

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

In re: ) Chapter 11  
)  
OREXIGEN THERAPEUTICS, INC.,<sup>1</sup> ) Case No. 18-10518 (JTD)  
)  
Debtor. ) **Objection Deadline: August 13, 2019 at 4:00 p.m. (ET)**  
) **Hearing Date: August 29, 2019 at 10:00 a.m. (ET)**

**THIRTEENTH AND FINAL FEE APPLICATION OF  
ELLIOTT GREENLEAF, P.C., DELAWARE COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant: Elliott Greenleaf, P.C.

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: Nunc Pro Tunc to March 27, 2018

Period for which compensation and reimbursement sought: May 1, 2019 through May 31, 2019

Amount of compensation sought as actual, reasonable and necessary \$5,722.50 (80% = 4,578.00)

Amount of expense reimbursement sought as actual, reasonable and necessary as actual, reasonable and necessary: \$0.00

Period for which final compensation and reimbursement sought: March 27, 2018 through May 31, 2019

Amount of final compensation sought as actual, reasonable and necessary \$160,030.50

Amount of final expense reimbursement sought as actual, reasonable and necessary as actual, reasonable and necessary: \$648.50

This is a:  monthly:  interim  final application

If this is not the first application filed, disclose the following for each prior application:

<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.



<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
6/22/18	3/27/18 - 4/30/18	\$61,664.50	\$466.30	\$61,664.50	\$466.30
7/18/18	5/1/18 - 5/31/18	\$20,596.50	\$ 15.00	\$16,477.20	\$ 15.00
<b>12/20/18 (1<sup>st</sup> Interim)</b>	<b>3/27/18 – 5/31/18</b>	<b>\$82,261.00</b>	<b>\$481.30</b>	<b>\$82,261.00</b>	<b>\$481.30</b>
9/10/18	6/1/18 - 6/30/18	\$27,210.50	\$ 60.00	\$27,210.50	\$ 60.00
9/25/18	7/1/18 - 7/31/18	\$ 7,880.00	\$ 39.90	\$ 7,880.00	\$ 39.90
10/12/18	8/1/18 - 8/31/18	\$ 3,729.00	\$ 0.00	\$ 3,729.00	\$ 0.00
<b>12/21/18 (2<sup>nd</sup> Interim)</b>	<b>6/1/18 – 8/31/18</b>	<b>\$38,819.50</b>	<b>\$99.90</b>	<b>\$38,819.50</b>	<b>\$99.90</b>
12/10/18	9/1/18 - 9/30/18	\$ 4,569.00	\$ 0.00	\$ 4,569.00	\$ 0.00
12/11/18	10/1/18 - 10/31/18	\$ 3,555.00	\$ 16.90	\$ 3,555.00	\$ 16.90
12/21/18	11/1/18 - 11/30/18	\$ 202.50	\$ 0.00	\$ 202.50	\$ 0.00
<b>12/21/18 (3<sup>rd</sup> Interim)</b>	<b>9/1/18 – 11/30/18</b>	<b>\$8,326.50</b>	<b>\$16.90</b>	<b>\$8,326.50</b>	<b>\$16.90</b>
1/29/19	12/1/18 - 12/31/18	\$ 8,467.50	\$ 39.50	\$ 8,467.50	\$ 39.50
4/1/19	1/1/19 - 2/28/19	\$ 4,384.00	\$ 0.00	\$ 4,384.00	\$ 0.00
<b>4/4/19 (4<sup>th</sup> Interim)</b>	<b>12/1/18 – 2/28/19</b>	<b>\$12,851.50</b>	<b>\$39.50</b>	<b>\$12,851.50</b>	<b>\$39.50</b>
4/25/19	3/1/19 - 3/31/19	\$ 5,180.00	\$ 0.00	\$ 4,144.00	\$ 0.00
5/29/19	4/1/19 - 4/30/19	\$ 6,869.50	\$ 10.90	\$ 5,495.60	\$ 10.90
		<b>\$154,308.00</b>	<b>\$648.50</b>	<b>\$147,778.80</b>	<b>\$648.50</b>

