Your claim can be filed electronically on KCC's website at https://epoc.kccllc.net/achaogen
ID: 24578859

Claim #324 Date Filed: 8/1/2019

Fill in this information to identify the case:

Debtor Achaogen, Inc.

United States Bankruptcy Court for the District of Delaware

Case number 19-10844

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. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or 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.

Part 1: Identify the Claim

NameID: 13710598

1. **Who is the current creditor?**
   Crystal BioScience
   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?
   Crystal BioScience
   Attn Charles Berkman
   3911 Sorrento Valley Blvd, Ste 110
   San Diego, CA 92121

   Address
   Contact phone
   Contact email

   Where should payments to the creditor be sent? (if different)
   Name
   Number Street
   City State ZIP Code
   Country
   Contact phone
   Contact email

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   AUG 01 2019
   KURTZMANCARSONCONSULTANTS

   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

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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?**
   - [x] 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?** $ $594,459.46 . **Does this amount include interest or other charges?**
   - [x] 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.
   License fee and services performed

9. **Is all or part of the claim secured?**
   - [x] 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: $_____ (The sum of the secured and unsecured amount should match the amount in line 7.)

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   Amount necessary to cure any default as of the date of the petition: $_____

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

10. **Is this claim based on a lease?**
    - [x] 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?**
    - [x] No
    - [ ] Yes. Identify the property: _____

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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.

- [x] No
- [ ] Yes. *Check all that apply:* **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)(__) that applies. $_____

* 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.

13. **Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?**

- [ ] No
- [ ] Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

  $_____

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.
- [x] 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 acknowledgement 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 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 07/19/2019
MM / DD / YYYY

Signature

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AUG 01 2019
KURTZMANCARSONCONSULTANTS

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

Name: Charles (First name) Berkman (Last name)

Title: Sr. V.P. General Counsel and Corp. Secretary

Company: Crystal Bioscience
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address: 3911 Sorrento Valley Blvd. Ste 110, San Diego, CA. 92121
Number Street

City State ZIP Code Country

Contact phone (858) 550-7500 Email cberkman@ligand.com



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ADDENDUM TO PROOF OF CLAIM OF CRYSTAL BIOSCIENCES, INC.

1. On April 15, 2019 (the "Petition Date"), Achaogen, Inc. (the "Debtor") commenced this chapter 11 Case No. 19-10844 (BLS) in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

2. This Proof of Claim is submitted by Crystal Biosciences, Inc. ("Crystal") for prepetition obligations of the Debtor arising under and in connection with that certain Collaboration Agreement, dated as of May 5, 2016, between Crystal and the Debtor, and any related document or agreement (the "Contract").

3. The Debtor owes Crystal at least $594,459.46 for services performed and license fees, pursuant to the Contract. Attached hereto are copies of invoices supporting this Proof of Claim.

4. Crystal has not attached all of the documents supporting this Proof of Claim, including the Contract, because the underlying documents are voluminous, contain highly confidential information, and Crystal believes they are in the Debtor's possession. Crystal will provide copies of the supporting documentation to the Debtor upon reasonable request.

5. Crystal reserves its right to amend, revise or supplement this Proof of Claim in any respect, including, without limitation, in the event of the rejection of the Collaboration Agreement pursuant to 11 U.S.C. §365, and to file such additional claims and requests for payment.

6. Except as to such payments received by authorization of the Bankruptcy Court or otherwise, Crystal has received no payment, security, check or other evidence of satisfaction of the obligations described herein. Crystal expressly reserves any rights to setoff and/or recoupment to which Crystal may be entitled under agreement, in law, in equity or otherwise, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved. Crystal expressly asserts a secured claim to the fullest extent of its setoff rights, if any.

7. This Proof of Claim serves and is intended to serve as notice of a claim against the Debtor for any and all amounts due or to become due as of the Petition Date under, related to or in connection with the Collaboration Agreement at law or in equity, whether now due or hereafter arising, which may be unliquidated or contingent but become fixed and liquidated in the future. This Proof of Claim also includes claims based upon Crystal's rights of indemnity, contribution, reimbursement, and for interest, costs, fees and expenses as may be provided by applicable law.

