Your claim can be filed electronically on KCC's website at https://epoc.kccllc.net/achaogen.
ID: 24579128

Claim #142 Date Filed: 7/10/2019

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: 13768002

1. Who is the current creditor?

Blaine Healthcare Associates, 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?
Blaine Healthcare Associates, Inc.
4945 St. Thomas Drive
Fair Oaks, CA 95628

Address
Contact phone 916-296-7254
Contact email sbhealth1@gmail.com

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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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?** $ 9,000.00 **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.
   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.)

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

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

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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.

		Amount entitled to priority
☐	No	
☐	Yes. *Check all that apply:*	
☐	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).	$ 9,000.00 1st Quarter 201
☐	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.

☐ 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 08 2019
MM / DD / YYYY

Sarah B. Leppanen
Signature

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

Name: SARAH (First name) BLAINE (Middle name) LEPPANEN (Last name)

Title: CEO

Company: BLAINE HEALTHCARE ASSOCIATES INC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address: 4945 (Number) St. Thomas Drive (Street)
Fair Oaks (City) CA (State) 95628 (ZIP Code) USA (Country)

Contact phone: 916-296-7254 Email: 5bhealth1@gmail.com

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Blaine Healthcare Associates Inc.

4945 St. Thomas Drive
Fair Oaks, CA.95628
Attn: Blaine Leppanen
FEIN: 68-0304968

Invoice

DATE	INVOICE #
6/24/2019	2019-E-1

BILL TO
Achaogen Attn: Accounts Payable 7000 Shoreline Court, Suite 371 South San Francisco, CA 94080

P.O. NO.	TERMS
AGP102205	net 30

DESCRIPTION	QTY	RATE	AMOUNT
Subcontractor's Fees Billing for Plazomicin MIPP-Exhibit E: 1st and 2nd Quarter 2019	2	9,000.00	18,000.00
Note: Bankruptcy Filing - 4/15/19 Invoice should reflect only 1st Quarter 2019 SBL			
		Total	$18,000.00

Phone #	E-mail
916-296-7254	sbhealth1@aol.com

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ACHAOGEN

EXHIBIT E

TO

CONSULTING AGREEMENT BETWEEN

ACHAOGEN, INC. AND BLAINE HEALTHCARE ASSOCIATES, INC.

DATED MARCH 15, 2013

This **Exhibit E** ("Exhibit") effective as of **January 1, 2018** ("Effective Date") is by and between **Achaogen, Inc.** ("Achaogen") and **Blaine Healthcare Consultants, Inc.** ("Consultant"), and issued pursuant to the Consulting Agreement dated March 15, 2013 and amended January 1, 2015, December 31, 2017 by and between Achaogen and Consultant ("Agreement"). Achaogen and Consultant may be referred to each as a "Party" or collectively as the "Parties" to this Agreement.

WHEREAS, Achaogen desires to retain Consultant as an independent contractor to perform consulting services for Achaogen; and

WHEREAS, Consultant desires to perform such services as an independent contractor for Achaogen.

NOW, THEREFORE, Achaogen and Consultant hereby agree to the following terms and conditions:

1. Contact. Consultant's principal contact at Achaogen will be:

Name: Alisa Serio, Ph.D.

Title: Senior Manager, Microbiology

2. Services. Consultant will render to Achaogen the following services ("Services"): Consultant will provide Services outlined in "MANUFACTURERS INTERFACE PERFORMANCE PROGRAM (MIPP™) TO ASSIST PLAZOMICIN STEPS 4 & 5," dated November 17, 2017 attached hereto and incorporated herein as Appendix I ("Appendix I").

3. Compensation.

(a) In consideration of the Services to be performed hereunder, Achaogen will pay Consultant $3,000 per month. The maximum compensation payable through **December 31, 2018** for Services described in this Exhibit will not exceed **$36,000.**

Achaogen will reimburse Consultant for all reasonable expenses incurred by Consultant in performing the Services pursuant to this Exhibit (including coach-class air travel, travel and lodging expenses for trips that are made on behalf of Achaogen in connection with the Services hereunder), if Consultant receives written consent from an authorized agent of

Achaogen prior to incurring such expenses and submits receipts for such expenses to Achaogen in accordance with Achaogen policy. Achaogen will pay Consultant **$87.50** for travel time in connection with the Services ("Travel Time"). For clarity, travel to and from Achaogen's office to perform the Services is not considered Travel Time under this Exhibit.

