

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY
OF AN ORDER APPROVING STIPULATION WITH
DONALD KELLERMAN RECLASSIFYING AND ALLOWING CLAIM NO. 3**

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

1. On June 1, 2022, 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. On or about June 21, 2022, Donald Kellerman (“**Kellerman**”) filed a claim in the amount of \$19,399.17, which was listed as a priority claim (the “**Claim**”).

3. As set forth in the attached *Stipulation With Donald Kellerman Reclassifying and Allowing Claim No. 3* (the “**Stipulation**”), the parties have agreed that the Claim shall be reclassified and allowed as a general unsecured claim in the amount of \$19,399.77, with no portion of the Claim being entitled to priority under 11 U.S.C. § 507(a).

4. Attached hereto as Exhibit A is a proposed form of order (the “**Proposed Order**”) approving the Stipulation (Exhibit 1 thereto) as set forth herein and as agreed by the parties.

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).



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

Dated: August 29, 2024

GREENBERG TRAURIG, LLP

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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 DONALD KELLERMAN
RECLASSIFYING AND ALLOWING CLAIM NO. 3**

This matter coming before the Court upon the *Stipulation With Donald Kellerman Reclassifying and Allowing Claim No. 3* (the “**Stipulation**”) (capitalized terms used but not otherwise defined herein shall have the same meaning ascribed to them in the Stipulation); and the Court having reviewed the Stipulation,

IT IS HEREBY ORDERED THAT:

1. The Stipulation attached hereto as Exhibit 1 is approved.
2. The Claim shall be reclassified and allowed as a general unsecured claim in the amount of \$19,399.77.
3. The Parties to the Stipulation are authorized to take all action necessary or appropriate to implement the Stipulation.
4. This Court shall retain jurisdiction to resolve any and all disputes arising from or related to this Order.
5. This Stipulation shall become effective immediately upon entry of this Order.

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: Zosano Pharma Corporation, ² Debtor.	Chapter 11 Case No. 22-10506 (JKS)
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**STIPULATION WITH DONALD KELLERMAN
RECLASSIFYING AND ALLOWING CLAIM NO. 3**

SierraConstellation Partners, LLC, acting as Liquidating Trustee (the “**Trustee**”) on behalf of the above-captioned debtor and debtor-in-possession (the “**Debtor**”), and Donald Kellerman (“**Kellerman**” and, together with the Trustee, 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, on or about June 21, 2022, Kellerman filed a claim which has been ascribed claim no. 3 in the amount of \$19,339.17, which was listed as a priority claim (the “**Claim**”);

WHEREAS, on November 22, 2022, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Chapter 11 Plan of Liquidation of Zosano Pharma Corporation* (the “Confirmation Order”) [Docket No. 294] and the Trustee was granted “the sole authority to: (1) file, withdraw, or litigate to judgment, objections to Claims or Interest;

² 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).

(2) settle or compromise any Disputed Claim without any further notice to or action, order, or approval by the Bankruptcy Court...” *See* Confirmation Order, p. 29;

WHEREAS, the Parties have agreed to resolve the Claim on the terms set forth herein.

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

1. The Court may enter an order in the form annexed hereto (the “**Stipulation Order**”).
2. The Claim shall be reclassified and allowed as a general unsecured claim in the amount of \$19,339.17.
3. No portion of the Claim shall be entitled to priority under 11 U.S.C. § 507(a).
4. 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.
5. Each Party is duly authorized and empowered to execute this Stipulation.
6. The Court shall retain exclusive jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.
7. 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 Court.
8. 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.

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

Dated: August 29, 2024

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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