8. This Proof of Claim is filed to protect Crystal from forfeiture of its claim. Crystal specifically reserves all rights at law or in equity that it has or may have against any Debtor or any other entity or person. This Proof of Claim is not intended to be, and shall not be deemed or construed as (i) a waiver or release of Crystal's rights against any other entity or person liable for all or any part of the amounts asserted herein; (ii) a waiver of, or consent to have a trial by jury in any proceeding so triable in these bankruptcy cases or any case, controversy or proceeding related to these bankruptcy cases; (iii) a waiver of defaults; (iv) a consent by Crystal to the jurisdiction of the Bankruptcy Court with respect to any proceeding commenced in this case against or otherwise involving Crystal; (v) a waiver of the right to have final orders in non-core matters entered only after de novo review by the United States District Court for the Central District of California (the "District Court"); and/or (vi) a waiver of the right to have the District Court withdraw the reference of any matter or proceeding. This Proof of Claim is not an election of remedies which waives or otherwise affects any other remedy, or an admission that any claims set forth herein constitute non-ordinary course claims or claims that are not subject to payment otherwise, or an admission that any claims set forth herein are required to be filed at this time.

[*Remainder of this Page Intentionally Left Blank*]

Notices related to this Proof of Claim should be directed to:

Charles Berman
Senior Vice President and General Counsel
Crystal Biosciences, Inc.
3911 Sorrento Valley Blvd.,Ste 110
San Diego, CA 92121
Telephone: (858) 550-7500
Email: cberkman@ligand.com

With copies to:

STRADLING YOCCA CARLSON & RAUTH, P.C.
100 Wilshire Blvd., 4th Floor
Santa Monica, CA 90401
Telephone: (424) 214-7000
Facsimile: (424) 214-7010
Attn: Paul Glassman, Esq.
E-mail: pglassman@sycr.com

CRYSTAL
BIOSCIENCE
A Ligand Pharmaceutical Inc., Company

July 2, 2018

Achaogen Invoice 20180702

Purchase Order # 12638

For:

Collaboration Agreement Section 4.3 Research Funding payment

Total hours for Q2'18: (see attached spreadsheets)

	Tie2	231.75 hours
	Nav1.7	118 hours
	BV8	92 hours
Total		441.75 hours

FTE rate: $300,000 (Section 1.30)

Hours/FTE: 1850 (Section 1.28)

Payment: (441.75/1850)300,000 = $71,635.14

Terms: 30 days

Many thanks, your business is greatly appreciated.

Robert J Etches PhD DSc
President & CEO

5980 Horton Street Suite 405 Emeryville CA 94608

Nav 1.7 Q2 '18	Apr hours	May hours	June hours	Total hours
Bill Harriman	0	0	0	0
Ellen Collarini	17	6	22	45
Kathryn Ching	0	0	0	0
Kevin Fong	0	0	37	37
Lei Zhu	0	0	0	0
Sean Grabinski	19	16	0	35
Shelley Mettler	0	0	1	1
	36	22	60	118

Tie2 Q2 '18	Apr hours	May hours	June hours	Total hours
Bill Harriman	0	0	0	0
Darlene	0	0	0	0
Kevin Fong	89	47	0	136
Lei Zhu	20.5	0	1.25	21.75
Phil Leighton	12	0	1	13
Shelley Mettler	34	27	0	61
	155.5	74	2.25	231.75

BV8 Q2 '18	Apr hours	May hours	June hours	Total hours
Bill Harriman	0	0	0	0
Darlene	0	0	0	0
Kevin Fong	58.5	0	0	58.5
Shelley Mettler	23	0	1	24
Lei Zhu	9.5	0	0	9.5
	91	0	1	92

Wiring instructions are as follows:

Bank of America Merrill Lynch
CA9-193-19-59
333 S. Hope Street, 19th Floor
Los Angeles, CA 90071