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

In re: ) Chapter 11  
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OREXIGEN THERAPEUTICS, INC.,<sup>1</sup> ) Case No. 18-10518 (JTD)  
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Debtor. ) **Objection Deadline: August 13, 2019 at 4:00 p.m. (ET)**  
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**THIRTEENTH AND FINAL FEE APPLICATION OF  
ELLIOTT GREENLEAF, P.C., DELAWARE COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Elliott Greenleaf, P.C. (“EG”), Delaware counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor (the “Debtor”), hereby submits this *Thirteenth and Final Fee Application of Elliott Greenleaf, P.C., Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses* (the “Application”) for legal services rendered during the monthly period May 1, 2019 through May 31, 2019 and for final approval of compensation for legal services rendered during the period March 27, 2018 through May 31, 2019. In support thereof, EG respectfully represents as follows:

**BACKGROUND**

1. On March 12, 2018 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”).

2. On March 27, 2018, the Office of the United States Trustee (the “UST”) for Region 3 (Delaware) appointed the Committee, consisting of the following members: (i) Wilmington Saving Fund Society, FSB as Indenture Trustee; (ii) McKesson Specialty Health;

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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.

and (iii) Young & Rubicam, LLC. On the same date, the Committee selected EG as Delaware counsel.

3. On May 15, 2018, an order was entered authorizing the retention of EG as Delaware counsel to the Committee *nunc pro tunc* to March 27, 2018 [D.I. 299]. On the same date, an order was entered authorizing the retention of Irell & Manella LLP (“Irell”) as lead counsel to the Committee *nunc pro tunc* to March 27, 2018 [D.I. 298].

4. On May 17, 2019, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming Debtor’s Modified Amended Plan of Liquidation* [D.I. 113] (the “Confirmation Order”) confirming the Debtor’s plan of liquidation (the “Plan”). The Plan went effective on May 31, 2019. *See* D.I. 1127.

#### **JURISDICTION AND VENUE**

5. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper on this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (M).

6. The statutory bases for relief requested herein are sections 105(a), 330 and 331 of the Bankruptcy Code.

#### **TERMS AND CONDITIONS OF COMPENSATION OF EG AND INFORMATION RELATED TO THE REVISED UST GUIDELINES**

7. Subject to Court approval, EG seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by EG for the period commencing May 1, 2019 through May 31, 2019 (the “Application Period”). With the exception of copy charges (which are charged at a lower rate), the rates charged by EG in this case do not materially differ from the rates charged to EG’s non-bankruptcy clients and are lower in many cases.

1. Summaries of the hours spent, the names of each professional and paraprofessional rendering services to the Committee during the Application Period, the regular customary billing rates, and the total value of time incurred by each of the EG attorneys rendering services to the Committee are attached hereto as **Exhibit A**. Copies of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 US.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “Revised UST Guidelines”), are attached hereto as **Exhibit B**. A statement of expenses incurred by EG during the Application Period is also included in **Exhibit C**. Pursuant to the Revised UST Guidelines, the following additional exhibits are attached pertaining to the Final Period:

- Exhibit D:** Customary and Comparable Compensation Disclosures with Fee Applications;
- Exhibit E:** Summary of Timekeepers Included In This Fee Application;
- Exhibit F:** Budget and Staffing Plan;
- Exhibit G-1:** Summary of Compensation by Project Category;
- Exhibit G-2:** Summary of Expense Reimbursement by Category; and
- Exhibit H:** Summary Cover Sheet of Fee Application
- Exhibit I:** Certification of Eric M. Suttly

8. On April 11, 2018, this Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the “Interim Compensation Order”) [D.I. 171]. Pursuant to the Interim Compensation Order, EG and other professionals retained in this case are authorized to file and to serve upon the Debtor and the parties identified in the Interim Compensation Order monthly fee applications (the “Monthly Fee Applications”) of their fees and expenses. After the expiration of a fourteen (14) day objection period, the Debtor is authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application, unless an objection specifically objects to fees and/or expenses of a professional, or as otherwise ordered

by the Court.

9. In accordance with the Interim Compensation Order, EG has filed and served upon the Notice Parties identified in the Interim Compensation Order this Application with respect to fees and expenses incurred during the Application Period: \$5,722.50 (80%, \$4,578.00) for fees and \$0.00 for expenses.

10. All services and costs for which compensation is requested by EG in this Application were reasonable and necessary and were performed for and on behalf of the Committee during the Application Period.