(b) Consultant will submit a quarterly invoice for Services and expenses to Achaogen by regular mail or by email as noted below:

By regular mail: Achaogen, Inc.
Attn: Accounts Payable
1 Tower Place, Suite 300
South San Francisco, CA 94080

By email: accounting@achaogen.com

(c) **Consultant will submit all statements for Services and expenses for Services conducted under this Exhibit separately from all other services conducted under the Agreement and any associated exhibit or amendment.** Achaogen will pay each invoice within 30 days of receipt in the absence of a good faith dispute, in which case the precise nature of the dispute will be provided to Consultant in writing within the 30-day payment period. In order to be eligible for payment by Achaogen, invoices must be submitted within six (6) months of the provision of services corresponding thereto. Invoices submitted by Consultant more than six (6) months after the provision of services listed in the invoice will not be considered by Achaogen for payment.

(d) Consultant will submit all statements in a form approved by Achaogen and such statements will be approved by the contact person listed above or other designated agent of Achaogen. The form will include the following:

i. A brief description of Services and date Services performed;

ii. Purchase Order Number: tbd; and

iii. The following statement: "Services performed pursuant to Exhibit E of the Consulting Agreement dated March 15, 2013 and associated with the program code 490 Gen 1520 AST Device Development."

IN WITNESS WHEREOF, the Parties hereto have executed this Exhibit on the date(s) set forth below and it will be effective as of the day and year first above written.

BLAINE HEALTHCARE CONSULTANTS, INC.

By: Blaine Leppanen
AD870CB1756A4C2...

Name: Blaine Leppanen

Title: CEO

Date: 11/22/2017

ACHAOGEN, INC.

By: Blake Wise
A48843AFDBE740F...

Name: Blake Wise

Title: COO

Date: 11/22/2017

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Appendix I

MANUFACTURERS INTERFACE PERFORMANCE PROGRAM (MIPP™) TO ASSIST PLAZOMICIN STEPS 4 & 5

November 17, 2017

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MANUFACTURERS INTERFACE

PERFORMANCE PROGRAM (MIPP™)

TO ASSIST

PLAZOMICIN

STEPS 4 & 5

November 17, 2017

Confidential for
ACHAOGEN Bio AG

DocuSign Envelope ID: 355D4D00-6D86-4D38-B492-293969B8E9DD

The information and programs contained in this proposal are considered proprietary and the property of International Health Management Associates, Inc. (IHMA) and Blaine Healthcare Associates Inc. (BHAI). This program will be conducted through Blaine Healthcare Associates Inc. and International Health Management Associates referred to as BHAI in proposal. Any use of the information or the programs described herein without authorization from IHMA or BHAI is strictly prohibited. Transfer of rights to the enclosed programs from IHMA or BHAI can be secured through a completed and signed contract between IHMA and/or BHAI and ACHAOGEN.

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Manufacturers Interface Performance Program for PLAZOMICIN

Rationale

One of the most challenging aspects of introducing a new antimicrobial is getting it tested in the laboratory. Many physicians will not use a new or even an old product unless they can verify a pathogen is susceptible to that antimicrobial. However, many laboratories face the difficulty of not having the ability to test all products and not being allowed to report out non-formulary or non-approved drugs. A product may not be added to a hospital or managed care formulary unless it is available on a diagnostic testing system and can be tested in the laboratory. This makes the job of the sales and marketing team even more difficult as they look for ways to introduce or expand the use of each antimicrobial.

