

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

In re:

TRICIDA, INC.,¹

Debtor.

Chapter 11

Case No. 23-10024 (JTD)

**CERTIFICATION OF ADAM J. GORMAN
WITH RESPECT TO THE TABULATION OF VOTES ON THE
THIRD AMENDED CHAPTER 11 PLAN OF LIQUIDATION FOR TRICIDA, INC.**

I, Adam J. Gorman, depose and say under the penalty of perjury:

1. I am a Director of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC (“KCC”), located at 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245. I am over the age of 18 and not a party to these proceedings.

2. James Lee, Vice President of Public Securities Services for KCC, also assisted in the service and tabulation described herein.

3. I submit this certification (the “Voting Certification”) with respect to the solicitation of votes and the tabulation of Ballots cast on the *Third Amended Chapter 11 Plan of Liquidation for Tricida, Inc.* [Docket No. 328] (as may be amended, supplemented, or modified from time to time, the “Plan”). Except as otherwise indicated, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, information supplied to be by the Debtor or its advisors, and my review of relevant documents. I

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 2108 N Street, Suite 4935, Sacramento, CA 95816.



am authorized to submit this Voting Certification on behalf of KCC. If I were called to testify, I could and would testify competently as to the facts set forth herein.

4. The Court authorized the retention of KCC (i) as the claims and noticing agent to the Debtor pursuant to the *Order Authorizing the Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent* [Docket No. 42] entered on January 13, 2023, and (ii) as administrative advisor to the Debtor pursuant to the *Order (I) Authorizing the Retention and Employment of Kurtzman Carson Consultants LLC as Administrative Advisor, Effective as of the Petition Date; and (II) Granting Related Relief* [Docket No. 155] entered on February 6, 2023 (collectively, the “Retention Orders”). The Retention Orders authorize KCC to assist the Debtor with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. KCC and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

A. Service and Transmittal of Solicitation Packages and Related Information

5. On March 27, 2023, the Court entered the *Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation, Voting, and Related Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of Plan, and (V) Granting Related Relief* [Docket No. 327] (the “Solicitation Procedures Order”).² The Solicitation Procedures Order established, among other things, (i) March 24, 2023 as the record date (the “Voting Record Date”) for determining the Holders of Claims and Interests entitled to vote on the Plan, (ii) procedures for the solicitation of votes to accept or reject the Plan (the “Solicitation

² Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Solicitation Procedures Order.

Procedures”) and (iii) procedures for the tabulation of Ballots (the “Tabulation Procedures”). Pursuant to the Plan and the Solicitation Procedures, only Holders of Claims as of the Voting Record Date in Class 3 (Noteholder Claims), Class 4 (Patheon Rejection Claims), Class 5 (General Unsecured Claims) and Class 6 (*De Minimis* Unsecured Claims) (collectively, the “Voting Classes”) were entitled to vote to accept or reject the Plan.

6. KCC worked with the Debtor and its advisors to solicit votes to accept or reject the Plan and to tabulate the ballots of creditors voting to accept or reject the Plan in accordance with the Solicitation Procedures.

7. In accordance with the Solicitation Procedures Order, on March 30, 2023, KCC caused to be served (i) the Confirmation Hearing Notice on the parties listed in the creditor matrix and all other parties entitled to receive such notice pursuant to the Solicitation Procedures Order, (ii) the Solicitation Packages on all Holders of Claims in the Voting Classes entitled to vote as of the Voting Record Date, (iii) the applicable Non-Voting Status Notice in lieu of Solicitation Packages to the holders of Claims and Interests in the following Classes (which were not entitled to vote on the Plan): Class 1 (Other Secured Claims), Class 2 (Other Priority Claims), Class 7 (Section 510(b) Claims), Class 8 (Debtor’s Interests), as well as holders of Claims that are subject to a pending objection. KCC filed the *Certificate of Mailing of Claims Agent re: Solicitation Materials* [Docket No. 356] on April 11, 2023 evidencing the foregoing.

8. On or before March 30, 2023, KCC also posted links to the electronic versions of the solicitation materials, including the Confirmation Hearing Notice, Plan, Disclosure Statement, Solicitation Procedures Order, and Cover Letter to All Holders of Claims Entitled to Vote on the Plan on the public access website at www.kccllc.net/tricida.

