

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	Chapter 11
Zosano Pharma Corporation, ¹	Case No. 22-10506 (JKS)
Debtor.	Obj. Deadline: October 11, 2022 at 4:00 p.m. Hearing Date: TBD if objection filed

**COVER SHEET FOR:
THIRD MONTHLY FEE APPLICATION OF GREENBERG TRAUIG, LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO DEBTOR AND DEBTOR IN POSSESSION FOR THE
PERIOD FROM AUGUST 1, 2022 THROUGH AND INCLUDING AUGUST 31, 2022**

Name of Applicant: Greenberg Traurig, LLP
Retention Order Entered July 7, 2022,
Nunc Pro Tunc to June 1, 2022

Authorized to Provide Professional Services to: Debtor and debtor in possession

Period for which compensation and Reimbursement is sought: August 1, 2022 – August 31, 2022

Amount of Compensation sought as actual, reasonable and necessary: \$88,623.00
(80% = \$70,898.40)
(20% = \$17,724.60)

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$1,783.20

This is a(n) ___ interim monthly ___ final fee application.

¹ The business address and the last four (4) digits of the Debtor's federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).



SUMMARY OF MONTHLY FEE APPLICATIONS FOR INTERIM FEE PERIOD

Date Filed and Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees (80%)	Expenses (100%)
September 19, 2022 Docket No. 200	June 1, 2022 – June 30, 2022	\$353,667.00	\$1,924.60	n/a	n/a
September 19, 2022 Docket No. 201	July 1, 2022 – July 31, 2022	\$123,303.50	\$1,879.30	n/a	n/a
TOTALS:		\$476,970.50	\$4,705.10		

SUMMARY OF ANY OBJECTIONS TO MONTHLY FEE APPLICATIONS

None.

COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Nigamnarayan Acharya	Shareholder, IP Litigation	\$780	0.50	\$390.00
Karl D. Burrer	Shareholder, Bankruptcy	\$925	0.50	\$462.50
John D. Elrod	Shareholder, Bankruptcy	\$895	48.90	\$43,765.50
Dennis A. Meloro	Shareholder, Bankruptcy	\$1,255	18.00	\$22,590.00
Ari Newman	Shareholder, Bankruptcy	\$925	21.40	\$19,795.00
Danny Duerdoth	Associate, Bankruptcy	\$750	0.20	\$150.00
Brian J. Landau	Associate, Corporate	\$525	2.80	\$1,470.00
Grand Total:			92.30	\$88,623.00
Blended Rate: \$960.16				

COMPENSATION BY PROJECT CATEGORY

Task Code	Project Category	Total Hours	Total Fees
802	Asset Disposition	12.80	\$10,720.00
804	Case Administration	4.00	\$3,997.00
805	Claims Administration and Objections	0.80	\$1,004.00
806	Employee Benefits / Pensions	1.10	\$1,017.50
807	Stay Relief	0.30	\$277.50
812	Plan & Disclosure Statement	28.80	\$28,720.00
813	Fee/Employment Applications	1.70	\$1,836.50
832	Creditor Inquiries	1.20	\$1,110.00
833	Court Hearings	2.80	\$3,514.00
834	General Corporate	1.40	\$1,222.50
835	Leases and Executory Contracts	6.40	\$6,349.00
838	Sale of Property	30.00	\$27,930.00
851	Compliance with U.S. Trustee Guidelines	1.00	\$925.00

Grand Total:	92.30	\$88,623.00
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EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Filing Fees	Wright Express Financial Services; ECF	\$1,738.00
Service Company Charges	Reliable Copy Service	\$45.20
TOTALS:		\$1,783.20

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**Obj. Deadline: October 11, 2022 at 4:00 p.m.
Hearing Date: TBD if objection filed**

**THIRD MONTHLY FEE APPLICATION OF GREENBERG TRAURIG, LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO DEBTOR AND DEBTOR IN POSSESSION FOR THE
PERIOD FROM AUGUST 1, 2022 THROUGH AND INCLUDING AUGUST 31, 2022**

Greenberg Traurig, LLP (“**Greenberg Traurig**”), counsel to the above-captioned debtor and debtor in possession (the “**Debtor**”), hereby submits its third monthly application (the “**Application**”) for compensation and reimbursement of expenses for the period from August 1, 2022 through and including August 31, 2022 (the “**Application Period**”) pursuant to sections 330 and 331 of title 11 of the United States Code §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and this Court’s *Order Establishing Procedures for Monthly, Interim, and Final Compensation and Reimbursement of Expenses of Professionals Retained in this Chapter 11 Case* [Docket No. 100] (the “**Interim Compensation Order**”).