11. In addition, EG provides the following responses to the inquiries stated in section C.5 of the Revised UST Guidelines:

- a. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain. *No.*
- b. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client? *Not applicable.*
- c. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case? *No.*
- d. Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees. *No.*
- e. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees. *No.*
- f. If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? and (ii) Did your client agree when retaining the law firm to accept all future rate

increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458? *No rates were increased since retention.*

### **NARRATIVE SUMMARY OF SERVICES**

12. EG has rendered actual and necessary services on behalf of the Committee and is requesting reasonable compensation for their services for the Application Period. As noted above, a summary by project category is attached as **Exhibit B**, as are detailed time entries organized by category and chronology within the categories. EG has acted as the primary source for information and communication to and from the Committee and Court, including collecting and preserving, in an electronic database, all relevant pleadings for the Committee and the Committee professionals. In addition, EG has provided summaries, calendaring, and periodically distributed a memorandum of all statutory and procedural deadlines to the Committee professionals and the Committee.

13. EG has filed with the Court and assisted in preparation of all documents filed on behalf of the Committee. As noted below, primary responsibility for substantive issues in the case have been allocated between Irell and EG to avoid duplication. EG has reviewed all filings in the case to conform Committee filings to the requirements of local practice and the applicable local rules and chambers procedures. EG has also provided substantive review of all Delaware case law in Committee filings.

### **COMPENSATION REQUESTED**

14. EG coordinated its efforts with the Committee's lead counsel, Irell, to avoid duplication of efforts. EG and Irell have divided primary tasks between the respective firms. In furtherance of this effort, the firms have developed a status chart to assign tasks and responsibilities and to keep each firm apprised of the status of each task. The firms update the status chart on a regular basis.

15. EG expended 14.1 hours during the Application Period in furtherance of its efforts on behalf of the Committee. EG requests allowance of compensation in amount of \$5,722.50 for legal services rendered during the Application Period, at a blended hourly rate of \$405.85. Pursuant to the Interim Compensation Order, EG requests payment of 80% of the total fees requested, or \$4,578.00. None of the requested fees detailed herein have been paid.

### **LEGAL STANDARD**

16. Section 330(a)(1) of the Bankruptcy Code allows the payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is driven by the “market-driven approach” which considers the nature, extent and value of services provided by the professional and cost of comparable services in the non-bankruptcy contexts. *See Zolfo Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Building Ctr., Inc.*, 19 F.3d 833, 849 (3d Cir, 1994). Thus, the “baseline rule is for firms to receive their customary rates.” *Zolfo Cooper*, 50 F.3d at 259.

17. In accordance with its practices in non-bankruptcy matters, EG has calculated its compensation requested in their Application by applying the standard hourly rates. EG’s calculation is based upon hourly rates that are well within the range of rates that are charged by comparable firms in similar bankruptcy cases. Accordingly, EG’s rates should be determined to be reasonable under section 330 of the Bankruptcy Code.

18. EG’s fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity, accelerated deadlines, aggressive sale schedule, and size of the Debtor’s Chapter 11



case. EG's fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar Chapter 11 cases. Accordingly, EG's fees are reasonable pursuant to section 330 of the Bankruptcy Code.

19. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. EG's legal services and expenses incurred during the Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Committee. EG has properly requested reimbursement of only actual, necessary and appropriate legal expenses.

20. Except as permitted by Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), no agreement or understanding exists between EG and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Committee.

21. Pursuant to the standards set forth in sections 330 and 331 of the Bankruptcy Code, EG submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

22. The time records annexed to this Application constitute only a general statement of the services rendered and time expended without description of the pressure and constraints under which EG actually rendered these services. The considerable challenges of this case have been attended to and managed by EG at all levels, promptly and expertly. EG submits, therefore, that its fees and expenses were actually, necessary, reasonable and justified, and should be allowed in full.

**NOTICE AND NO PRIOR APPLICATION**

23. No trustee or examiner has been appointed in this Chapter 11 case. Notice and service of this Application has been given to the Debtor, counsel to the Debtor, counsel to the DIP Administrative Agent, counsel to certain of the DIP Lenders, and the UST pursuant to the Interim Compensation Order. Pursuant to the Bankruptcy Rule 2002(a)(6) and Local Rule 2002-1, Notice of this Application has also been given to all parties requesting notices. In light of the nature of the relief requested herein, EG submits that no further or other notice is required.

