

**Fill in this information to identify the case:**

Debtor Orexigen Therapeutics, Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number 18-10518

**Official Form 410  
Proof of Claim**

04/16

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.**

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

**Part 1: Identify the Claim**

1. <b>Who is the current creditor?</b>	<u>CVS Pharmacy, Inc.</u> <small>Name of the current creditor (the person or entity to be paid for this claim)</small>	
	Other names the creditor used with the debtor _____	
2. <b>Has this claim been acquired from someone else?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. <b>Where should notices and payments to the creditor be sent?</b>	<b>Where should notices to the creditor be sent?</b> See summary page	<b>Where should payments to the creditor be sent? (if different)</b>
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Contact phone <u>312-832-4514</u>	Contact phone _____
	Contact email <u>ggoodman@foley.com</u>	Contact email _____
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. <b>Does this claim amend one already filed?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ <small>MM / DD / YYYY</small>	
5. <b>Do you know if anyone else has filed a proof of claim for this claim?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor?  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_ \_

7. How much is the claim? \$ See attached addendum. Does this amount include interest or other charges?  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
Limit disclosing information that is entitled to privacy, such as health care information.  
  
See attached addendum

9. Is all or part of the claim secured?  No  
 Yes. The claim is secured by a lien on property.  
**Nature or property:**  
 Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: See attached addendum  
  
**Basis for perfection:** \_\_\_\_\_  
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  
  
**Value of property:** \$ \_\_\_\_\_  
**Amount of the claim that is secured:** \$ See attached addendum  
**Amount of the claim that is unsecured:** \$ \_\_\_\_\_ (The sum of the secured and unsecured amount should match the amount in line 7.)  
  
**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_  
  
**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
 Fixed  
 Variable

10. Is this claim based on a lease?  No  
 Yes. Amount necessary to cure any default as of the date of the petition. \$ \_\_\_\_\_

11. Is this claim subject to a right of setoff?  No  
 Yes. Identify the property: See attached addendum



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.	\$ _____

\* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ \_\_\_\_\_

**Part 3: Sign Below**

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

*Check the appropriate box:*

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 06/13/2018  
MM / DD / YYYY

/s/Elizabeth Wiseman  
Signature

**Print the name of the person who is completing and signing this claim:**

Name Elizabeth Wiseman  
First name Middle name Last name

Title Director, Rx Return Goods

Company CVS Pharmacy, Inc.  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address One CVS Drive, Woonsocket, RI, 02895, USA

Contact phone 401-770-7752 Email Elizabeth.Wiseman@CVSHealth



# KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (888) 830-4646 | International (310) 751-2641

<b>Debtor:</b> 18-10518 - Orexigen Therapeutics, Inc.		
<b>District:</b> District of Delaware		
<b>Creditor:</b> CVS Pharmacy, Inc. Geoffrey S. Goodman, Foley and Lardner LLP 321 N. Clark Street, Suite 2800  Chicago, IL, 60654 USA <b>Phone:</b> 312-832-4514 <b>Phone 2:</b>  <b>Fax:</b> 312-832-4700 <b>Email:</b> ggoodman@foley.com	<b>Has Supporting Documentation:</b> Yes, supporting documentation successfully uploaded <b>Related Document Statement:</b>	
	<b>Has Related Claim:</b> No <b>Related Claim Filed By:</b>	
	<b>Filing Party:</b> Creditor	
<b>Other Names Used with Debtor:</b>	<b>Amends Claim:</b> No <b>Acquired Claim:</b> No	
<b>Basis of Claim:</b> See attached addendum	<b>Last 4 Digits:</b> No	<b>Uniform Claim Identifier:</b>
<b>Total Amount of Claim:</b> See attached addendum	<b>Includes Interest or Charges:</b> No	
<b>Has Priority Claim:</b> No	<b>Priority Under:</b>	
<b>Has Secured Claim:</b> Yes: See attached addendum <b>Amount of 503(b)(9):</b> No <b>Based on Lease:</b> No <b>Subject to Right of Setoff:</b> Yes, See attached addendum	<b>Nature of Secured Amount:</b> Other Describe: See attached addendum <b>Value of Property:</b>  <b>Annual Interest Rate:</b>  <b>Arrearage Amount:</b>  <b>Basis for Perfection:</b>  <b>Amount Unsecured:</b>	
<b>Submitted By:</b> Elizabeth Wiseman on 13-Jun-2018 5:55:06 p.m. Eastern Time  <b>Title:</b> Director, Rx Return Goods  <b>Company:</b> CVS Pharmacy, Inc.		
<b>Optional Signature Address:</b> Elizabeth Wiseman One CVS Drive  Woonsocket, RI, 02895 USA <b>Telephone Number:</b> 401-770-7752 <b>Email:</b> Elizabeth.Wiseman@CVSHealth.com		