By this Application, Greenberg Traurig seeks a monthly interim approval and allowance of compensation in the amount of \$88,623.00 and reimbursement of actual expenses in the amount of \$1,783.20, for an aggregate total of \$90,406.20 in accordance with the Interim Compensation Order. Greenberg Traurig hereby seeks payment of \$70,898.40 (80% of the

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

allowed fees) and reimbursement of \$1,783.20 (100% of allowed expenses), for an aggregate total payment of \$72,681.60 for the Application Period upon the filing of a certificate of no objection. In support of the Application, Greenberg Traurig respectfully represents as follows:

Background

1. On June 1, 2022 (the “**Petition Date**”), the Debtor commenced this case (the “**Chapter 11 Case**”) by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. The Debtor has continued in possession of its property and is operating and managing its business as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. No request has been made for the appointment of a trustee or examiner and no committee has been appointed. On June 22, 2022, Patheon Manufacturing Services filed the *Motion of Patheon Manufacturing Services LLC to Convert Chapter 11 Case to Chapter 7* [Docket No. 65], which motion has been adjourned.

4. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. § 1408. This matter is core within the meaning of 28 U.S.C. § 157(b)(2).

5. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2.

6. On July 1, 2022, this Court entered an order authorizing the employment and retention of Greenberg Traurig as counsel to the Debtor in this Chapter 11 Case effective as of June 1, 2022 [Docket No. 122].

Summary of Services Rendered

7. This Application is the third monthly fee application filed by Greenberg Traurig in this Chapter 11 Case. In connection with the professional services described below, by this Application, Greenberg Traurig seeks interim approval and allowance of compensation in the amount of \$88,623.00 for the Application Period and reimbursement of actual and necessary expenses in the amount of \$1,783.20 for the Application Period, and payment of \$70,898.40 (80% of the allowed fees) and reimbursement of \$1,783.20 (100% of allowed expenses), for an aggregate total payment of \$72,681.60 for the Application Period upon the filing of a certificate of no objection.

8. The majority of services rendered by Greenberg Traurig during the Application Period as counsel to the Debtor are summarized below. Each of the following is set forth in the invoice attached hereto as **Exhibit “A”**: (i) a description of the professional or paraprofessional performing the services; (ii) the date the services were performed; (iii) a detailed description of the nature of the services and the related time expended; and (iv) a summary of the fees and hours of each professional and other timekeepers listed by project category (which applicable categories are set forth below). Specifically, Greenberg Traurig rendered the following services during the Application Period as counsel to the Debtor:

a) Asset Disposition (802)

Fees: \$10,720.00 Hours: 12.80

This category includes services relating to the Debtor’s sale process, including revisions to the asset purchase agreement, negotiations regarding same, preparation of ancillary sale documents, and related communications.

b) Case Administration (804)

Fees: \$3,997.00 Hours: 4.00

This category includes services relating to the general administration of this Chapter 11 Case, including maintenance of a case calendar, review of pleadings, reporting requirements, and communications with the Debtor and parties in interest.

c) Claims Administration and Objections (805)

Fees: \$1,004.00 Hours: 0.80

This category includes services relating to drafting letter of credit stipulation and order with Silicon Valley Bank, and certification.

d) Employee Benefits/Pensions (806)

Fees: \$1,017.50 Hours: 1.10

This category includes services relating to the post-closing employee benefits issues and drafting resolution.

e) Stay Relief (807)

Fees: \$277.50 Hours: 0.30

This category includes services relating to drafting and negotiating a stay relief and setoff stipulation with Silicon Valley Bank.

f) Plan & Disclosure Statement (812)

Fees: \$28,720.00 Hours: 28.80

This category includes services relating to drafting a plan and disclosure statement, related exhibits and motion to approve solicitation procedures, and related discussions regarding the plan.

g) Fee/Employment Applications (813)

Fees: \$1,836.50 Hours: 1.70

This category includes services relating to drafting and filing retention applications for the Debtor's professionals, and communications regarding same and fee applications.

h) Creditor Inquiries (832)

Fees: \$1,110.00 Hours: 1.20

This category includes services relating to communications with a creditor and drafting letter to California Environmental Protection Agency.

i) Court Hearings (833)

Fees: \$3,514.00 Hours: 2.80

This category includes services relating to preparing for and attending hearings on behalf of the Debtor, drafting notices of hearing and hearing agendas, and communications with chambers.

j) General Corporate Matters (834)

Fees: \$1,222.50 Hours: 1.40

This category includes services relating to general corporate matters, including review of bylaws, drafting a resolution, and attention to a governance issue.

k) Leases and Executory Contracts (835)

Fees: \$6,349.00 Hours: 6.40

This category includes services relating to drafting omnibus rejection motion and related documents, and communications with Landlord's counsel regarding the lease.

l) Sale of Property (838)

Fees: \$27,930.00 Hours: 30.00

This category includes services relating to drafting revised sale order, drafting sale closing documents, negotiations and communications regarding same, and addressing sale issues.

m) Compliance with U.S. Trustee Guidelines (851)

Fees: \$925.00 Hours: 1.00

This category includes services relating to the preparation, review and submission of requested documents.