24. No previous application for the relief sought herein has made to this or any other Court.

**FINAL FEE PERIOD**

25. Pursuant to the Confirmation Order, EG has filed and served upon the parties identified in the Confirmation Order this Application with respect to fees and expenses incurred during the Final Period: \$160,030.50 and expenses in the amount of \$648.50.

WHEREFORE, EG requests that the Court enter an order approving the following: (i) interim compensation in the amount of \$5,722.50 and expenses in the amount of \$0.00 for the Application Period; (ii) final compensation in the amount of \$160,030.50 and expenses in the amount of \$648.50; and such other and further relief as the Court may deem just and proper.

Dated: July 30, 2019

**ELLIOTT GREENLEAF, P.C.**

/s/ Eric M. Suty

Rafael X. Zahralddin-Aravena (No. 4166)

Eric M. Suty (No. 4007)

1105 North Market Street, Suite 1700

Wilmington, DE 19801

Telephone: (302) 384-9400

Facsimile: (302) 384-9399

Email: rxza@elliottgreenleaf.com

Email: ems@elliottgreenleaf.com

*Counsel to the Official Committee  
of Unsecured Creditors*

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

In re: ) Chapter 11  
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OREXIGEN THERAPEUTICS, INC.,<sup>1</sup> ) Case No. 18-10518 (JTD)  
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Debtor. ) **Objection Deadline: August 13, 2019 at 4:00 p.m. (ET)**  
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**NOTICE OF THIRTEENTH AND FINAL FEE APPLICATION  
OF ELLIOTT GREENLEAF, P.C., DELAWARE COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

**TO:** (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel for the Debtor; (iii) all parties required to receive service under Rule 2002-1(b) of the Local Rules of Bankruptcy Practice and Procedure for the District of Delaware (the “Local Rules”), and (iv) all Notice Parties as defined herein.

PLEASE TAKE NOTICE that Elliott Greenleaf, P.C., Delaware counsel to the Official Committee of Unsecured Creditors in the above-captioned case, has filed its **Thirteenth and Final Fee Application of Elliott Greenleaf, P.C., Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses** (the “Application”). The Application seeks the allowance of fees in the amount of **\$5,722.50** (80%, \$4,578.00) and expenses in the amount of **\$0.00** for the period May 1, 2019 through May 31, 2019 and approval of final fees in the amount of \$160,030.50 and final expenses in the amount of \$648.50 for the final period March 27, 2018 through May 31, 2019.

PLEASE TAKE FURTHER NOTICE that Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or **before August 13, 2019 at 4:00 p.m. (prevailing Eastern Time)**, and a copy served upon the following parties so as to be **received no later than 4:00 p.m. (prevailing Eastern Time) on August 13, 2019:**

(i) the Debtor, Orexigen Therapeutics, Inc., 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037; (ii) counsel for the Debtor, Hogan Lovells US LLP, 875 Third Avenue, New York, NY 10022 (Attn: Christopher R. Donoho, III, Esq.); and Morris Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16<sup>th</sup> Floor, Wilmington, DE 19801 (Attn: Robert J. Dehney, Esq.); (iii) counsel to the DIP Administrative Agent: Arnold & Porter Kaye Scholer LLP, 70 W. Madison St., Suite 4200, Chicago, IL 60602 (Attn: Tyler Nurnberg, Esq. and Alan Glantz, Esq.); (iv) counsel to certain of the DIP Lenders: Quinn Emanuel Urquhart & Sullivan, LLP, 865 S. Figueroa St., 10<sup>th</sup> Floor, Los Angeles, CA 90017 (Attn: Eric Winston, Esq. and Bennett Murphy, Esq.); and Whiteford Taylor Preston LLP, The Renaissance Center, Suite 500, 405 N. King Street, Wilmington, DE 19801 (Attn: Chris Samis, Esq. and L. Katherine Good, Esq.); (v)

<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.

counsel to the Official Committee of Unsecured Creditors: Irell & Manella LLP, 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660 (Attn: Jeffrey M. Reisner, Esq.); and (vi) the Office of the United States Trustee, J. Caleb Boggs Federal Building, Room 2207, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Timothy J. Fox, Esq.) (collectively, the "Notice Parties").

PLEASE TAKE FURTHER NOTICE that a hearing on the Application is scheduled for **August 29, 2019 at 10:00 a.m. (ET)** before the Honorable Kevin Gross at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5<sup>th</sup> Floor, Courtroom 4, Wilmington, Delaware 19801.

