

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. Who is the current creditor?	<u>CaremarkPCS Health, L.L.C.</u> Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor _____	
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?	Where should notices to the creditor be sent? See summary page	Where should payments to the creditor be sent? (if different)
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) Contact phone <u>312-832-4514</u> Contact email <u>ggoodman@foley.com</u>	Contact phone _____ Contact email _____	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<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? \$ 1,041,711.28. 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.
Prescription benefit and formulary management services - 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: _____
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: \$ _____
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: _____



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 06/14/2018
MM / DD / YYYY

/s/John Kirby
Signature

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

Name John Kirby
First name Middle name Last name

Title Director Trade Finance

Company CaremarkPCS Health, L.L.C.
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 2211 Sanders Road NBT-8, Northbrook, IL, 60062

Contact phone 847-559-4700 Email John.Kirby@CVSHealth.com



KCC ePOC Electronic Claim Filing Summary

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

Debtor: 18-10518 - Orexigen Therapeutics, Inc.		
District: District of Delaware		
Creditor: CaremarkPCS Health, L.L.C. Geoffrey S. Goodman, Foley and Lardner LLP 321 N. Clark Street Suite 2800 Chicago, IL, 60654 USA Phone: 312-832-4514 Phone 2: Fax: 312-832-4700 Email: ggoodman@foley.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Creditor	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: Prescription benefit and formulary management services - See attached addendum	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 1,041,711.28	Includes Interest or Charges: No	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: John Kirby on 14-Jun-2018 4:38:07 p.m. Eastern Time Title: Director Trade Finance Company: CaremarkPCS Health, L.L.C.		
Optional Signature Address: John Kirby 2211 Sanders Road NBT-8 Northbrook, IL, 60062 Telephone Number: 847-559-4700 Email: John.Kirby@CVSHealth.com		

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3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? Geoffrey S. Goodman, Foley & Lardner LLP Name 321 N. Clark Street - Suite 2800 Number Street Chicago, IL 60654 City State ZIP Code USA Country Contact phone 312-832-4514 Contact email ggoodman@foley.com	Where should payments to the creditor be sent? (if different) Name Number Street City State ZIP Code Country Contact phone Contact email
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No

Yes. Check all that apply:

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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I am the creditor's attorney or authorized agent.

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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

6/14/2018
MM / DD / YYYY

Signature



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

Name John Kirby
First name Middle name Last name

Title Director Trade Finance

Company CaremarkPCS Health, L.L.C.

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 2211 Sanders Road NBT-8

Number Street City State ZIP Code Country
847-559-4700 Northbrook IL 60062 USA

Contact phone 847-559-4700 Email John.Kirby@CVSHealth.com

**ADDENDUM TO PROOF OF CLAIM SUBMITTED BY
CAREMARKPCS HEALTH, L.L.C.**

CaremarkPCS Health, L.L.C. (“Caremark”) hereby submits this addendum in support of its proof of claim against Orexigen Therapeutics, Inc. (the “Debtor”). As detailed below, Caremark has an unsecured, prepetition claim against the Debtor (the “Claim”) in the total amount of \$1,041,711.28. The Claim is comprised of unsecured amounts owed in connection with unpaid prepetition invoices arising under that certain Rebate Agreement, dated October 1, 2016, by and between Caremark and the Debtor.¹

RESERVATION OF RIGHTS

Caremark reserves any and all rights it has or may have in law and in equity and any and all rights it has or may have under state law and federal law. Caremark further expressly reserves the right to: (i) assert an administrative expense claim under 11 U.S.C. § 503(b); (ii) alter, amend, update, modify, supplement, or otherwise revise this proof of claim in any respect at any time; and (iii) file additional proofs of claim for any other liability or indebtedness of the Debtor. Caremark specifically preserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against Caremark by the Debtor or any other party in interest in the Debtor’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.

¹The Rebate Agreement, invoices, and other supporting documents summarizing the amounts currently owed are not attached to the proof of claim because they are voluminous and/or confidential. Copies of the invoices, however, have been previously sent to the Debtor and are available upon request by the Debtor. In addition, as a signatory, the Debtor should have an execution copy of the Rebate Agreement.