Summary of Expenses

9. During the Application Period, Greenberg Traurig incurred or disbursed actual and necessary costs and expenses related to this case in the aggregate amount of \$1,783.20. The expenses incurred include, among other things, research charges, filing fees, and service charges. A detailed description of the necessary costs and expenses incurred by Greenberg Traurig is attached hereto as **Exhibit “B”**.

10. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure, Greenberg Traurig represents as follows with regard to its charges for actual and necessary costs and expenses incurred during the Application Period:

a. Copy Charges are \$.10 per page, which charge is reasonable and customary in the legal industry and represents the costs of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of related expenditures. In addition, Greenberg Traurig often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable;

b. Incoming facsimiles are not billed;

c. Out-going facsimiles are billed at the rate of \$0.25 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines,

supplies and equipment, and includes a margin for recovery of related expenditures;

- d. Toll telephone charges are not billed; and
- e. Computer assisted legal research charges are billed at actual costs.

Valuation of Services

11. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amounts requested herein for compensation and expense reimbursement are fair and reasonable given (a) the complexity of these cases, (b) the time expended by the attorneys and paraprofessionals at Greenberg Traurig, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

12. Greenberg Traurig hereby certifies (i) that it has reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures and (ii) that this Application complies with such rule.

13. Greenberg Traurig has provided a copy of this Application to the Debtor, the United States Trustee, and all parties required to be given notice as set forth in Paragraph 2(a) of the Interim Compensation Order.

Sources of Payment

14. As stated above, Greenberg Traurig hereby seeks payment of \$70,898.40 (80% of the allowed fees) and reimbursement of \$1,783.20 (100% of allowed expenses), for an aggregate total payment of \$72,681.60 for the Application Period upon the filing of a certificate of no objection.

Conclusion

WHEREFORE, Greenberg Traurig respectfully requests (a) that the Court approve and allow compensation in the amount of \$88,623.00 for professional services rendered (80%, or \$70,898.40, of which is to be paid upon the filing of a certificate of no objection), and reimbursement of expenses in the amount of \$1,783.20 (100% of which is to be paid upon the filing of a certificate of no objection) for the Application Period on an interim basis; and (b) that the Court authorize and direct the Debtor to pay Greenberg Traurig the amounts due and owing hereunder in accordance with the Interim Compensation Order.

Dated: September 19, 2022

GREENBERG TRAUIG, LLP

/s/ Dennis A. Meloro

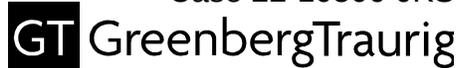
Dennis A. Meloro (DE Bar No. 4435)
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: melorod@gtlaw.com

-and-

John D. Elrod (Admitted *pro hac vice*)
Terminus 200
3333 Piedmont Road NE, Suite 2500
Atlanta, Georgia 30305
Telephone: (678) 553-2100
Facsimile: (678) 553-2212
Email: elrodj@gtlaw.com

*Counsel for the Debtor
and Debtor-in-Possession*

EXHIBIT A



Invoice No. : 1000080256
 File No. : 208091.010300
 Bill Date : September 12, 2022

Zosano Pharma Corporation
 34790 Ardentech Court
 Fremont, CA 94555

Attn: Steven Lo
 President and CEO

INVOICE

Re: Restructuring

Legal Services through August 31, 2022:

ASSET DISPOSITION:	\$	10,720.00
CASE ADMINISTRATION:	\$	3,997.00
CLAIMS ADMINISTRATION & OBJECTIONS:	\$	1,004.00
EMPLOYEE BENEFITS/PENSIONS:	\$	1,017.50
STAY RELIEF:	\$	277.50
PLAN & DISCLOSURE STATEMENT:	\$	28,720.00
FEE/EMPLOYMENT APPLICATIONS:	\$	1,836.50
CREDITOR INQUIRIES:	\$	1,110.00
COURT HEARINGS:	\$	3,514.00
GENERAL CORPORATE MATTERS:	\$	1,222.50
LEASES AND EXECUTORY CONTRACTS:	\$	6,349.00
SALE OF PROPERTY:	\$	27,930.00
COMPLIANCE WITH U.S. TRUSTEE GUIDELINES:	\$	925.00
Total Fees:	\$	88,623.00

JDE:SC

Tax ID: 13-3613083



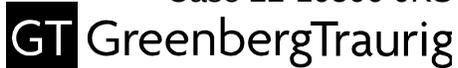
Invoice No. : 1000080256
File No. : 208091.010300

Expenses:

Court Fees	1,738.00	
Messenger/Courier Services	45.20	
Total Expenses:		\$ 1,783.20
Current Invoice:		\$ 90,406.20
Previous Balance (see attached statement):		\$ 480,675.60
Total Amount Due:		\$ 571,081.80