Dated: July 30, 2019

**ELLIOTT GREENLEAF, P.C.**

/s/ Eric M. Sully

Rafael X. Zahralddin-Aravena (No. 4166)

Eric M. Sully (No. 4007)

1105 North Market Street, Suite 1700

Wilmington, DE 19801

Telephone: (302) 384-9400

Facsimile: (302) 384-9399

Email: rxza@elliottgreenleaf.com

Email: ems@elliottgreenleaf.com

*Counsel to the Official Committee  
of Unsecured Creditors*

**EXHIBIT A****SUMMARY OF PROFESSIONAL AND  
PARAPROFESSIONALS RENDERING SERVICES  
FROM MAY 1, 2019 THROUGH MAY 31, 2019**

<b>Name of Professional</b>	<b>Position</b>	<b>Total Billed Hours</b>	<b>Hourly Billing Rate</b>	<b>Total Compensation</b>
Sutty, Eric M.	Shareholder	10.0	\$480.00	\$ 4,800.00
Millis, Maryann	Paralegal	4.1	\$225.00	\$ 922.50
	<b>TOTAL:</b>	<b>14.1</b>		<b>\$ 5,722.50</b>
			<b>Blended Rate:</b>	<b>\$ 405.85</b>

**EXHIBIT B****Task Billing Summary Page  
May 1, 2019 through May 31, 2019**

In re Orexigen Therapeutics, Inc., Case No. 18-10518 (KG)

<b>Category</b>	<b>Hours</b>	<b>Fees</b>
Administration		\$
Case Administration		\$
Asset Analysis and Recovery		\$
Asset Disposition		\$
Meetings of and Comm. With Creditors		\$
Committee Governance		\$
Committee Meetings		\$
Relief from Stay/Adequate Protection Proceedings		\$
EG Retention		\$
Employment & Retention Application - Other		\$
EG Fee Applications	4.8	\$ 1,360.50
EG Fee Objections		\$
Fee Applications and Invoices - Other		\$
Fee Objections - Others		\$
Non-Working Travel		\$
Claims Administration and Objections	.2	\$ 96.00
Assumption/Rejection of Leases and Contracts		\$
Operations		\$
Business Operations		\$
Employee Benefits/Pensions		\$
Tax Issues		\$
Plan and Disclosure Statement	5.1	\$ 2,448.00
Financing/Cash Collections		\$
Claims and Plan		\$
Court Hearings	4.0	\$ 1,818.00
Schedules and Statements		\$
2004 Exams		\$
Insurance Matters		\$
Labor Issues		\$
Litigation		\$
Research		\$
<b>Total Fees:</b>	<b>14.1</b>	<b>\$ 5,722.50</b>

**Elliott Greenleaf**

www.elliottgreenleaf.com

ELLIOTT GREENLEAF  
P.O. Box 3010  
Blue Bell, Pennsylvania 19422  
EIN #23-2617189

Orexigen Therapeutics, Inc.  
9171 Towne Center Drive  
Suite270  
San Diego CA 92122

July 30, 2019  
Bill Number 151730  
File Number 60695-001

**FOR PROFESSIONAL SERVICES RENDERED**

Re: Orexigen Creditors Committee

**LEGAL SERVICES**

Through May 31, 2019

EG Fee Applications

05/10/19	MXM	[B170-] Prepare and efile CNO re EG's 11th monthly fee application (.2); review of Court docket re same (.1); email to EMS re same (.1)	0.40 Hrs	
05/14/19	EMS	[B170-] Revise exhibits for EG's April fee application	0.50 Hrs	
05/23/19	MXM	[B170-] Prepare EG twelfth monthly fee application	0.60 Hrs	
05/24/19	MXM	[B170-] Analyze EG fee applications file to date in preparation for drafting final fee application (.6); conf. with EMS re: same (.1)	0.70 Hrs	
05/29/19	EMS	[B170-] Analyze April fee application (.4); and instructions to M. Millis re: filing and service of same (.2)	0.60 Hrs	
05/29/19	MXM	[B170-] Prepare and file 12th monthly fee application (.3); email to Kurtzman Carson re: service of same (.1); email to counsel re: same (.1)	0.50 Hrs	
05/30/19	MXM	[B170-] Review and revise May 2019 prebill and begin preparing 13th and final fee application	1.50 Hrs	
		<b>Totals</b>	<b>4.80 Hrs</b>	<b>\$1,360.50</b>
		<b>EG Fee Applications Totals</b>	<b>4.80 Hrs</b>	<b>\$1,360.50</b>