Testing Systems

All pharmaceutical companies need to devote a significant amount of their resources to ensuring new antimicrobials are available on all appropriate susceptibility testing systems. With many different companies involved in the marketing of susceptibility testing systems, the challenges facing the pharmaceutical company become even greater. It can be very difficult for companies to keep up with each system and the different needs each require. In addition, the antimicrobial susceptibility testing (AST) companies may require a significant amount of information and commitment from the pharmaceutical company before they will put a particular antimicrobial on their system.

AST companies must set priorities of all new products within their development schedule. With limited resources, each AST company must develop new antimicrobials for their systems, which potentially have significant value in the marketplace. It, therefore, becomes important that each manufacturer understand the objectives and goals ACHAOGEN has established for PLAZOMICIN. This information is very important as it helps AST companies determine the position of the new compound within their development schedule and how they will plan for each new product introduction.

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In addition, AST companies primarily respond to their customers' desires for new antimicrobials; therefore, it behooves pharmaceutical companies to create demand among physicians and microbiologists to request that a particular product be available on the testing panel. AST companies will usually respond to these types of requests from their customers.

Objectives

The most critical phase of a successful microbiology program will be the availability of PLAZOMICIN on all major testing systems. This observation may seem very basic and BHAI proposes to assist ACHAOGEN in guiding PLAZOMICIN through the development process for each AST manufacturer. BHAI will assist each manufacturer in the FDA filing of PLAZOMICIN and other regulatory agencies and then track its progress through the approval process. Through this project BHAI will help identify potential problem areas and suggest solutions that ACHAOGEN may wish to implement. BHAI will act as ACHAOGEN's representative in dealing with all phases of helping to secure approval of PLAZOMICIN on each major testing system. The importance of continuous monitoring cannot be over-emphasized to ensure success of PLAZOMICIN in this effort,

After the development and approval process has been accomplished, ACHAOGEN will need to initiate programs, which provide incentives for the AST companies to place their antimicrobial on routine panels or cards. The process is highly influenced by demand from the AST manufacturer's customers or through innovative programs directed towards the manufacturer. This process can be enhanced by the Antimicrobial Volunteer Evaluation Program (AVEP) which is not covered through this proposal.

This entire process is time consuming and at times frustrating to the pharmaceutical company. Many companies start very late in trying to bring the AST manufacturers on board. BHAI strongly suggests that this process begin at least 36-48 months prior to the anticipated launch of PLAZOMICIN. However, BHAI is capable of accelerating this process for some AST companies if necessary.

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Management Experience

BHAI and IHMA's management have over forty (40) years of expertise in the area of antimicrobials, marketing and susceptibility testing systems. BHAI and IHMA have participated in the development of over thirty (30) antimicrobials in the past twenty years. In addition, BHAI and IHMA have developed a proven mechanism for assisting pharmaceutical companies in getting their product(s) through the often cumbersome and confusing development process that AST companies must go through in order to make new products available to their customers. BHAI and IHMA acts as the intermediaries for ACHAOGEN with each of the identified AST companies to ensure timely development schedules and availability of product for submission and sales. We provide the needed catalyst to ensure milestones and deadlines are met in a timely manner. Our working relationship with each of the AST companies allows us to identify any potential problem areas early in the development process and make recommendations to ACHAOGEN for resolution.

Program

The programs described in this proposal can be implemented as independent steps but are designed as integrated pieces of a comprehensive laboratory program. Initiation of the entire program will expedite the acceptance for PLAZOMICIN and significantly enhance the chance for success in the laboratory and marketplace. This proposal addresses the first program in the development of a new compound for the AST systems.

MIPP™ - Manufacturers Interface and Performance Program

ACHAOGEN must initiate the PLAZOMICIN development process with all key manufacturers of testing systems to ensure PLAZOMICIN has been thoroughly evaluated and developed for their units. Each manufacturer has a different procedure and timetable that must be accommodated. In order to ensure availability of PLAZOMICIN as soon as possible after launch this process must start **now**.

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BHAI will work on ACHAOGEN's behalf with key U.S. and European manufacturers of testing systems to provide the following:

1. A negotiation bridge for contracts, support documentation and clinical trial costs, if necessary.

2. Distribution of critical product information on PLAZOMICIN throughout the development process.

3. A list of critical events to ensure a timely development and approval process.

4. Continuous follow-up as to the progress of each stage of product development.

5. Quarterly status reports on any potential issues and progress of project as it pertains to PLAZOMICIN's ability to gain approval on all testing systems.

