

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

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF ORDER APPROVING
STIPULATION WITH RESOURCES CONNECTION LLC, DBA RESOURCES
GLOBAL PROFESSIONALS REGARDING SETOFF OF PREPETITION CLAIMS**

The undersigned counsel to SierraConstellation Partners, LLC, acting as Liquidating Trustee on behalf of the above-captioned debtor and debtor-in-possession (the “**Debtor**”) hereby certifies that:

1. On June 1, 2022 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).
2. The Debtor engaged Resources Connection LLC, dba Resources Global Professionals (“**Resources**”), a provider of accounting services, prior to the Petition Date.
3. Resources is currently holding a retainer (the “**Retainer**”) paid by the Debtor prior to the Petition Date in the amount of \$15,600.00.
4. Resources holds a claim for services provided to the Debtor prior to the Petition Date in the amount of \$26,200.00.
5. Resources timely filed a proof of claim for \$26,200.00 which has not been paid (the “**Claim**”).

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, c/o SierraConstellation Partners, LLC 355 S Grand Ave #1450, Los Angeles, CA 90071 (8360).



6. The Parties have agreed to the setoff of the Retainer against the Claim on the terms set forth in the Stipulation attached hereto as Exhibit 1.

7. The Claim shall be reduced and allowed as a general unsecured claim in the amount of \$10,600.00.

8. Attached to the Stipulation as Exhibit A is a proposed form of order (the “**Proposed Order**”) approving the Stipulation.

9. Counsel respectfully requests that the Court enter the Proposed Order and is available at the request of the Court.

Dated: April 10, 2023

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
222 Delaware Avenue, Suite 1600
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 Liquidating Trustee

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**STIPULATION WITH RESOURCES CONNECTION LLC, DBA RESOURCES
GLOBAL PROFESSIONALS REGARDING SETOFF OF PREPETITION CLAIMS**

SierraConstellation Partners, LLC, acting as Liquidating Trustee on behalf of the above-captioned debtor and debtor-in-possession (the “**Debtor**”), and Resources Connection LLC, dba Resources Global Professionals (“**Resources**” and, together with the Debtor, the “**Parties**”), hereby stipulate and agree (this “**Stipulation**”) as follows:

RECITALS

WHEREAS, on June 1, 2022 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

WHEREAS, the Debtor engaged Resources, a provider of accounting services, prior to the Petition Date;

WHEREAS, Resources is currently holding a retainer (the “**Retainer**”) paid by the Debtor prior to the Petition Date in the amount of \$15,600.00;

WHEREAS, Resources holds a claim for services provided to the Debtor prior to the Petition Date in the amount of \$26,200.00;

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, c/o SierraConstellation Partners, LLC 355 S Grand Ave #1450, Los Angeles, CA 90071 (8360).

WHEREAS, Resources timely filed a proof of claim for \$26,200.00 which has not been paid (the “**Claim**”);

WHEREAS, the Parties have agreed to the setoff of the Retainer against the Claim on the terms set forth herein.

NOW, THEREFORE, subject to the approval of the Bankruptcy Court, the Parties hereby stipulate and agree as follows:

1. The Bankruptcy Court may enter an order in the form annexed hereto (the “**Stipulation Order**”) providing for the setoff of the Retainer against the Claim in accordance with the terms set forth in this Stipulation.

2. The Claim shall be reduced and allowed as a general unsecured claim in the amount of \$10,600.00.

3. This Stipulation is entered into solely to reflect the agreement of the Parties with respect to the subject matter herein, and neither this Stipulation nor the fact of its execution will constitute any admission or acknowledgment on the part of any Party, except with respect to the subject matter of this Stipulation.

4. Each Party is duly authorized and empowered to execute this Stipulation.

5. The Bankruptcy Court shall retain exclusive jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

6. All of the recitals set forth above are incorporated by reference as if fully set forth herein. This Stipulation constitutes the complete express agreement of the Parties concerning the subject matter hereof, and no modification or amendment to this Stipulation shall be valid unless it is in writing, signed by the Party or Parties to be charged and approved by the Bankruptcy Court.

7. Each Party has participated in and jointly consented to the drafting of this

Stipulation and any claimed ambiguity shall not be construed for or against either Party on account of such drafting.

8. The terms and conditions of this Stipulation shall be immediately effective and enforceable upon its entry.

Dated: March 27, 2023

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (No. 6681)
Greenberg Traurig, LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: melorod@gtlaw.com

/s/ Paul Shankman

Paul Shankman
FORTIS LLP
650 Town Center Drive, Suite 1530
Costa Mesa, CA 92626
Telephone: (714) 795-2092
Email: pshankman@fortislaw.com

-and-

*Counsel for Resources Connection LLC,
dba Resources Global Professionals*

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 Liquidating Trustee

Exhibit A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket No. _____

**ORDER APPROVING STIPULATION WITH RESOURCES
CONNECTION LLC, DBA RESOURCES GLOBAL
PROFESSIONALS REGARDING SETOFF OF PREPETITION CLAIMS**

This matter coming before the Court upon the *Stipulation With Resources Connection LLC, dba Resources Global Professionals Regarding Setoff of Prepetition Claims* (the “**Stipulation**”), and the Court having reviewed the Stipulation, IT IS HEREBY ORDERED THAT:

1. The Stipulation attached hereto as Exhibit A is approved.
2. Resources shall be entitled to setoff the Retainer against the Claim.
3. After effectuating the setoff, Resources shall have an allowed general unsecured claim of \$10,600.00.
4. The Parties to the Stipulation are authorized to take all action necessary or appropriate to implement the Stipulation.

[Remainder of page intentionally left blank]

5. This Court shall retain jurisdiction to resolve any and all disputes arising from or related to this Order.

6. This Stipulation shall become effective immediately upon entry of this Order.