Claims Administration and Objections

05/06/19	EMS	[B310-] Analyze motion for payment of administrative expense claim filed by Discovery	0.20 Hrs	
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Totals		0.20 Hrs	\$96.00
Claims Administration and Objections Totals		0.20 Hrs	\$96.00

Plan and Disclosure Statement

05/02/19	EMS	[B320-] Analyze plan supplement	0.50 Hrs	
05/06/19	EMS	[B320-] Analyze Limited Objection and reservation of rights of Takeda Pharmaceutical Company regarding amended plan of liquidation	0.60 Hrs	
05/06/19	EMS	[B320-] Analyze limited objection to confirmation filed by Discovery	0.10 Hrs	
05/13/19	EMS	[B320-] Analyze reservation of rights re: confirmation of plan	0.20 Hrs	
05/15/19	EMS	[B320-] Analyze Debtor's modified amended plan of liquidation	1.40 Hrs	
05/15/19	EMS	[B320-] Analyze modified plan supplement	0.90 Hrs	
05/15/19	EMS	[B320-] Analyze memorandum of law in support of confirmation	0.50 Hrs	
05/15/19	EMS	[B320-] Analyze declaration in support of confirmation	0.30 Hrs	
05/15/19	EMS	[B320-] Analyze proposed findings of fact and conclusions of law	0.30 Hrs	
05/15/19	EMS	[B320-] Analyze voting and tabulation declaration	0.30 Hrs	
	Totals		5.10 Hrs	\$2,448.00
	Plan and Disclosure Statement Totals		5.10 Hrs	\$2,448.00

Court Hearings

05/15/19	EMS	[B430-] Analyze agenda (.1) and instructions to M. Millis re: same (.2)	0.30 Hrs	
05/16/19	EMS	[B430-] Emails with J. Reisner re: tomorrow's hearing	0.20 Hrs	
05/16/19	MXM	[B430-] Preparation of hearing binder on behalf of counsel re May 17, 2019 hearing	0.40 Hrs	
05/16/19	EMS	[B430-] Analyze amended agenda	0.10 Hrs	
05/17/19	EMS	[B430-] Prepare for and attend confirmation hearing and post-hearing meeting	3.00 Hrs	
	Totals		4.00 Hrs	\$1,818.00
	Court Hearings Totals		4.00 Hrs	\$1,818.00

TOTAL LEGAL SERVICES \$5,722.50

**LEGAL SERVICES SUMMARY**

Millis, Maryann	4.10 Hrs	225 /hr	\$922.50
Sutty, Eric M.	10.00 Hrs	480 /hr	\$4,800.00
	<u>14.10 Hrs</u>		<u>\$5,722.50</u>



**EXHIBIT C**

**SUMMARY OF EXPENSES FOR THE PERIOD  
APRIL 1, 2019 THROUGH APRIL 30, 2019**

<b><u>Expense Category</u></b>	<b><u>Total Expenses</u></b>
	\$ 0.00
<b>TOTAL:</b>	<b>\$ 0.00</b>

**EXHIBIT D****Customary and Comparable Compensation Disclosures with Fee Applications**

<b>Category of Timekeeper</b>	<b>BLENDED HOURLY RATE</b>	
	<b>Billed Preceding Year, Excluding Bankruptcy</b>	<b>Billed This Fee Application</b>
Shareholder (7 or more years since first admission)	\$401.16	\$501.25
Junior Associate	\$224.37	\$320.00
Paralegal	\$178.52	\$210.00
<b>All Timekeepers Aggregated</b>	<b>\$342.61</b>	<b>\$351.67</b>