9. On April 14, 2023 the Confirmation Hearing Notice was published in *The New York Times (National Edition)* and *San Jose Mercury News*. An affidavit evidencing the publication of the Confirmation Hearing Notice was filed with the Court on May 12, 2023 as Docket No. 458.

10. On April 4, 2023, KCC caused to be served supplemental Solicitation Packages on a Holders of Impaired Non-Voting Claims. KCC filed the *Supplemental Certificate of Mailing of Claims Agent re: Solicitation Materials* [Docket No.385] on April 17, 2023 evidencing the foregoing.

B. Voting and Tabulation Process

11. The Solicitation Procedures Order established March 24, 2023 as the Voting Record Date. Pursuant to the Solicitation Procedures Order, Holders of Claims in Class 3 (Noteholder Claims), Class 4 (Patheon Rejection Claims), Class 5 (General Unsecured Claims) and Class 6 (*De Minimis* Unsecured Claims) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

12. Pursuant to the Solicitation Procedures Order, KCC relied on the Debtor's Schedules of Assets and Liabilities and the Claims information reflected in KCC's CaseView system ("CaseView")³ to identify and solicit Holders of Claims in the Voting Class.

13. KCC also relied on a security position report provided by The Depository Trust Company ("DTC") as of the Voting Record Date to identify the bank and brokerage firms (the "Nominees") that hold Class 3 (Noteholder Claims) on behalf of underlying beneficial owners.

14. For the Class 3 Noteholder Claims, KCC provided Beneficial Owner Ballots to the Nominees appearing on the security position report received from DTC, or the Nominees' agents,

³ CaseView is KCC's claims management database, which stores the records and images associated with all scheduled and filed claims.

for subsequent forwarding to the underlying beneficial owners. KCC also provided a Master Ballot to each Nominee for their use in reporting the results of the underlying Beneficial Owner Ballot.

15. Using the information outlined above, and with specific guidance from Debtor's counsel, KCC created a voting database reflecting the names and addresses, classification and voting amounts of Holders of Claims in the Voting Class. Specifically, using its CaseView system and voting database, KCC generated Ballots for Holders of Claims entitled to vote to accept or reject the Plan.

16. The Solicitation Procedures Order established May 5, 2023 at 4:00 p.m. (prevailing Eastern Time), unless such time was extended by the Debtor, as the deadline by which Ballots for accepting or rejecting the Plan had to be actually received by KCC in order to be counted (the "Voting Deadline").

17. In accordance with the Solicitation Procedures Order, KCC received and tabulated the Ballots as follows: (a) each returned paper Ballot was opened and inspected at KCC's office; (b) paper Ballots were date-stamped and scanned into KCC CaseView; (c) each electronic Ballot was electronically received and processed; and (d) all Ballots received on or before the Voting Deadline were then entered into KCC CaseView and tabulated in accordance with the Voting and Tabulation Procedures.

18. Set forth below is a summary of the voting results with respect to the Voting Classes tabulated on a consolidated basis:

| Total Ballots Received | | | |
|--|--------------------------------------|---------------------------------|-----------------------------------|
| Accept | | Reject | |
| Number (% of Number) | Amount (% of Amount) | Number (% of Number) | Amount (% of Amount) |
| Class 3 – Noteholder Claims | | | |
| 25 <i>(100.00%)</i> | \$156,801,000.00 <i>(100.00%)</i> | 0 <i>(0.00%)</i> | \$0.00 <i>(0.00%)</i> |
| Class 4 – Patheon Rejection Claims | | | |
| 1 <i>(100.00%)</i> | \$85,000,000.00 <i>(100.00%)</i> | 0 <i>(0.00%)</i> | \$0.00 <i>(0.00%)</i> |
| Class 5 – General Unsecured Claims | | | |
| 6 <i>(75.00%)</i> | \$7,390,602.76 <i>(77.15%)</i> | 2 <i>(25.00%)</i> | \$2,188,981.93 <i>(22.85%)</i> |
| Class 6 – De Minimis Unsecured Claims | | | |
| 5 <i>(100.00%)</i> | \$16,824.00 <i>(100.00%)</i> | 0 <i>(0.00%)</i> | \$0.00 <i>(0.00%)</i> |

19. The final tabulation of votes cast by timely and properly completed Ballots received by KCC is attached as **Exhibit A**. The detailed Ballot reports for Class 3, Class 4, Class 5 and Class 6 are attached hereto as **Exhibit A-1**, **Exhibit A-2**, **Exhibit A-3** and **Exhibit A-4** respectively.