JDE:SC

Tax ID: 13-3613083



Invoice No. : 1000080256
File No. : 208091.010300

Note: Payment is Due 30 Days from Date of Invoice

***FOR YOUR CONVENIENCE,
PAYMENT INSTRUCTIONS FOR GT FIRM ACCOUNT
FOR FEES & COSTS ARE AS FOLLOWS:***

For Wire Instructions:

Bank: WELLS FARGO BANK
ABA #: 121000248

For ACH Instructions:

Bank: WELLS FARGO BANK
ABA#: 063107513

CREDIT TO: GREENBERG TRAURIG DEPOSITORY ACCOUNT
ACCOUNT #: 2000014648663

PLEASE

**REFERENCE: CLIENT NAME: ZOSANO PHARMA CORPORATION
FILE NUMBER: 208091.010300
INVOICE NUMBER: 1000080256*
BILLING
PROFESSIONAL: John D. Elrod**

IF YOU WISH TO PAY BY CHECK PLEASE REMIT TO THE ADDRESS BELOW:

**Greenberg Traurig
PO Box 936769
ATLANTA GA 31193-6769**

Wire fees may be assessed by your bank.

*** If paying more than one invoice, please reference all invoice numbers in wiring instructions.**

JDE:SC

Tax ID: 13-3613083



Invoice No. : 1000080256
 File No. : 208091.010300

Account Statement

<u>Date</u>	<u>Invoice #</u>	<u>Fees Due</u>	<u>Expenses Due</u>	<u>Other Due</u>	<u>Total Due</u>
08/01/22	1000062172	353,667.00	1,924.60	0.00	355,591.60
08/22/22	1000062165	122,303.50	2,780.50	0.00	125,084.00
	Totals:	\$ 475,970.50	\$ 4,705.10	\$ 0.00	\$ 480,675.60

JDE:SC

Tax ID: 13-3613083

Invoice No.: 1000080256
 Matter No.: 208091.010300

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Description of Professional Services Rendered:

TASK CODE: 802 ASSET DISPOSITION

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/02/22	Ari Newman	Review revisions to APA from buyer (.7); correspondence with GT team and client regarding APA revisions and sale issues (.9); analysis of APA mechanics and closing matters (.7); call with client regarding APA comments and sale queries (.5); revise APA to address client issues and changes circumstances (1.3)	4.10	3,792.50
08/03/22	Ari Newman	Negotiate final form of APA with buyer's counsel (.9); correspondence with client regarding finalizing APA (.3); correspondence with buyer's counsel regarding sale and insurance transfer issues (.6)	1.80	1,665.00
08/04/22	Brian J. Landau	Correspond with J. Elrod regarding ancillary documents; analyze asset purchase agreement regarding required deliverables	0.30	157.50
08/04/22	Ari Newman	Correspondence with GT team regarding sale documents (.2); review sale related filings (.2)	0.40	370.00
08/05/22	Brian J. Landau	Research USPTO database to determine applicable trademarks and patents; draft and revise intellectual property assignment, along with patent assignment and trademark assignment attached thereto; draft and revise bill of sale; draft and revise FIRPTA certificate	2.50	1,312.50
08/05/22	Ari Newman	Call with B. Landau regarding ancillary sale documents (.1); correspondence regarding sale status and insurance transition (.2)	0.30	277.50
08/08/22	Ari Newman	Attend sale hearing (.8); review ancillary sale documents and revised sale order, and correspondence with GT team regarding same (.7); correspondence with client regarding post-sale follow up questions (.2)	1.70	1,572.50
08/09/22	Ari Newman	Call with C. Matthews regarding post-sale issues and next steps	1.00	925.00
08/10/22	Ari Newman	Correspondence regarding Disclosure Schedule and related sale issues	0.20	185.00
08/11/22	Ari Newman	Correspondence with client regarding sale closing related issues	0.20	185.00
08/15/22	Ari Newman	Correspondence with client regarding sale closing and related updates	0.30	277.50

Invoice No.: 1000080256
 Matter No.: 208091.010300

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Description of Professional Services Rendered

Total Hours: 12.80
 Total Amount: \$ 10,720.00

TIMEKEEPER SUMMARY FOR TASK CODE 802.