**EXHIBIT E**

**Summary of Timekeepers Included in this Fee Application**

<b>Name</b>	<b>Title</b>	<b>Department</b>	<b>Date of 1st Admission</b>	<b>Fees Billed</b>	<b>Hours Billed</b>	<b>Number of Rate Increases</b>	<b>Hourly Rate Billed In This Application</b>
Zahralddin-Aravena, Rafael X.	Shareholder	Bankruptcy	12/13/2001	\$7,670.00	11.8	0	\$650.00
Sutty, Eric M.	Shareholder	Bankruptcy	12/14/2000	\$118,512.00	246.9	0	\$480.00
Kinsella, Shelley A.	Shareholder	Bankruptcy	2/16/2001	\$1,710.00	3.6	0	\$475.00
Stemmerman, Jonathan M.	Shareholder	Bankruptcy	8/24/2004	\$920.00	2.3	0	\$400.00
Hannon, Kate	Associate	Bankruptcy	12/14/2009	\$544.00	1.7	0	\$320.00
Millis, Maryann	Paralegal	Bankruptcy		\$1,890.00	8.4	0	\$225.00
Roberts, Sandra I.	Paralegal	Bankruptcy		\$18,967.50	84.3	0	\$225.00
Flynn, Michelle A.	Paralegal	Bankruptcy		\$620.00	3.1	0	\$200.00
Barone, Alice C.	Paralegal	Bankruptcy		\$779.00	4.1	0	\$190.00
			<b>TOTAL:</b>	<b>\$160,030.50</b>	<b>366.2</b>		

**Exhibit F****Budget and Staffing Plan**

Month	Cash Collateral Projections <sup>1</sup>	Small Fees	EG Fees	Total Fees	(Over)/Under Projections
03/27/18-4/30/18	<b>\$150,000 &amp; \$125,000<sup>2</sup></b>	\$407,663.00	\$61,664.50	\$469,327.50	<b>(\$194,327.50)</b>
05/01/18-05/31/18	<b>\$150,000</b>	\$211,741.50	\$20,596.50	\$232,338.00	<b>(\$82,338.00)</b>
06/01/18-06/30/18	<b>\$150,000</b>	\$137,672.00	\$27,210.50	\$164,882.50	<b>(\$14,882.50)</b>
07/01/18-07/31/18	<b>\$50,000</b>	\$29,249.00	\$7,880.00	\$37,129.00	<b>\$12,871.00</b>
08/01/18-08/31/18	<b>\$50,000</b>	\$38,337.00	\$3,729.00	\$42,066.00	<b>\$7,934.00</b>
09/01/18-09/30/18	<b>\$50,000</b>	\$27,434.50	\$4,569.00	\$32,003.50	<b>\$17,996.50</b>
10/01/18-10/31/18	<b>\$50,000</b>	\$38,450.00	\$3,459.00	\$41,909.00	<b>\$8,091.00</b>
11/01/18-11/30/18	<b>\$50,000</b>	\$5,166.00	\$202.50	\$5,368.50	<b>\$44,631.50</b>
12/01/18-12/31/18	<b>\$50,000</b>	\$11,561.50	\$8,467.50	\$20,029.00	<b>\$29,971.00</b>
01/01/19-01/31/19	<b>\$50,000</b>	\$37,180.50	\$516.00	\$37,696.50	<b>\$12,303.50</b>

<sup>1</sup> As set forth in the *Final Order (I) Approving Debtor-in-Possession Financing Pursuant to 11 U.S.C. §§ 105(a), 362, and 364 and Fed. R. Bankr. P. 2002, 4001 and 9014 and Local Bankruptcy Rule 4001-2*; (II) *Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. §§ 105, 361, 362 and 363 of the Bankruptcy Code*; (III) *Granting Adequate Protection and Super-Priority Administrative Claims*; and (IV) *Granting Related Relief* [Docket No. 189] (the “Final Cash Collateral Order”) and *Order Approving the Stipulation Authorizing the Use of Cash Collateral* [Docket No. 713].

<sup>2</sup> The budget for the Committee to investigate potential claims against the DIP Lenders pursuant to paragraph 42 of the Final Cash Collateral Order.

02/01/19- 02/28/19	<b>\$50,000</b>	\$50,134.50	\$3,868.00	\$54,002.50	<b>(\$4,002.50)</b>
03/01/19- 05/31/19	<b>\$165,000</b>	\$157,901.00	\$17,474.50	\$175,375.50	<b>(\$10,375.50)</b>
<b>Total</b>	<b>\$1,125,000</b>	<b>\$1,152,490.50</b>	<b>\$159,637.00</b>	<b>\$1,312,127.50</b>	<b>(\$172,127.50)<sup>3</sup></b>

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<sup>3</sup> All fees and expenses incurred by Irell throughout this case were approved by the Chair of the Committee.