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United States Bankruptcy Court for the District of Delaware

Case number 18-10518

## Official Form 410 Proof of Claim

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2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____
3. Where should notices and payments to the creditor be sent?  Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	<b>Where should notices to the creditor be sent?</b> <u>Geoffrey S. Goodman, Foley &amp; Lardner LLP</u> Name <u>321 N. Clark Street - Suite 2800</u> Number Street <u>Chicago, IL 60654</u> City State ZIP Code <u>USA</u> Country Contact phone <u>312-832-4514</u> Contact email <u>ggoodman@foley.com</u>  <b>Where should payments to the creditor be sent? (if different)</b> Name _____ Number Street _____ City State ZIP Code _____ Country _____ Contact phone _____ Contact email _____  Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
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No

Yes. Check all that apply:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ \_\_\_\_\_

Up to \$2,850\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ \_\_\_\_\_

Wages, salaries, or commissions (up to \$12,850\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ \_\_\_\_\_

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ \_\_\_\_\_

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ \_\_\_\_\_

Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies. \$ \_\_\_\_\_

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Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 06/13/2018  
MM / DD / YYYY

  
Signature

Print the name of the person who is completing and signing this claim:

Name Elizabeth Wiseman  
First name Middle name Last name

Title Director, Rx Return Goods

Company CVS Pharmacy, Inc.  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address One CVS Drive  
Number Street

Woonsocket RI 02895 USA  
City State ZIP Code Country

Contact phone 401-770-7752 Email Elizabeth.Wiseman@CVSHealth.com

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

Orexigen Therapeutics, Inc.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 18-10518 (KG)

ADDENDUM TO PROOF OF CLAIM OF CVS PHARMACY, INC.

1. CVS Pharmacy, Inc. (“*CVS Pharmacy*”) submits this addendum to its proof of claim against Orexigen Therapeutics, Inc. (“*Orexigen*”), the debtor in the above-captioned chapter 11 case.

2. Pursuant to arrangements between and/or among CVS Pharmacy, Orexigen, Cardinal Health, Inc. and its affiliates, and McKesson Corporation and its affiliates, Orexigen sells Contrave® (the “*Product*”) to CVS Pharmacy and CVS Pharmacy possesses, among other things, a right to return the Product to Orexigen.

3. CVS Pharmacy possesses an unliquidated prepetition claim against Orexigen in an amount that has yet to be determined (the “*Claim*”). The Claim covers amounts Orexigen owes to CVS Pharmacy for product-return liabilities accruing prepetition.<sup>2</sup>

4. This proof of claim is without prejudice to claims that CVS Pharmacy had, has, or may have for amounts now or hereafter owing as an administrative expense allowable under 11 U.S.C. § 503(b), whether or not such amounts are included in this proof of claim, and CVS Pharmacy expressly reserves its right to file such a claim at an appropriate time. This proof of

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<sup>1</sup> 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 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037.

<sup>2</sup> Invoices and other supporting documents summarizing the amounts currently owed are not attached to the proof of claim because they are voluminous. Copies of the invoices, however, have been previously sent to Orexigen and are available upon request by Orexigen.



claim is also without prejudice to any additional prepetition damages that CVS Pharmacy may assert in an amended proof of claim.

5. CVS Pharmacy also possesses rights of recoupment and/or setoff against Orexigen. Specifically, CVS Pharmacy is holding amounts that would otherwise be owed to Orexigen for product delivered to CVS Pharmacy (the “*Product Purchases*”). CVS Pharmacy has the right under the parties’ arrangements and applicable law to recoup and/or setoff any amount owed to Orexigen for the Product Purchases against any amount Orexigen owes to CVS Pharmacy under the parties’ arrangements. CVS Pharmacy hereby asserts and reserves all rights to exercise any rights and remedies that it may possess as a holder of rights of recoupment and/or setoff against Orexigen including, but not limited to, any rights and remedies under 11 U.S.C. §§ 105 and 553.

6. CVS Pharmacy expressly reserves the right to: (a) alter, amend, update, modify, supplement or otherwise revise this proof of claim in any respect at any time; and (b) file additional proofs of claim for any other liability or indebtedness of Orexigen. CVS Pharmacy specifically preserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against CVS Pharmacy by Orexigen or any other party in interest in Orexigen’s bankruptcy case, or any other person or entity whatsoever, including any challenge or defense to the jurisdiction of this Court over any such claim.

7. The filing of this proof of claim is not and should not be construed to be: (a) a waiver or release of CVS Pharmacy’s rights against any other person liable for all or part of any claim described herein; (b) a waiver of the right to seek to have the reference withdrawn with respect to any proceedings commenced in this case against or otherwise involving CVS Pharmacy (including with respect to any counterclaims to the claims asserted in this proof of

claim); or (c) an election of remedies which waives or otherwise affects any other remedy of CVS Pharmacy.