ASSET DISPOSITION

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Ari Newman	10.00	925.00	9,250.00
Brian J. Landau	2.80	525.00	1,470.00
Totals:	12.80	837.50	\$ 10,720.00

Invoice No.: 1000080256
 Matter No.: 208091.010300

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Description of Professional Services Rendered

TASK CODE: 804 CASE ADMINISTRATION

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/08/22	Karl D. Burrer	Review docket and materials related to sale and other contested matters	0.30	277.50
08/17/22	Ari Newman	Call with J. Elrod regarding case admin matters and next steps	0.20	185.00
08/22/22	John D. Elrod	Review of MOR for filing (.2); communication with counsel for BMP regarding contract rejection issues (.2); attention to contract rejection motion issues (.2); attention to LOC issues (.2)	0.80	716.00
08/22/22	Dennis A. Meloro	Review, compile, file July MOR	0.50	627.50
08/26/22	John D. Elrod	Communication with S. Lo regarding plan effective date and personnel issues	0.50	447.50
08/26/22	Ari Newman	Correspondence regarding continued case administration and duties	0.20	185.00
08/29/22	John D. Elrod	Communication with client regarding claims trading issues (.3); communication with client regarding case succession issues (.3)	0.60	537.00
08/30/22	John D. Elrod	Communication with client regarding transition issues	0.30	268.50
08/30/22	Dennis A. Meloro	Review, file motion to waive equity list, consolidate creditor matrix/list, redact personally identifiable information	0.60	753.00
Total Hours:			4.00	
Total Amount:				\$ 3,997.00

TIMEKEEPER SUMMARY FOR TASK CODE 804,

CASE ADMINISTRATION

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Karl D. Burrer	0.30	925.00	277.50
John D. Elrod	2.20	895.00	1,969.00
Dennis A. Meloro	1.10	1,255.00	1,380.50
Ari Newman	0.40	925.00	370.00
Totals:	4.00	999.25	\$ 3,997.00

Invoice No.: 1000080256
 Matter No.: 208091.010300

Description of Professional Services Rendered

TASK CODE: 805 CLAIMS ADMINISTRATION & OBJECTIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/24/22	Dennis A. Meloro	Review, revise letter of credit stipulation and order with SVB, draft certification	0.80	1,004.00
Total Hours:			0.80	
Total Amount:				\$ 1,004.00

TIMEKEEPER SUMMARY FOR TASK CODE 805.

CLAIMS ADMINISTRATION & OBJECTIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Dennis A. Meloro	0.80	1,255.00	1,004.00
Totals:	0.80	1,255.00	\$ 1,004.00

Invoice No.: 1000080256
 Matter No.: 208091.010300

Description of Professional Services Rendered

TASK CODE: 806 EMPLOYEE BENEFITS/PENSIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/15/22	Ari Newman	Correspondence with client regarding PBGC matters	0.10	92.50
08/29/22	Ari Newman	Attention to post-closing employee benefit issues (.4); draft resolution to address employee benefit issues (.6)	1.00	925.00
Total Hours:			1.10	
Total Amount:				\$ 1,017.50

TIMEKEEPER SUMMARY FOR TASK CODE 806,

EMPLOYEE BENEFITS/PENSIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Ari Newman	1.10	925.00	1,017.50
Totals:	1.10	925.00	\$ 1,017.50

Invoice No.: 1000080256
 Matter No.: 208091.010300

Description of Professional Services Rendered

TASK CODE: 807 STAY RELIEF

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/22/22	Ari Newman	Correspondence regarding stay relief stip	0.10	92.50
08/25/22	Ari Newman	Correspondence regarding Stay Relief Stip	0.20	185.00
Total Hours:			0.30	
Total Amount:				\$ 277.50

TIMEKEEPER SUMMARY FOR TASK CODE 807,

STAY RELIEF

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Ari Newman	0.30	925.00	277.50
Totals:	0.30	925.00	\$ 277.50

Invoice No.: 1000080256
 Matter No.: 208091.010300

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Description of Professional Services Rendered

TASK CODE: 812 PLAN & DISCLOSURE STATEMENT

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/06/22	Dennis A. Meloro	Review updated draft plan	1.10	1,380.50
08/07/22	John D. Elrod	Draft disclosure statement	2.20	1,969.00
08/08/22	Karl D. Burren	Conference with J. Elrod regarding status of liquidation analysis and plan	0.20	185.00
08/11/22	Danny Duerdoth	Confer with A. Shamsi (SCP) regarding developing liquidation analysis	0.20	150.00
08/15/22	John D. Elrod	Conference call with Sierra regarding liquidation analysis (.7); revised trust agreement (.4)	1.10	984.50
08/16/22	John D. Elrod	Revise liquidation analysis and communication with SCP regarding same	0.70	626.50
08/17/22	John D. Elrod	Revise chapter 11 plan and disclosure statement	6.30	5,638.50
08/18/22	John D. Elrod	Finalize plan and disclosure statement (4.7); draft unanimous written consent regarding plan and disclosure statement (.4)	5.10	4,564.50
08/24/22	Dennis A. Meloro	Review, analysis of liquidation analysis, plan, and disclosure statement for filing	1.00	1,255.00
08/25/22	Dennis A. Meloro	Review, revise, file liquidating plan	0.80	1,004.00
08/25/22	Dennis A. Meloro	Email with J. Elrod regarding service of plan and disclosure statement	0.10	125.50
08/25/22	Dennis A. Meloro	Review, revise, file disclosure statement	1.40	1,757.00
08/25/22	Dennis A. Meloro	Email with KCC regarding service of plan and disclosure statement	0.10	125.50
08/28/22	John D. Elrod	Draft plan solicitation motion	1.10	984.50
08/29/22	John D. Elrod	Draft motion to approve disclosure statement	3.20	2,864.00
08/29/22	Dennis A. Meloro	Email to chambers regarding disclosure statement hearing	0.10	125.50
08/29/22	Dennis A. Meloro	Review draft motion to approve disclosure statement and solicitation procedures, including exhibits	0.70	878.50
08/29/22	Ari Newman	Call with client regarding confirmation and related steps	0.50	462.50
08/30/22	Dennis A. Meloro	Emails with chambers, J. Elrod regarding disclosure statement hearing date	0.10	125.50
08/31/22	Dennis A. Meloro	Review/revise motion to approve disclosure statement and solicitation procedures, including exhibits	2.00	2,510.00
08/31/22	Dennis A. Meloro	Review, file updated motion to approve disclosure statement and plan solicitation procedures (.7); emails with KCC, J. Elrod regarding service (.1)	0.80	1,004.00

