

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

TRICIDA, INC.,¹

Debtor.

Chapter 11

Case No. 23-10024 ()

Hearing Date: N/A

Objection Deadline: N/A

DEBTOR’S MOTION FOR ENTRY OF AN ORDER SHORTENING THE NOTICE PERIOD FOR THE DEBTOR’S MOTION FOR ENTRY OF (I) AN ORDER (A) APPROVING CERTAIN BIDDING PROCEDURES AND THE FORM AND MANNER OF NOTICE THEREOF, (B) SCHEDULING AN AUCTION AND A HEARING ON THE APPROVAL OF THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE DEBTOR’S ASSETS, (C) ESTABLISHING CERTAIN ASSUMPTION AND ASSIGNMENT PROCEDURES AND APPROVING THE MANNER OF NOTICE THEREOF, AND (D) GRANTING RELATED RELIEF; AND (II) AN ORDER (A) AUTHORIZING AND APPROVING THE DEBTOR’S ENTRY INTO AN ASSET PURCHASE AGREEMENT, (B) AUTHORIZING THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE DEBTOR’S ASSETS FREE AND CLEAR OF ALL ENCUMBRANCES, (C) APPROVING THE ASSUMPTION AND ASSIGNMENT OF THE ASSUMED CONTRACTS, AND (D) GRANTING RELATED RELIEF

The above-captioned debtor and debtor in possession (the “Debtor”), having contemporaneously filed herewith the *Debtor’s Motion for Entry of (I) an Order (A) Approving Certain Bidding Procedures and the Form and Notice Thereof, (B) Scheduling an Auction and a Hearing on the Approval of the Sale of All or Substantially All of the Debtor’s Assets, (C) Establishing Certain Assumption and Assignment Procedures and Approving the Manner of Notice Thereof, and (D) Granting Related Relief; and (II) an Order (A) Authorizing and Approving the Debtor’s Entry into an Asset Purchase Agreement, (B) Authorizing the Sale of All or Substantially All of the Debtor’s Assets Free and Clear of All Encumbrances, (C) Approving*

¹ The Debtor in this chapter 11 case, together with the last four digits of the Debtor’s federal tax identification number, is Tricida, Inc. (2526). The Debtor’s service address is 7000 Shoreline Court, Suite 201, South San Francisco, CA 94080.



*the Assumption and Assignment of the Assumed Contracts, and (D) Granting Related Relief (the “Motion”),*² hereby submits this motion (this “Motion to Shorten”), pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), requesting that the Court enter an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (i) shortening the time for notice of the hearing to consider approval of the Motion so that it may be heard at the hearing proposed to be scheduled for **January 26, 2023** (the “Hearing”) at a date and time to be determined, and (ii) setting a deadline of **January 23, 2023 at 4:00 p.m. (ET)** (the “Objection Deadline”) for objections or responses to the relief requested in the Motion. In support of this Motion to Shorten, the Debtor incorporates by reference the *Declaration of Lawrence Perkins in Support of the Debtor’s Chapter 11 Petition and First Day Pleadings* (the “First Day Declaration”), and the *Declaration of Alexander V. Rohan in Support of Debtor’s Motion for Entry of (I) an Order (A) Approving Certain Bidding Procedures and the Form and Notice Thereof, (B) Scheduling an Auction and a Hearing on the Approval of the Sale of All or Substantially All of the Debtor’s Assets, (C) Establishing Certain Assumption and Assignment Procedures and Approving the Manner of Notice Thereof, and (D) Granting Related Relief; and (II) an Order (A) Authorizing and Approving the Debtor’s Entry into an Asset Purchase Agreement, (B) Authorizing the Sale of All or Substantially All of the Debtor’s Assets Free and Clear of All Encumbrances, (C) Approving the Assumption and Assignment of the Assumed Contracts, and (D) Granting Related Relief and*

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the Motion to Shorten Time for the Hearing Related Thereto (the “Rohan Declaration”), filed contemporaneously herewith, and respectfully states as follows:

1. Local Rule 9006-1(c)(i) provides that “Sale Procedure Motions . . . must be filed at least twenty-one (21) days prior to the hearing date.” Del. Bankr. L.R. 9006-1(c)(i). Pursuant to Local Rule 9006-1(e), such period may be shortened by order of the Court upon written motion “specifying the exigencies justifying shortened notice.” Del. Bankr. L.R. 9006-1(e). Moreover, according to Bankruptcy Rule 9006(c), “the court for cause shown may in its discretion with or without motion or notice order the period reduced.” Fed. R. Bankr. P. 9006(c)(1). In exercising such discretion, the Court should “consider the prejudice to parties entitled to notice and weigh this against the reasons for hearing the motion on an expedited basis.” *In re Philadelphia Newspapers, LLC*, 690 F.3d 161, 172 (3d Cir. 2012) (noting the commonness of motions to shorten “[g]iven the accelerated time frame of bankruptcy proceedings”). The Debtor submits there is sufficient cause justifying shortened notice for the hearing on the Motion so that it may be heard at the Hearing.

2. As discussed in the First Day Declaration, the Debtor performed a prepetition marketing process for the sale of substantially all of their assets (the “Assets”). In early November 2022, the Debtor retained Miller Buckfire & Co., LLC and Stifel, Nicolaus & Company (collectively, “Stifel-MB”) to formulate a strategy and process for soliciting interest in the sale of the Assets as either a going concern or for portions of the Debtor’s business. Stifel-MB crafted detailed marketing materials and contacted or received inbound interest from approximately fifty-three (53) strategic and financial parties regarding a potential transaction, primarily comprising large-cap and mid-cap public and private companies with strategic interests in nephrology or renal and metabolic therapeutic categories.

