Fill in this information to identify the case:

Debtor 1 Achaogen, Inc.

Debtor 2 (Spouse, if filing) _____

United States Bankruptcy Court for the: District of Delaware

Case number 19-10844 (BLS)

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to $500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) **that you received.**

Part 1: Identify the Claim

1. **Who is the current creditor?**

   Access TCA, Inc.
   Name of the current creditor (the person or entity to be paid for this claim)

   Other names the creditor used with the debtor _____

2. **Has this claim been acquired from someone else?**

   ☑ No
   ☐ Yes. From whom? _____

3. **Where should notices and payments to the creditor be sent?**
   Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

   Where should notices to the creditor be sent?

   Paul W. Carey, Esq./Mirick O'Connell
   Name

   100 Front Street
   Number Street

   Worcester MA 01608
   City State ZIP Code

   Contact phone 508.791.8500

   Contact email pcarey@mirickoconnell.com

   Where should payments to the creditor be sent? (if different)

   _____
   Name

   _____
   Number Street

   _____
   City State ZIP Code

   Contact phone _____

   Contact email _____

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Uniform claim identifier for electronic payments in chapter 13 (if you use one):

_ _

4. **Does this claim amend one already filed?**

   ☑ No
   ☐ Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY

5. **Do you know if anyone else has filed a proof of claim for this claim?**

   ☑ No
   ☐ Yes. Who made the earlier filing? _____

☑ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



19108441905150000000000005

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. **Do you have any number you use to identify the debtor?**
   - ☑ No
   - ☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ ____ ____ ____

7. **How much is the claim?** $ 515,146.07. **Does this amount include interest or other charges?**
   (See Attachment Nos. I and II)
   - ☑ No
   - ☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?**
   Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
   Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
   Limit disclosing information that is entitled to privacy, such as health care information.
   Services Performed

9. **Is all or part of the claim secured?**
   - ☑ No
   - ☐ Yes. The claim is secured by a lien on property.

   Nature of property:
   - ☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
   - ☐ Motor vehicle
   - ☐ Other. Describe: _____

   Basis for perfection: _____
   Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

   Value of property: $_____
   Amount of the claim that is secured: $_____
   Amount of the claim that is unsecured: $ 515,146.07 (The sum of the secured and unsecured amounts should match the amount in line 7.)

   Amount necessary to cure any default as of the date of the petition: $ 515,146.07

   Annual Interest Rate (when case was filed)_____%
   - ☐ Fixed
   - ☐ Variable

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10. **Is this claim based on a lease?**
    - ☑ No
    - ☐ Yes. **Amount necessary to cure any default as of the date of the petition.** $_____

11. **Is this claim subject to a right of setoff?**
    - ☑ No
    - ☐ Yes. Identify the property: _____

12. **Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?**

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ No

☒ Yes. *Check one:*

	Amount entitled to priority
☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	$
☐ Up to $3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	$
☐ Wages, salaries, or commissions (up to $13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	$
☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	$
☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	$
☒ Other. Specify subsection of 11 U.S.C. § 507(a)(2) that applies.* (*and 11 U.S.C. Section 507(b)(1))	$ 3,248.89

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to $500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☑ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 5/7/2019
MM / DD / YYYY

Heidi DeGrazia
Signature

Print the name of the person who is completing and signing this claim:

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MAY 15 2019
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Name: Heidi (First name) | (Middle name) | DeGrazia (Last name)

Title: Chief Financial Officer

Company: Access TCA, Inc.
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address: 1 Main Street
Number Street

Whitinsville | MA | 01588
City | State | ZIP Code

Contact phone: 508.234.9791 Email: hdegrazia@AccessTCA.com

MIRICK O'CONNELL

ATTORNEYS AT LAW

Kimberly M. DelleChiaie
Mirick O'Connell
100 Front Street
Worcester, MA 01608
kdellechiaie@mirickoconnell.com
t 508.860.1595
f 508.983-6243

VIA FEDERAL EXPRESS

May 14, 2019

Achaogen Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

Re: Achaogen, Inc., Debtor
Chapter 11, Case No. 19-10844 (BLS)

Dear Sir/Madam:

I am enclosing an original and one copy of the following document for filing in the above-referenced case:

Proof of Claim by Access TCA, Inc.