20. In addition, in accordance with the Solicitation and Voting Procedures, KCC reviewed and tabulated the elections recorded on the opt-out forms received by the Voting Deadline from holders of Claims or Interests entitled to opt out of the Plan's Third-Party Release. A report of any such holders that checked the opt-out box on their ballots or opt-out forms is attached hereto as **Exhibit B**. For the avoidance of doubt, this Certification does not certify the validity or enforceability of any opt-out elections received and reported on **Exhibit B** hereto, but rather this Certification is providing such information for reporting and informational purposes.

C. Ballots That Were Not Counted

21. Attached as **Exhibit C** is a detailed report of any Ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid Ballot as set forth in the Solicitation Procedures Order for the reasons described therein.

D. Conclusion

22. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true and correct. The Ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: May 16, 2023

/s/ Adam J. Gorman
Adam J. Gorman
Director, Corporate Restructuring Services
Kurtzman Carson Consultants LLC

Exhibit A

Exhibit A
Ballot Tabulation Summary

| Class | Ballots Not Tabulated | Number Voted | Number Accepted | Number Rejected | Total Amount Voted | Amount Accepted | Amount Rejected |
|---------------------------------|------------------------------|---------------------|------------------------|------------------------|---------------------------|-----------------------------|--------------------------|
| 3 - Noteholder Claims | 0 | 25 | 25 100.00% | 0 0.00% | \$156,801,000.00 | \$156,801,000.00 100.00% | \$0.00 0.00% |
| 4 - Patheon Rejection Claim | 0 | 1 | 1 100.00% | 0 0.00% | \$85,000,000.00 | \$85,000,000.00 100.00% | \$0.00 0.00% |
| 5 - General Unsecured Claim | 1 | 8 | 6 75.00% | 2 25.00% | \$9,579,584.69 | \$7,390,602.76 77.15% | \$2,188,981.93 22.85% |
| 6 - De Minimus Unsecured Claims | 2 | 5 | 5 100.00% | 0 0.00% | \$16,824.00 | \$16,824.00 100.00% | \$0.00 0.00% |

Exhibit A-1

Exhibit A-1
Class 3 Ballot Detail
Noteholder Claims

| DTC Part No. | Nominee | Number of Accounts Accepted | Number of Accounts Rejected | Principal Amount Accept | Principal Amount Reject | Number of Accounts Opting Out | Principal Amount Opting Out |
|---------------------|----------------|------------------------------------|------------------------------------|--------------------------------|--------------------------------|--------------------------------------|------------------------------------|
| 0005 | GOLDMAN | 4 | 0 | \$ 12,250,000 | \$ - | 1 | \$ 1,000,000 |
| 0010 | BROWN BROS | 4 | 0 | \$ 11,485,000 | \$ - | 0 | \$ - |
| 0019 | JEFFERIES | 1 | 0 | \$ 26,771,000 | \$ - | 0 | \$ - |
| 0050 | MORGAN LLC | 1 | 0 | \$ 21,051,000 | \$ - | 0 | \$ - |
| 0250 | WELLS FARG | 1 | 0 | \$ 32,000,000 | \$ - | 0 | \$ - |
| 0352 | JPMS/JPMC | 7 | 0 | \$ 7,065,000 | \$ - | 7 | \$ 7,065,000 |
| 0443 | PERSHING | 1 | 0 | \$ 11,500,000 | \$ - | 0 | \$ - |
| 0901 | BANK OF NY | 1 | 0 | \$ 22,179,000 | \$ - | 0 | \$ - |
| 0902 | JPMCBNA | 3 | 0 | \$ 3,670,000 | \$ - | 0 | \$ - |
| 0997 | SSB&T CO | 1 | 0 | \$ 470,000 | \$ - | 0 | \$ - |
| 2147 | BNP/PPBC | 1 | 0 | \$ 8,360,000 | \$ - | 0 | \$ - |
| TOTAL | | 25 | 0 | \$ 156,801,000 | \$ - | 8 | \$ 8,065,000 |

