

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF AGREED
ORDER APPROVING STIPULATION BY AND BETWEEN
SIERRACONSTELLATION PARTNERS, LLC AS LIQUIDATING
TRUSTEE AND PATHEON MANUFACTURING SERVICES LLC REDUCING,
RECLASSIFYING AND ALLOWING CLAIM NOS. 208, 304 AND 318**

The undersigned counsel to SierraConstellation Partners, LLC, acting as Liquidating Trustee on behalf of the above-captioned debtor and debtor-in-possession (the “**Liquidating Trustee**”) 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 in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. On August 19, 2022, Patheon Manufacturing Services LLC (“**Patheon**”) filed a claim which has been ascribed Claim No. 208 in the amount of \$2,855,256.00, which was filed as a general unsecured claim (“**Claim No. 208**”).

3. On October 12, 2022, Patheon filed a claim which has been ascribed Claim No. 304 in the amount of \$3,784,500.00, which was filed as a general unsecured claim (“**Claim No. 304**”).

4. On January 3, 2023, Patheon filed a claim which has been ascribed Claim No. 318 in the amount of \$1,234,293.15, which was filed as an administrative claim (“**Claim No. 318**”).

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, c/o SierraConstellation Partners, LLC 355 S Grand Ave #1450, Los Angeles, CA 90071 (8360).



5. On March 5, 2025, the Trustee filed its *Objection to Allowance of Claims Filed by Patheon Manufacturing Services LLC Pursuant to Section 502 of the Bankruptcy Code and Bankruptcy Rule 3007* [D.I. 465] (the “**Objection**”).

6. On April 4, 2025, in response to the Objection, Patheon filed its *Response to Liquidating Trustee’s Objection to Allowance of Claims Filed by Patheon Manufacturing Services LLC* [D.I. 472].

7. On July 10, 2025, the Trustee filed the *Reply of Liquidating Trustee in Support of its Objection to the Allowance of Claims Filed by Patheon Manufacturing Services LLC* [D.I. 486].

8. The Parties have agreed resolve the Objection and Claim Nos. 208, 304 and 318 on the terms set forth in the Stipulation attached to the proposed form of order attached hereto as Exhibit A (the “**Proposed Order**”).

9. Counsel respectfully requests that the Court enter the Proposed Order and is available at the request of the Court.

Dated: July 25, 2025

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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Counsel for the Liquidating Trustee

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket No. ____

**ORDER APPROVING STIPULATION BY AND BETWEEN
SIERRACONSTELLATION PARTNERS, LLC AS LIQUIDATING
TRUSTEE AND PATHEON MANUFACTURING SERVICES LLC
REDUCING, RECLASSIFYING AND ALLOWING CLAIM NOS. 208, 304 AND 318**

This matter coming before the Court upon the *Stipulation By and Between SierraConstellation Partners, LLC as Liquidating Trustee and Patheon Manufacturing Services LLC Reducing, Reclassifying and Allowing Claim Nos. 208, 304 and 318* (the “**Stipulation**”) (capitalized terms used but not otherwise defined herein shall have the same meaning ascribed to them in the Stipulation); and the Court having reviewed the Stipulation,

IT IS HEREBY ORDERED THAT:

1. The Stipulation attached hereto as Exhibit 1 is approved as set forth herein.
2. Claim No. 208 shall be reduced and allowed as a general unsecured claim in the amount of \$2,151,292.30.
3. Claim No. 304 shall be reduced and allowed as a general unsecured claim in the amount of \$91,000.00.
4. Claim No. 318 shall be reduced to \$1,140,000 of which \$456,000.00 shall be allowed as an administrative expense claim and \$684,000.00 shall be allowed as a general unsecured claim.
5. The Parties to the Stipulation are authorized to take all action necessary or appropriate to implement the Stipulation.