To acknowledge receipt, please date stamp the enclosed copy and return it to my attention in the stamped, self-addressed envelope which is also enclosed. Thank you.

Very truly yours,

Kimberly M. DelleChiaie
Paralegal

/kmd
Enclosure
cc: United States Trustee (w/enc.)
Heidi DeGrazia, Chief Financial Officer (w/enc.)
Paul W. Carey, Esq. (w/o enc.)

ATTACHMENT NO. I

Attachment No. I to Proof of Claim

Achaogen, Inc., Debtor
Access TCA, Inc., Creditor
Chapter 11, Case No. 19-10844 (BLS)

Pre-Petition Arrearages – See Attachment II:

Invoice No. 200356	$251,739.05
Invoice No. 109383	$936.85
Invoice No. 200357	$78,026.89
Invoice No. 200231	$179,877.48
Invoice No. 200505	$1,316.91
(January, February & March 2019 - $1,141.45)	
(April 1, 2019 through April 14, 2019) (Total of $1,141.45 for April, May & June 2019) ($1,141.45 ÷ 91 Days = $12.54/Day) (14 Days x $12.54/Day = $175.46)	
PRE-PETITION CLAIM:	**$511,897.18**

Post-Petition Charges – See Attachment II:

Invoice No. 200505	$3,248.89
(Total of $1,141.45 for April, May, June 2019) ($1,141.45 ÷ 91 Days = $12.54/Day) (77 Days x $12.54/Day = $965.99)	
(Total of $1,141.45 for July, August, September 2019)	
(Total of $1,141.45 for October, November, December 2019)	
ADMINISTRATIVE PRIORITY CLAIM AS OF APRIL 15, 2019:	****$3,248.89**

**The Creditor reserves the right to amend and/or supplement this claim to include additional pre-petition and/or administrative obligations, as necessary.

ATTACHMENT NO. II

AGED TRIAL BALANCE - DETAIL

Access TCA, Inc.

Receivables Management

Ranges:

Customer ID:	ACHAOGEN - ACHAOGEN	**Customer Name:**	First - Last	**Sorted:**	by Customer ID
Salesperson ID:	First - Last	**User-Defined 1:**	First - Last		
Class ID:	First - Last	**Sales Territory:**	First - Last		
Document Date:	First - Last				

Customer: ACHAOGEN **Name:** Achaogen **Account Type:** Open Item **Aged As of:** 4/16/2019

User-Defined 1:	ED	**Salesperson:**	BRENDAN	**Credit:**	Unlimited
Contact:	Accounts Payable	**Territory:**	NORTH		
Phone:	(650) 800-3636 Ext. 0000	**Terms:**	Net Due Upon Receipt		

Document Number	Type	Date	Amount	Discount	Writeoff	Current	1-30 Days Late	31-60 Days Late	61 and Over
109383	SLS	10/31/2018	$936.85						$936.85
200231	SLS	1/9/2019	$179,877.48						$179,877.48
200356	SLS	2/15/2019	$251,739.05					$251,739.05	
200357	SLS	2/19/2019	$78,026.89					$78,026.89	
200505	SLS	3/8/2019	$4,565.80				$4,565.80		

	Current	1-30 Days Late	31-60 Days Late	61 and Over	Balance
Totals:	**$0.00**	**$4,565.80**	**$329,765.94**	**$180,814.33**	**$515,146.07**

	Customer(s)	Current	1-30 Days Late	31-60 Days Late	61 and Over	Balance
Grand Totals:	**1**	**$0.00**	**$4,565.80**	**$329,765.94**	**$180,814.33**	**$515,146.07**

ACCESS
BUILDING BRAND ENGAGEMENT

FINAL INVOICE

Access TCA Inc.
1 Main Street
Whitinsville, MA 01588
Phone: 508.234.9791
Fax: 508.234.2139

Date 2/11/2019

Invoice No 200356

Bill To:
Achaogen
1 Tower Place
Suite 300
South San Francisco CA 94080
Phone: (650) 800-3636 Ext. 0000
Attn: Accounts Payable

Ship To:
Achaogen
7000 Shoreline Court
South San Francisco CA 94080
US

Customer PO	Account Manager	Project	Show Name	Show Date	Payment Terms
	aimee.donovan	63967	ID Week: Infectious	10/6/2018	Net Due Upon Receipt