Exhibit A-2

Exhibit A-2
Class 4 Ballot Detail
Patheon Rejection Claims

| Creditor Name | Date Filed | Ballot No. | Voting Amount | Vote | |
|------------------------------|-------------------|-------------------|----------------------|------------------------|----------|
| Patheon Austria GmbH & Co KG | 05/12/2023 | 44 | \$85,000,000.00 | Accept | |
| | | TOTAL: | Accept | \$85,000,000.00 | 1 |
| | | | Reject | \$0.00 | 0 |

Exhibit A-3

Exhibit A-3
Class 5 Ballot Detail
General Unsecured Claims

| Creditor Name | Date Filed | Ballot No. | Voting Amount | Vote |
|---------------------------------------|-------------------|-------------------|-----------------------|-------------|
| George Clinical Pty Limited | 04/27/2023 | 37 | \$1,359,762.99 | Accept |
| GI ETS Shoreline LLC | 05/16/2023 | 46 | \$5,027,075.00 | Accept |
| ICON Plc | 05/05/2023 | 40 | \$2,073,078.79 | Reject |
| Medpace Reference Laboratories, LLC | 05/05/2023 | 41 | \$516,199.07 | Accept |
| Medpace Research, Inc. | 05/05/2023 | 42 | \$360,007.20 | Accept |
| PharmaStat LLC | 04/21/2023 | 32 | \$94,012.50 | Accept |
| TCG Builders, Inc. dba The Core Group | 04/25/2023 | 36 | \$33,546.00 | Accept |
| World Courier, Inc. | 04/10/2023 | 5 | \$115,903.14 | Reject |
| TOTAL: | | Accept | \$7,390,602.76 | 6 |
| | | Reject | \$2,188,981.93 | 2 |

Exhibit A-4

Exhibit A-4
Class 6 Ballot Detail
De Minimus Unsecured Claims

| Creditor Name | Date Filed | Ballot No. | Voting Amount | Vote |
|----------------------------------|-------------------|-------------------|----------------------|-------------|
| Bay Contract Maintenance | 04/04/2023 | 1 | \$320.00 | Accept |
| HealthCheck360 | 04/21/2023 | 33 | \$1,035.00 | Accept |
| i-Red Infrarot Systeme GmbH | 04/11/2023 | 6 | \$5,864.00 | Accept |
| STOUT RISIUS ROSS, LLC | 04/06/2023 | 3 | \$7,500.00 | Accept |
| Van Den Boom and Associates, LLC | 04/04/2023 | 2 | \$2,105.00 | Accept |
| TOTAL: | | Accept | \$16,824.00 | 5 |
| | | Reject | \$0.00 | 0 |

Exhibit B

Exhibit B
Opt-Out Summary

| Class | Creditor Name | Date Filed | Ballot No. | Opt Out of Release |
|--------------|-------------------------------------|-------------------|-------------------|---------------------------|
| 5 | George Clinical Pty Limited | 04/27/2023 | 37 | Yes |
| 5 | ICON Plc | 05/05/2023 | 40 | Yes |
| 6 | i-Red Infrarot Systeme GmbH | 04/11/2023 | 6 | Yes |
| 5 | Medpace Reference Laboratories, LLC | 05/05/2023 | 41 | Yes |
| 5 | Medpace Research, Inc. | 05/05/2023 | 42 | Yes |
| 6 | STOUT RISIUS ROSS, LLC | 04/06/2023 | 3 | Yes |
| 6 | Van Den Boom and Associates, LLC | 04/04/2023 | 2 | Yes |
| 5 | World Courier, Inc. | 04/10/2023 | 5 | Yes |

Exhibit C

Exhibit C
Ballots Excluded from Tabulation

| Class | Creditor Name | Date Filed | Ballot No. | Voting Amount | Vote | Reason Not Tabulated |
|--------------|----------------------|-------------------|-------------------|----------------------|-------------|-----------------------------|
| 6 | Mena Mohareb | 04/06/2023 | 4 | \$1.00 | Abstain | Abstained |
| 6 | Omar Benyoucef | 04/17/2023 | 21 | \$0.00 | Accept | Disputed Claim |
| 5 | William B. Mayer | 04/18/2023 | 27 | \$0.00 | Accept | Disputed Claim |