**EXHIBIT G-1**  
**Summary of Compensation Requested by Project Category**

<b>Project Category</b>	<b>Hours Billed</b>	<b>Fees Sought</b>
Adversary Proceedings and Bankruptcy Court Litigation		
Asset Analysis and Recovery		
Asset Disposition	30.4	\$14,194.50
Assumption/Rejection of Leases and Contracts	7.2	\$2,844.00
Business Operations	13.1	\$6,186.00
Case Administration	8.4	\$2,883.50
Claims Administration and Objections	5.3	\$2,586.50.
Court Hearings	62.6	\$26,511.50
Employee Benefits/Pensions	3.5	\$1,646.00
Employment and Retention Applications - Others	28.1	\$11,252.50
Employment and Retention Applications – Elliott Greenleaf, P.C.	41.1	\$17,269.00
Fee Applications – Others	40.9	\$13,809.50
Fee Objections – Other	1.5	\$330.00
Fee Applications – Elliott Greenleaf, P.C.	53.8	\$18,592.50
Fee Objections – Elliott Greenleaf, P.C.	1.3	\$390.00
Financing/Cash Collateral	39.1	\$17,393.50
Insurance	.5	\$189.00
Meetings of and Communication with Creditors	12.2	\$5,864.50
Non-Working Travel		
Other Contested Matters (excluding assumption/rejection motions)		
Plan and Disclosure Statement (including Business Plan)	11.2	\$5,038.00
Real Estate		
Relief from Stay/Adequate Protection Proceedings	4.7	\$2,128.50
Schedules and Statements	3.8	\$1,781.50
Tax Issues	.5	\$189.00
<b>TOTAL</b>	<b>366.2</b>	<b>\$160,030.50</b>

**EXHIBIT G-2****Summary of Expense Reimbursement Requested by Category**

<b>Category</b>	<b>Amount</b>
Filing Fees (pro hac motions) United States District Court	\$75.00
Photocopies (.10/page)	\$1.50
Meals (hearing preparation)	\$221.50
Delivery Service (Reliable)	\$82.50
Document Retrieval (PACER)	\$100.10
CSC Corporation	\$157.00
<b>TOTAL DISBURSEMENTS</b>	<b>\$637.60</b>

**EXHIBIT H**  
**Summary Cover Sheet of Fee Application**

Name of applicant	Elliott Greenleaf, P.C.
Name of client	Official Committee of Unsecured Creditors
Time period covered by application	March 27, 2018 through May 31, 2019
Total compensation sought this period	\$160,060.50
Total expenses sought this period	\$ 648.50
Petition date	March 12, 2018
Retention date	March 27, 2018
Date of order approving employment	May 15, 2018
Total compensation approved by interim order to date	\$142,162.50
Total expenses approved by interim order to date	\$ 637.60
Total allowed compensation paid to date	\$154,212.00
Total allowed expenses paid to date	\$ 648.50
Blended rate in this application for all attorneys	\$
Blended rate in this application for all timekeepers	\$
Compensation sought in this application pursuant to a monthly compensation but not yet allowed	\$ 5,722.50
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$ 0.00
Number of professionals (attorneys) included in this application	
If applicable, number of professionals in this application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought for this application period	N/A
Number of professionals (attorneys) billing fewer than 15 hours to the case during this period	
Are any rates higher than those approved or disclosed at retention? If yes, calculate the amount of compensation attributable to any rate increase	No



**EXHIBIT I**

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

In re: ) Chapter 11  
)  
OREXIGEN THERAPEUTICS, INC.,<sup>1</sup> ) Case No. 18-10518 (KG)  
)  
Debtor. )

**CERTIFICATION OF COUNSEL**

Eric M. Suttty, pursuant to 28 U.S.C. § 1746, states as follows:

1. I am a shareholder with the applicant law firm Elliott Greenleaf, P.C., co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the bankruptcy case of the above-captioned debtor (the “Debtor”). In accordance with 18 U.S.C. § 155 and the Rules of this Court, I nor any attorney of my firm has entered into any agreement, written or oral, express or implied, with the Debtor, any creditor, or any other party-in-interest, or any attorney of such person, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the Debtor.

2. In accordance with section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm or any attorney thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as my firm may receive from the Debtor herein, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me, or any partner or associate of my firm.

3. I have reviewed the Application and I certify that the Application substantially complies with Rule 2016-2 and the U.S. Trustee Guidelines.

Dated: July 30, 2019

/s/ Eric M. Suttty

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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.