6. During the pharmaceutical company's discussions on labeling, BHAI will serve as a consultant on all issues that impact the AST Company's ability to successfully market the new product.

7. Immediate notification of PLAZOMICIN's approval to all AST manufacturers.

8. Provide each manufacturer with a formatted package of information on PLAZOMICIN, which will expedite the writing, and submitting of appropriate registration documents to the FDA.

9. Completion and submission of appropriate forms by each manufacturer to ensure FDA approval of PLAZOMICIN on their system.

10. A single point of contact with each manufacturer to ensure all goals and objectives for ACHAOGEN is met in a timely manner.

11. Assist ACHAOGEN in developing a comprehensive laboratory strategy.

The MIPP™ program is structured in phases to ensure all processes and procedures are met completely. The following steps will outline activities that must take place, estimated time for completion for each step of the project and estimated budgets.

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Step I-Fact Finding Stage-Complete

Step II-Planning, Formal Agreements, and Powder Acquisition-Complete

Step III-On Site Visits and Feasibility Studies-Site Visits Complete, All Feasibility Completed

Step IV-Development, Clinical Trials, Monitoring-Ongoing

This proposal addresses work to be started later 2017 and 2018. This step will be the last step and contain the remaining budget.

Step V-FDA Approval and Launch-2018/2019

The approval of the ACHAOGEN antimicrobic compound by the FDA and other regulatory agencies will initiate this phase of the program. Upon notification by ACHAOGEN to BHAI, BHAI will notify each manufacturer of the approval. BHAI will perform the following during this phase:

1. If the coordinated development CDER/CDRH guideline is implemented, work with the respective companies to expedite the 510K approvals via Pre-Sub.
2. Notify all AST manufacturers of NDA approval letter.
3. Provide each manufacturer with a formatted package of the pertinent information from the approved product insert for the ACHAOGEN antimicrobic compound to expedite the filing of the 510K by an AST company and/or CE marking.
4. Survey the impact to each AST company of the approved FDA breakpoints and EUCAST if they are different than the provisional breakpoints.
5. Provide continued follow-up with each manufacturer as to status and potential 510K clearance dates.
6. Work with some manufacturers in the AVEP program to have Research Use Only product available for clinical data testing by clinicians.
7. Determine when each manufacturer will have ACHAOGEN amtimicrobic compound available commercially on their testing systems.
8. Provide ACHAOGEN with routine updates on the status of available systems in the marketplace.
9. Continue to monitor until each manufacturer has completed the submission process.

10. For those companies who are unable to implement quickly, BHAI will attempt to negotiate an alternative implementation process.

Step V will start at the, Pre-Sub stage (for those AST companies ready at the time) after the NDA submission of the PLAZOMICIN and continue until each AST Company has submitted packages to the FDA and other regulatory agencies.

Some of the systems will be available quickly and others may lag behind. It will be BHAI's responsibility to work with each manufacturer to speed this process along at every stage, whenever possible.

Constant and consistent follow-up with manufacturers will ensure that PLAZOMICIN will be available as soon after launch as possible. During this time, PLAZOMICIN must position itself to move into the routine testing systems rapidly. It will be critical to the success of this program to convince manufacturers that PLAZOMICIN will have a significant advantage in the marketplace and that ACHAOGEN and any marketing partners will support its acceptance by physicians with an enormous effort

Quarterly status reports will continue to be prepared for ACHAOGEN.

Remaining budget for Step 4 and Step 5 budgeted in 2017-2019

BUDGET

Manufacturers Interface & Performance Program - MIPP™

BASE PROGRAM

Total Cost Step I-V	**$200,000.00**
Paid for Steps 1-4 through 2016	**$108,000.00**
Paid in 2017	**$36,000.00**
Due in 2018	**$36,000.00**
Due in 2019	**$20,000.00**

Payments to be made quarterly for $9000.