For Credit to: Ligand Pharmaceuticals
Routing & Transit Number: 122000661
SWIFT code for wires in US currency: BOFAUS3N
SWIFT code for wires in foreign currency: BOFAUS6S
Final Credit Account Number: 1453127240

The contact information at Ligand for all financial related inquiries is:

Sarah Magbuhat
Senior Accountant
Ligand Pharmaceuticals
3911 Sorrento Valley Blvd., Suite 110
San Diego, CA 92121
Telephone: 858-550-7627
E-mail: smagbuhat@ligand.com

Ligand

July 11, 2018

Achaogen
7000 Shoreline Court, Suite 371
South San Francisco, CA 94080

Invoice No. 07112018
Terms: Net 30

In accordance with Section 4.2(b)(iii) of the Collaboration Agreement dated May 5, 2016 by and among Crystal Bioscience Inc., and Achaogen Inc., please remit $500,000 to Ligand Pharmaceuticals Inc., for the 2nd Anniversary Crystal Chicken Technology Access Fee.

The wiring instructions are as follows:

Bank of America Merrill Lynch
CA9-193-19-59
333 S. Hope Street, 19th Floor
Los Angeles, CA 90071

For Credit to: Ligand Pharmaceuticals
Routing & Transit Number: 122000661
SWIFT code for wires in US currency: BOFAUS3N
SWIFT code for wires in foreign currency: BOFAUS6S
Final Credit Account Number: 1453127240

The contact information at Ligand for all financial related inquiries is:

Sarah Magbuhat
Senior Accountant
Ligand Pharmaceuticals
3911 Sorrento Valley Blvd., Suite 110
San Diego, CA 92121
Telephone: 858-550-7627
E-mail: smagbuhat@ligand.com

CRYSTAL
BIOSCIENCE
A Ligand Pharmaceutical Inc., Company

October 1, 2018

Achaogen Invoice 20181001

Purchase Order # 12638

For:

Collaboration Agreement Section 4.3 Research Funding payment

Total hours for Q3'18: (see attached spreadsheets)

	Tie2	1.75 hours
	Nav1.7	136 hours
	BV8	3 hours
Total		140.75 hours

FTE rate: $300,000 (Section 1.30)

Hours/FTE: 1850 (Section 1.28)

Payment: (140.75/1850)300,000 = $22,824.32

Terms: 30 days

Many thanks, your business is greatly appreciated.

Robert J Etches PhD DSc
President & CEO

5980 Horton Street Suite 405 Emeryville CA 94608

Nav 1.7 Q3 '18	Jul hours	Aug hours	Sep hours	Total hours
Bill Harriman	0	0	0	0
Ellen Collarini	32	0	0	32
Kathryn Ching	0	0	0	0
Kevin Fong	29.5	0	0	29.5
Lei Zhu	1	0.5	0	1.5
Sean Grabinski	73	0	0	73
Shelley Mettler	0	0	0	0
	135.5	0.5	0	136

Tie2 Q3 '18	Jul hours	Aug hours	Sep hours	Total hours
Bill Harriman	0	0	0	0
Darlene	0	0	0	0
Kevin Fong	0	0	0	0
Lei Zhu	0	1.75	0	1.75
Phil Leighton	0	0	0	0
Shelley Mettler	0	0	0	0
	0	1.75	0	1.75

BV8 Q3 '18	Jul hours	Aug hours	Sep hours	Total hours
Bill Harriman	0	0	0	0
Darlene	0	0	0	0
Kevin Fong	0	0	0	0
Shelley Mettler	1	0	0	1
Lei Zhu	2	0	0	2
	3	0	0	3

Wiring instructions are as follows:

Bank of America Merrill Lynch
CA9-193-19-59
333 S. Hope Street, 19th Floor
Los Angeles, CA 90071

For Credit to: Ligand Pharmaceuticals
Routing & Transit Number: 122000661
SWIFT code for wires in US currency: BOFAUS3N
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Final Credit Account Number: 1453127240

The contact information at Ligand for all financial related inquiries is:

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San Diego, CA 92121
Telephone: 858-550-7627
E-mail: smagbuhat@ligand.com