Total Hours: 28.80

Total Amount: \$ 28,720.00

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Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 812.

PLAN & DISCLOSURE STATEMENT

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Karl D. Burrer	0.20	925.00	185.00
John D. Elrod	19.70	895.00	17,631.50
Dennis A. Meloro	8.20	1,255.00	10,291.00
Ari Newman	0.50	925.00	462.50
Danny Duerdoth	0.20	750.00	150.00
Totals:	28.80	997.22	\$ 28,720.00

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Description of Professional Services Rendered

TASK CODE: 813 FEE/EMPLOYMENT APPLICATIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/16/22	Ari Newman	Correspondence with client regarding KCC invoices	0.10	92.50
08/25/22	Ari Newman	Correspondence with client regarding OCP issues	0.20	185.00
08/29/22	Ari Newman	Consideration of OCP declaration	0.10	92.50
08/30/22	Dennis A. Meloro	Review, file Stretto retention	0.80	1,004.00
08/31/22	Ari Newman	Correspondence with client regarding Fee Applications and outstanding invoices (.3); call with D. Meloro regarding fee applications (.2)	0.50	462.50
			<hr/>	
			Total Hours:	1.70
			Total Amount:	\$ 1,836.50

TIMEKEEPER SUMMARY FOR TASK CODE 813.

FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Dennis A. Meloro	0.80	1,255.00	1,004.00
Ari Newman	0.90	925.00	832.50
Totals:	1.70	1,080.29	\$ 1,836.50

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Description of Professional Services Rendered

TASK CODE: 832 CREDITOR INQUIRIES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/23/22	Ari Newman	Correspondence with client regarding creditor inquiry	0.10	92.50
08/24/22	Ari Newman	Respond to creditor inquiries	0.10	92.50
08/29/22	Ari Newman	Draft letter to California EPA in response to their letter (.9); correspondence with client regarding letter (.1)	1.00	925.00
Total Hours:			1.20	
Total Amount:				\$ 1,110.00

TIMEKEEPER SUMMARY FOR TASK CODE 832.

CREDITOR INQUIRIES

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Ari Newman	1.20	925.00	1,110.00
Totals:	1.20	925.00	\$ 1,110.00

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Description of Professional Services Rendered

TASK CODE: 833 COURT HEARINGS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/01/22	Dennis A. Meloro	Email with chambers regarding sale hearing date	0.10	125.50
08/02/22	Dennis A. Meloro	Preparation of August 8 hearing agenda	0.20	251.00
08/03/22	Dennis A. Meloro	Draft 8/8 hearing agenda	0.40	502.00
08/04/22	Dennis A. Meloro	Revise, file 8/8 hearing agenda (.3); email with chambers regarding same (.1); email regarding binder production/delivery (Reliable) (.1)	0.50	627.50
08/04/22	Dennis A. Meloro	File 8/8 agenda	0.10	125.50
08/08/22	Dennis A. Meloro	Prepare for (.5) and attend (.8) 8/8 sale hearing	1.30	1,631.50
08/19/22	Dennis A. Meloro	Email with chambers regarding omnibus hearing date	0.10	125.50
08/22/22	Dennis A. Meloro	Email with chambers regarding hearing date	0.10	125.50
			<hr/>	
			Total Hours:	2.80
			Total Amount:	\$ 3,514.00

TIMEKEEPER SUMMARY FOR TASK CODE 833.