6. This Court shall retain jurisdiction to resolve any and all disputes arising from or related to this Order.

7. This Stipulation shall become effective immediately upon entry of this Order.

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket Nos. 465, 472 and 486

**STIPULATION BY AND BETWEEN SIERRACONSTELLATION PARTNERS, LLC AS
LIQUIDATING TRUSTEE AND PATHEON MANUFACTURING SERVICES LLC
REDUCING, RECLASSIFYING AND ALLOWING CLAIM NOS. 208, 304 AND 318**

SierraConstellation Partners, LLC, as Liquidating Trustee (the “**Trustee**”) on behalf of the above-captioned debtor and debtor-in-possession (the “**Debtor**”), and Patheon Manufacturing Services LLC (“**Patheon**” and, together with the Trustee, the “**Parties**”), hereby stipulate and agree (this “**Stipulation**”) as follows:

RECITALS

WHEREAS, on June 1, 2022 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”);

WHEREAS, on August 19, 2022, Patheon filed a claim which has been ascribed Claim No. 208 in the amount of \$2,855,256.00, which was filed as a general unsecured claim (“**Claim No. 208**”);

WHEREAS, on October 12, 2022, Patheon filed a claim which has been ascribed Claim No. 304 in the amount of \$3,784,500.00, which was filed as a general unsecured claim (“**Claim No. 304**”);

WHEREAS, on January 3, 2023, Patheon filed a claim which has been ascribed Claim No. 318 in the amount of \$1,234,293.15, which was filed as an administrative claim (“**Claim No. 318**”);

WHEREAS, on November 22, 2022, 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] and the Trustee was granted “the sole authority to: (1) file, withdraw, or litigate to judgment, objections to Claims or Interests; (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;

WHEREAS, on March 5, 2025, the Trustee filed its *Objection to Allowance of Claims Filed by Patheon Manufacturing Services LLC Pursuant to Section 502 of the Bankruptcy Code and Bankruptcy Rule 3007* [D.I. 465] (the “**Objection**”);

WHEREAS, on April 4, 2025, in response to the Objection, Patheon filed its *Response to Liquidating Trustee’s Objection to Allowance of Claims Filed by Patheon Manufacturing Services LLC* [D.I. 472];

WHEREAS, on July 10, 2025, the Trustee filed the *Reply of Liquidating Trustee in Support of its Objection to the Allowance of Claims Filed by Patheon Manufacturing Services LLC* [D.I. 486]; and

WHEREAS, the Parties have agreed to resolve the Objection and Claim Nos. 208, 304 and 318 on the terms set forth herein.

NOW, THEREFORE, subject to the approval of the Bankruptcy Court, the Parties hereby stipulate and agree as follows:

1. The Bankruptcy Court may enter an order in the form submitted herewith.
2. Claim No. 208 shall be reduced and allowed as a general unsecured claim in the amount of \$2,151,292.30.

3. Claim No. 304 shall be reduced and allowed as a general unsecured claim in the amount of \$91,000.00.

4. Claim No. 318 shall be reduced to \$1,140,000 of which \$456,000.00 shall be allowed as an administrative claim and \$684,000.00 shall be allowed as a general unsecured claim.

5. This Stipulation is entered into solely to reflect the agreement of the Parties with respect to the subject matter herein, and neither this Stipulation nor the fact of its execution will constitute any admission or acknowledgment on the part of any Party, except with respect to the subject matter of this Stipulation.

6. Each Party is duly authorized and empowered to execute this Stipulation.

7. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

8. All of the recitals set forth above are incorporated by reference as if fully set forth herein. This Stipulation constitutes the complete express agreement of the Parties concerning the subject matter hereof, and no modification or amendment to this Stipulation shall be valid unless it is in writing, signed by the Party or Parties to be charged and approved by the Bankruptcy Court.

9. Each Party has participated in and jointly consented to the drafting of this Stipulation and any claimed ambiguity shall not be construed for or against either Party on account of such drafting.

10. The terms and conditions of this Stipulation shall be immediately effective and enforceable upon its entry.

Dated: July 25, 2025

GREENBERG TRAURIG, LLP

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