Service	Description	Total
WH-IN/OUTBOUND/STA	Warehouse - Inbound Outbound Staging Preview	$8,500.00
PROD-DETAIL	Production - Detailing	$13,540.00
PROD-EXHIBITS	Exhibit Design	$29,750.00
PROD-GRAPHIC	Graphic Production Exhibit	$24,915.00
PROD-EXHIBITS	Custome Exhibit Production	$120,020.00
MS-AM	Managed Services Account Management	$18,430.00
OS-TRANS	Booth Transportation	$8,934.22
OS-DRAY	Material Handling	$33,732.60
OS-I&D	Installation & Dismantle Labor	$29,417.52
OS-AVEQ	AV package	$26,479.20
OS-FLOORING	30x30 Custom Flooring	$2,742.54
OS-ELEC	Electrical & Electrical Labor	$14,813.10
OS-CLEAN	Daily Vacuuming	$2,041.20
OS-LTR	Custom Lighting Package	$30,000.00
OS-LEAD RT	Custom Lead Retrieval	$1,999.31
OS-RIG/HANG/FKLT	Rigging	$33,828.66
OS-FURN	Rental Furniture	$6,107.57
3RD PARTY TRAVEL	Access Travel Team	$7,625.69
DEPOSIT	Deposit Received Previously Billed	($168,085.00)

Wire Payment Instructions:
Webster Five Cents Savings Bank
10 A Street, Auburn, MA 01501

Subtotal	$244,791.61
Sales Tax	$6,947.44
Total	$251,739.05
Less Deposit	$0.00

EDPA Member
HCEA
ESCA
IPS

ABA/Routing #[redacted]
Acct#[redacted]
Swift Code: [redacted]

Total Invoice Amount	$251,739.05

ACCESS

INVOICE

Invoice No.	109383
Invoice Date	10/16/2018
Page No.	1

Sold To: **Achaogen**
7000 & 6000 Shoreline Court, #371
South San Francisco, CA 94080
Doug

Account No.	Account Director	Purchase Order No.	Project No.	Show Date	Terms
ACHAOGEN	Brendan Emerson		65070	12/31/2018	Due Upon Receipt

Description	Total
Storage For 2018	
Quarterly Storage Charges on your Trade Show Properties	
Based on 51.46 Cubic Feet	
For January, February & March 2018	$33.96
For April, May & June 2018	$33.96
Based on 102.58 Cubic Feet	
For July, August & September 2018	$67.70
Based on 1,419.80 Cubic Feet	
For October, November & December 2018	$937.07
Deposits	
Less Previous Invoice #107237: $-135.84	
Total, Deposits	$-135.84

INVOICE

Remit to: **Access TCA, Inc.**
1 Main Street
Whitinsville, MA 01588
Ph: 508.234.9791 Fax: 508.234.2139

Project Total	$936.85
Sales Tax	$0.00
Invoice Total	$936.85

ACCESS

BUILDING BRAND ENGAGEMENT

FINAL INVOICE

Access TCA Inc.
1 Main Street
Whitinsville, MA 01588
Phone: 508.234.9791
Fax: 508.234.2139

Date 2/11/2019

Invoice No 200357

Bill To:
Achaogen
1 Tower Place
Suite 300
South San Francisco CA 94080
Phone: (650) 800-3636 Ext. 0000
Attn: Accounts Payable

Ship To:
Achaogen
1 Tower Place
Suite 300
South San Francisco CA 94080

Customer PO	Account Manager	Project	Show Name	Show Date	Payment Terms
	Aimee Donovan	66239	ASHP MY 2018	12/5/2018	Net Due Upon Receipt

Service	Description	Total
WH-IN/OUTBOUND/STA	Warehouse - Inbound Outbound Staging Preview	$2,295.00
PROD-EXHIBITS	Exhibit Design	$1,000.00
PROD-DETAIL	Production - Detailing	$1,140.00
PROD-EXHIBITS	Custom Exhibit Production	$19,762.91
PROD-GRAPHIC	Graphic Production	$7,454.58
MS-AM	Managed Services Account Management	$1,971.25
OTHER-INCIDENTALS	Fedex Onsite Printing	$1,853.16
OS-TRANS	Transportation	$5,963.66
OS-DRAY	Drayage & Material Handling	$7,144.20
OS-ELEC	Electrical Service	$3,156.00
OS-I&D	I&D Labor Service	$8,373.31
OS-FURN	Furniture Rental / Purchase	$1,722.86
OS-FLOORING	Flooring/Carpet	$997.60
OS-AVEQ	Audio/Visual Equipment	$9,642.00
OS-FLORAL	Floral & Plant Service	$277.20
OS-LEAD RT	Lead Retrieval On Site Service	$2,049.40
OS-CLEAN	Cleaning	$180.00