COURT HEARINGS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Dennis A. Meloro	2.80	1,255.00	3,514.00
Totals:	2.80	1,255.00	\$ 3,514.00

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Description of Professional Services Rendered

TASK CODE: 834 GENERAL CORPORATE MATTERS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/11/22	Nigamnarayan Acharya	Analyze IP agreements and assignments, conference call with associate regarding agreements, and provide brief comments regarding same	0.50	390.00
08/30/22	Ari Newman	Review by-laws and certificate of incorporation in connection with corporate governance issue	0.30	277.50
08/31/22	Ari Newman	Review and revise board resolutions (.5); correspondence with client regarding finalizing resolution (.1)	0.60	555.00
			<hr/>	
			Total Hours:	1.40
			Total Amount:	\$ 1,222.50

TIMEKEEPER SUMMARY FOR TASK CODE 834,

GENERAL CORPORATE MATTERS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Nigamnarayan Acharya	0.50	780.00	390.00
Ari Newman	0.90	925.00	832.50
Totals:	1.40	873.21	\$ 1,222.50

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Description of Professional Services Rendered

TASK CODE: 835 LEASES AND EXECUTORY CONTRACTS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/02/22	Ari Newman	Draft and revise omnibus rejection motion and related documents (1.0);	1.50	1,387.50
		correspondence with client and GT team regarding contract rejection issues (.5)		
08/05/22	Ari Newman	Revise omnibus lease rejection motion (.6);	0.80	740.00
		correspondence regarding lease rejection motion (.2)		
08/12/22	Ari Newman	Call with Landlord's counsel regarding lease status (.2);	0.30	277.50
		correspondence with client regarding lease issues (.1)		
08/15/22	Ari Newman	Call with landlord's counsel regarding lease	0.20	185.00
08/17/22	Dennis A. Meloro	Review and comment on omnibus rejection motion	0.80	1,004.00
08/17/22	Ari Newman	Draft and revise Omnibus Rejection Motion in light of sale and other developments	1.30	1,202.50
08/18/22	Ari Newman	Review comments to rejection motion (.2);	0.70	647.50
		revise rejection motion (.3);		
		correspondence regarding rejection motion (.2)		
08/19/22	Dennis A. Meloro	Review updated draft of omnibus rejection motion	0.20	251.00
08/19/22	Ari Newman	Correspondence regarding finalizing and filing rejection motion	0.30	277.50
08/22/22	Dennis A. Meloro	Review omnibus rejection motion for filing (.2); email with KCC for service (.1)	0.30	376.50
Total Hours:			6.40	
Total Amount:				\$ 6,349.00

TIMEKEEPER SUMMARY FOR TASK CODE 835.

LEASES AND EXECUTORY CONTRACTS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Dennis A. Meloro	1.30	1,255.00	1,631.50
Ari Newman	5.10	925.00	4,717.50
Totals:	6.40	992.03	\$ 6,349.00

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Description of Professional Services Rendered

TASK CODE: 838 SALE OF PROPERTY

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/01/22	Dennis A. Meloro	Emails with J. Elrod, A. Newman regarding sale hearing	0.10	125.50
08/02/22	John D. Elrod	Attention to sale issues and communication with client and Emergex's counsel regarding same	1.50	1,342.50
08/02/22	Dennis A. Meloro	Review various revisions to Emergex APA	0.20	251.00
08/03/22	John D. Elrod	Communication with counsel for Emergex regarding sale issues (.6); attention to sale closing issues (1.3)	1.90	1,700.50
08/03/22	Dennis A. Meloro	Revise, file Perkins declaration in support of sale (.2); email with SCP regarding same (.1)	0.30	376.50
08/03/22	Dennis A. Meloro	Draft notice of revised proposed sale order	0.10	125.50
08/04/22	John D. Elrod	Communication with client and Emergex regarding various sale issues (.5) revised sale order (.5); attention to various sale issues (1.1)	2.10	1,879.50
08/04/22	Dennis A. Meloro	Call with J. Elrod regarding sale hearing	0.20	251.00
08/04/22	Dennis A. Meloro	Draft notice of filing APA as exhibit to sale order (.1); review APA (.3)	0.40	502.00
08/04/22	Dennis A. Meloro	File sale documents	0.20	251.00
08/05/22	John D. Elrod	Attention to sale closing matters and various communications with buyer regarding same	5.60	5,012.00
08/05/22	Dennis A. Meloro	Call with A. Newman regarding sale and contracts	0.20	251.00
08/08/22	John D. Elrod	Prepare for and attend sale hearing and communication with client and Sierra regarding same (4.3); revise sale order (.3); review and revised ancillary sale documents (.4)	5.00	4,475.00
08/08/22	Dennis A. Meloro	Draft certification, prepare sale order and blackline for filing (.3); review revised proposed sale order (.4); email with chambers (.1); emails with parties regarding same (.2)	1.00	1,255.00
08/09/22	John D. Elrod	Call with Emergex and business team (.8); follow up communication with client regarding same (.4); communication with Emergex's counsel regarding case issues (.4)	1.60	1,432.00
08/10/22	John D. Elrod	Attention to APA disclosure schedule and post-closing items	3.00	2,685.00
08/11/22	John D. Elrod	Review and revised sale closing documents and communication with Emergex's counsel regarding same (3.6); communication with Emergex's counsel	3.90	3,490.50