3. In parallel, the Debtor engaged SierraConstellation Partners, LLC to evaluate its financial alternatives and recommend cost-cutting measures that would preserve the company's liquidity.

4. On December 13, 2022, Stifel-MB informed the Board that the prepetition marketing and sale process was not able to produce a satisfactory offer to purchase the company as a going concern or its Assets outside of the protections of a chapter 11 process. In light of the market's reaction, the Board instructed the Debtor to pivot to a court-supervised sale and marketing process and prepare for a voluntary case under chapter 11 of the Bankruptcy Code.

5. As discussed in the First Day Declaration and in the Rohan Declaration, the Debtor intends to build upon its robust prepetition marketing process and maximize the value of its assets for stakeholders by expeditiously proceeding through this Chapter 11 Case toward a sale of the Assets to the highest and best bidder in a public auction process. The Debtor asserts that an expeditious sale process and resolution of this Chapter 11 Case is necessary to preserve its limited liquidity and ensure the greatest possible recovery for its stakeholders. Given the limited alternatives available to the Debtor and the need to reduce administrative expenses for the benefit of stakeholders, the Debtor determined that shortening the amount of time that parties have to consider the Motion is necessary and that parties in interest will not be significantly prejudiced. Approving the Motion on shortened notice will allow the Debtor to serve creditors with notice of the (a) Sale and (b) any contracts to be assumed by a potential purchaser or stalking horse bidder without delay. It will also ensure that potential parties in interest are aware of the Bidding Procedures (including Bid Requirements) at the outset of this Chapter 11 Case so that parties may begin to assemble bids for submission to the Debtor as soon as possible. The Debtor anticipates that any potentially interested bidders will have been aware of the Assets from the Debtor's

prepetition marketing process, discussed above, and have had a substantial opportunity to access information about the Debtor's operations and the Assets.

6. To compensate for the reduced notice period, the Debtor will serve the Motion by email and overnight delivery on the following parties: (a) the U.S. Trustee; (b) the holders of the twenty (20) largest unsecured claims against the Debtor; (c) counsel to Consenting Noteholders; (d) the United States Attorney's Office for the District of Delaware; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) the United States Food and Drug Administration; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

7. Based on the foregoing, the Debtor submits that (a) cause exists to justify shortening the notice period for the hearing on the Motion; and (b) notice to the parties identified in the preceding paragraph will be adequate and sufficient given the exigent circumstances. Accordingly, the Debtor requests that Motion be heard on shortened notice at the Hearing, with objections due by the Proposed Objection Deadline.

WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

[Signature page follows]

Dated: January 11, 2023
Wilmington, Delaware

/s/ Sean M. Beach

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Proposed Attorneys for Debtor, Tricida, Inc.

EXHIBIT A

Proposed Order

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

In re:

TRICIDA, INC.,¹

Debtor.

Chapter 11

Case No. 23-10024 (___)

Re: Docket No. ___

**ORDER, PURSUANT TO BANKRUPTCY RULE 9006(c) AND LOCAL
RULE 9006-1(e), SHORTENING THE NOTICE PERIOD FOR DEBTOR’S MOTION
FOR ENTRY OF (I) AN ORDER (A) APPROVING CERTAIN BIDDING PROCEDURES
AND THE FORM AND MANNER OF NOTICE THEREOF, (B) SCHEDULING AN
AUCTION AND A HEARING ON THE APPROVAL OF THE SALE OF ALL OR
SUBSTANTIALLY ALL OF THE DEBTOR’S ASSETS, (C) ESTABLISHING
CERTAIN ASSUMPTION AND ASSIGNMENT PROCEDURES AND APPROVING
THE MANNER OF NOTICE THEREOF, AND (D) GRANTING RELATED RELIEF;
AND (II) AN ORDER (A) AUTHORIZING AND APPROVING THE DEBTOR’S ENTRY
INTO AN ASSET PURCHASE AGREEMENT, (B) AUTHORIZING THE SALE OF ALL
OR SUBSTANTIALLY ALL OF THE DEBTOR’S ASSETS FREE AND CLEAR OF ALL
ENCUMBRANCES, (C) APPROVING THE ASSUMPTION AND ASSIGNMENT OF
THE ASSUMED CONTRACTS, AND (D) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion to Shorten”) of the above-captioned debtor and debtor-in-possession (the “Debtor”), for entry of an order shortening the time for notice to consider the *Debtor’s Motion for Entry of (I) an Order (A) Approving Certain Bidding Procedures and the Form and Notice Thereof, (B) Scheduling an Auction and a Hearing on the Approval of the Sale of All or Substantially All of the Debtor’s Assets, (C) Establishing Certain Assumption and Assignment Procedures and Approving the Manner of Notice Thereof, and (D) Granting Related Relief; and (II) an Order (A) Authorizing and Approving the Debtor’s Entry into an Asset Purchase Agreement, (B) Authorizing the Sale of All or Substantially All of the Debtor’s Assets Free and Clear of All Encumbrances, (C) Approving the Assumption and Assignment of the*

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Assumed Contracts, and (D) Granting Related Relief (the “Motion”); and it appearing that the Court has jurisdiction to consider the Motion to Shorten and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that the Motion to Shorten is a core proceeding within the meaning of 28 U.S.C. § 157; and it appearing that venue of this proceeding and this Motion to Shorten in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of this Motion to Shorten having been given; and it appearing that the relief requested in the Motion to Shorten is in the best interests of the Debtor and its estate and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is hereby GRANTED as set forth herein.
2. The hearing to consider the Motion will be held on **January 26, 2023 at _____ (ET)**. Objections to the relief requested in the Motion, if any, shall be filed and served on the Debtor no later than **January 23, 2023 at 4:00 p.m. (ET)**.
3. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and/or implementation of this order.