Wire Payment Instructions:
Webster Five Cents Savings Bank
10 A Street, Auburn, MA 01501
ABA/Routing #: [redacted]
Acct# [redacted]

Subtotal	$74,983.13
Sales Tax	$3,043.76
Total	$78,026.89
Less Deposit	$0.00
Total Invoice Amount	$78,026.89

Member

HCEA

ESCA

IPS

Swift Code: [redacted]

Member
Exhibit Designers + Producers Association

HCEA

ESCA
Exhibition Services & Contractors Association

IPSE

ACCESS
BUILDING BRAND ENGAGEMENT

INVOICE

Access TCA Inc.
1 Main Street
Whitinsville, MA 01588
Phone: 508.234.9791
Fax: 508.234.2139

Date 1/9/2019

Invoice No 200231

Bill To:
Achaogen
1 Tower Place
Suite 300
South San Francisco CA 94080
Phone: (650) 800-3636 Ext. 0000
Attn: Accounts Payable

Ship To:
Achaogen
7000 & 6000 Shoreline Court, #371
South San Francisco CA 94080
US

Customer PO	Account Manager	Project	Show Name	Show Date	Payment Terms
	aimee.donovan	63967	ID Week: Infectious	10/6/2018	Net Due Upon Receipt

Service	Description	Total
WH-IN/OUTBOUND/STA	Inbound/Outbound Handling	$8,500.00
CD-EXHIBIT	Exhibit Design	$8,500.00
PROD-DETAIL	Detailing	$4,000.00
PROD-EXHIBITS	Custom Exhibit Production	$109,820.00
PROD-GRAPHIC	Graphic Production	$24,915.00
MS-PROJ	Management Services	$12,350.00

Wire Payment Instructions:
Webster Five Cents Savings Bank
10 A Street, Auburn, MA 01501
ABA/Routing #: [redacted]
Acct# [redacted]
Swift Code: [redacted]

Subtotal	$168,085.00
Sales Tax	$11,792.48
Total	$179,877.48
Less Deposit	$0.00
Total Invoice Amount	$179,877.48

Member
HCEA
ESCA
IPSG

ACCESS
BUILDING BRAND ENGAGEMENT

INVOICE

Access TCA Inc.
1 Main Street
Whitinsville, MA 01588
Phone: 508.234.9791
Fax: 508.234.2139

Date 3/8/2019

Invoice No 200505

Bill To:
Achaogen
1 Tower Place
Suite 300
South San Francisco CA 94080
Phone: (650) 800-3636 Ext. 0000
Attn: Accounts Payable

Ship To:
Achaogen
1 Tower Place
Suite 300
South San Francisco CA 94080

Customer PO	Account Manager	Project	Show Name	Show Date	Payment Terms
	Aimee Donovan	67172	2019 Storage	12/31/2019	Net Due Upon Receipt

Service	Description	Total
STORE-STORAGE FEE	Estimated Storage Charges on your Trade Show Properties	
STORE-STORAGE FEE	Based on 1,729.46 Cubic Feet	
STORE-STORAGE FEE	For January, February & March 2019	$1,141.45
STORE-STORAGE FEE	For April, May & June 2019	$1,141.45
STORE-STORAGE FEE	For July, August & September 2019	$1,141.45
STORE-STORAGE FEE	For October, November & December 2019	$1,141.45

Wire Payment Instructions:
Webster Five Cents Savings Bank
10 A Street, Auburn, MA 01501
ABA/Routing #: [redacted]
Acct# [redacted]
Swift Code: [redacted]

Subtotal	$4,565.80
Sales Tax	$0.00
Total	$4,565.80
Less Deposit	$0.00
Total Invoice Amount	$4,565.80

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