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Description of Professional Services Rendered

		regarding Patheon's request for a nondisclosure agreement and review of same (.3)		
08/15/22	John D. Elrod	Attention to sale closing issues (1.1); communication with Emergex's counsel and client regarding same (.5)	1.60	1,432.00
08/16/22	John D. Elrod	Attention to post-closing issues	0.50	447.50
08/17/22	John D. Elrod	Draft sale notice	0.30	268.50
08/17/22	Dennis A. Meloro	Review notice of Emergex sale closing	0.20	251.00
08/17/22	Dennis A. Meloro	Review, file notice of sale closing	0.10	125.50
				<hr/>
		Total Hours:	30.00	
			Total Amount:	\$ 27,930.00

TIMEKEEPER SUMMARY FOR TASK CODE 838.

SALE OF PROPERTY

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
John D. Elrod	27.00	895.00	24,165.00
Dennis A. Meloro	3.00	1,255.00	3,765.00
Totals:	30.00	931.00	\$ 27,930.00

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Description of Professional Services Rendered

TASK CODE: 851 COMPLIANCE WITH U.S. TRUSTEE GUIDELINES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
08/17/22	Ari Newman	Call with client July MOR and related issues	0.50	462.50
08/22/22	Ari Newman	Review MOR (.4); correspondence with client and GT team regarding finalizing MOR (.1)	0.50	462.50
Total Hours:			1.00	
Total Amount:				\$ 925.00

TIMEKEEPER SUMMARY FOR TASK CODE 851,

COMPLIANCE WITH U.S. TRUSTEE GUIDELINES

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Ari Newman	1.00	925.00	925.00
Totals:	1.00	925.00	\$ 925.00

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Description of Professional Services Rendered

TIMEKEEPER ACTIVITY GRAND TOTAL SUMMARY

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Nigamnarayan Acharya	0.50	780.00	390.00
Karl D. Burrer	0.50	925.00	462.50
John D. Elrod	48.90	895.00	43,765.50
Dennis A. Meloro	18.00	1,255.00	22,590.00
Ari Newman	21.40	925.00	19,795.00
Danny Duerdoth	0.20	750.00	150.00
Brian J. Landau	2.80	525.00	1,470.00
Totals:	92.30	960.16	\$ 88,623.00

EXHIBIT B

Invoice No.: 1000080256
 Re: Restructuring
 Matter No.: 208091.010300

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Description of Expenses Billed:

<u>DATE</u>	<u>DESCRIPTION</u>		<u>AMOUNT</u>
06/01/22	VENDOR: Giannini, Cynthia INVOICE#: 5177178708241310 DATE: 8/24/2022 Court Costs; 06/01/22 - COURTS/USBC-DE-I---DELAWARE BANKRUPTCY COURT; Merchant: COURTS/USBC-DE-I	\$	1,738.00
08/09/22	VENDOR: Reliable Copy Ser/ Reliable Court report INVOICE#: WL10654 DATE: 8/9/2022 Printing, compilation of Bankruptcy Binder and delivery to Judge Silverstein. CM 20891.010300	\$	45.20
		Total Expenses:	\$ 1,783.20

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**Obj. Deadline: October 11, 2022 at 4:00 p.m.
Hearing Date: TBD if objection filed**

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that the Greenberg Traurig, LLP, counsel to the above-captioned debtor and debtor in possession (the “**Debtor**”), filed the *Third Monthly Fee Application of Greenberg Traurig, LLP for Compensation and Reimbursement of Expenses as Counsel to the Debtor and Debtor in Possession for the Period from August 1, 2022 through August 31, 2022* (the “**Application**”), with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that any response or objection to the Application must be filed with the Court on, or prior to, **October 11, 2022 at 4:00 p.m. (prevailing Eastern Time)** and served upon: (i) the Debtor, Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (Attn: Steven Lo); (ii) counsel for the Debtor, Greenberg Traurig, LLP (Attn: Dennis A. Meloro (melorod@gtlaw.com), John D. Elrod (elrodj@gtlaw.com), and Ari Newman (newmanar@gtlaw.com)); and (iii) the United States Trustee for the District of Delaware, 844 N. King Street, Room 2207, Wilmington, Delaware, Attn: Joseph F. Cudia (joseph.cudia@usdoj.gov) (collectively, the “**Notice Parties**”).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR THE MONTHLY, INTERIM, AND FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS RETAINED IN THIS CHAPTER 11 CASE [DOCKET NO. 100], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DEBTOR WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).

ABOVE PROCEDURES, WILL A HEARING BE HELD ON THE APPLICATION BEFORE THE HONORABLE J. KATE STICKLES AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.

Dated: September 19, 2022

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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-and-

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*Counsel for the Debtor
and Debtor-in-Possession*