IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	Chapter 11
Achaogen, Inc.,	Case No. 19-10844 (BLS)
Debtor.[1]	**Objection Deadline: May 30, 2019 at 5:00 p.m. (ET)**
	Re: D.I. 30, 123

SANA BIOTECHNOLOGY, INC.'S LIMITED OBJECTION TO THE SALE OF SUBSTANTIALLY ALL ASSETS OF THE DEBTOR AND RESERVATION OF RIGHTS

Sana Biotechnology, Inc., ("Sana"), by and through undersigned counsel, hereby submits this limited objection (the "Objection") to the sale of substantially all assets of the Debtor (the "Sale") as contemplated by this Court's Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bid Procedures for the Sale of Substantially All Assets of Debtor; (B) Approving Procedures for the Assumption and Assignment, Assignment or Rejection of designated Executory Contracts and Unexpired Leases; (C) Scheduling the Auction and Sale Hearing; (D) Approving Forms and Manner of Notice of Respective Dates, Times, and Places in Connection therewith; and (E) Granting Related Relief [D.I. 123] ("Bid Procedures Order") in order to reserve its rights under Sections 363 and 365 of the Bankruptcy Code.[2]

1. Debtor entered into a written, unexpired nonresidential real property lease ("Master Lease") with AP3-SF2 CT South, LLC ("Master Landlord").

2. Sana entered into that certain written, unexpired nonresidential real property Sublease dated October 25, 2018 with the Debtor ("Sublease").

[1] The last four digits of the Debtor's federal tax identification number are 3693. The Debtor's mailing address for purposes of this Chapter 11 Case is 1 Tower Place, Suite 400, South San Francisco, CA 94080.
[2] Capitalized terms not otherwise defined herein shall have the same meaning ascribed to them in the Bid Procedures Order.

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3. Sana does not object generally to the sale of the Debtor's assets, including its rights and interests in the Master Lease and Sublease; however, Sana notes that the Debtor's Notice of Proposed Assumption and Assignment of Executory Contracts and Unexpired Leases refers to "Sana Biotech, Notice of Term Commencement," rather than the Sublease. [D.I. 194-1 at 27.]

4. Sana reserves all rights with respect to supplementing this Objection, including with respect to any assumption, assignment, or rejection of the Sublease and the results of the Sale, including any Auction.

5. Additionally, Sana reserves all rights with respect to seeking adequate protection of its leasehold interests under Section 363 and all rights under Section 365(h).

Dated: May 30, 2019

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CERTIFICATE OF SERVICE

I, Mark E. Felger, Esquire, hereby certify that on May 30, 2019, I caused a true and correct copy of the foregoing *Sana Biotechnology, Inc.'s Limited Objection to the Sale of Substantially all Assets of the Debtor and Reservation of Rights* to be served upon the below listed parties in the manner indicated:

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Dated: May 30, 2019

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