor”), filed the *Liquidating Trustee’s Fourth Omnibus Objection (Non-Substantive) to the Allowance of Certain Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rules 3007, and Local Rule 3007-1* (the “Objection”).

THE OBJECTION SEEKS TO ALTER YOUR RIGHTS. THEREFORE, YOU SHOULD READ THE OBJECTION AND THE EXHIBITS THERETO CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

THE EXHIBITS ATTACHED TO THE PROPOSED ORDER LIST ALL CLAIMS THAT ARE THE SUBJECT OF THE OBJECTION.

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief sought in the Objection must be filed with the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **August 6, 2024 AT 4:00 P.M. PREVAILING EASTERN TIME.**

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: counsel to the Trustee: (a) Greenberg Traurig, LLP, The

Nemours Building, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801, Attn: Dennis A. Meloro (Dennis.Meloro@gtlaw.com); John D. Elrod (elrodj@gtlaw.com).

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE OBJECTION WILL BE HELD ON **August 13, 2024 AT 11:00 A.M. PREVAILING EASTERN TIME BEFORE THE HONORABLE KATE STICKLES, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.**

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS OR RESPONSES TO THE OBJECTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.

[Signature on next page]

Dated: July 12, 2024

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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