

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
Orexigen Therapeutics, Inc.,<sup>1</sup> )  
 ) Case No. 18-10518 (KG)  
Debtor. )  
 ) Re: Docket No. 7

**RESERVATION OF RIGHTS OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS TO DEBTOR’S MOTION FOR ENTRY OF  
INTERIM AND FINAL ORDERS (A) AUTHORIZING THE DEBTOR TO  
(I) CONTINUE ITS CASH MANAGEMENT SYSTEM, (II) HONOR CERTAIN  
RELATED PREPETITION OBLIGATIONS, (III) MAINTAIN EXISTING  
BUSINESS FORMS, AND (IV) CONTINUE TO PERFORM INTERCOMPANY  
TRANSACTIONS, (B) AUTHORIZING AND DIRECTING THE DEBTOR’S  
BANKS TO HONOR ALL RELATED PAYMENT REQUESTS, (C) GRANTING  
INTERIM AND FINAL WAIVERS OF THE DEBTOR’S COMPLIANCE WITH  
SECTION 345(B) OF THE BANKRUPTCY CODE, (D) SCHEDULING A FINAL  
HEARING, AND (E) GRANTING RELATED RELIEF**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor and debtor in possession (the “Debtor”) by and through its undersigned proposed counsel, hereby submits this reservation of rights (the “Reservation”) to the *Debtor’s Motion for Entry of Interim and Final Orders (A) Authorizing the Debtor to (I) Continue its Cash Management Systems, (II) Honor Certain Related Prepetition Obligations, (III) Maintain Existing Business Forms, and (IV) Continue to Perform Intercompany Transactions, (B) Authorizing and Directing the Debtor’s Banks to Honor All Related Payment Requests, (C) Granting Interim and Final Waivers of the Debtor’s Compliance With Section 345(b) of the Bankruptcy Code, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* [Docket No. 7] (the “Motion”).<sup>2</sup>

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 8822. The Debtor’s mailing address for purposes of this Chapter 11 Case is 3344 North Torrey Pines Court, Suite 200, La Jolla, CA 92037.

<sup>2</sup> Capitalized terms used but not otherwise defined in this Objection shall have the meanings set forth in the Motion.



**RESERVATION OF RIGHTS**

The Committee has no objection to the relief sought in the Motion. The Committee and the Debtor have been working to resolve various issues, certain of which relate to the intercompany transactions between the Debtor and its' subsidiary Orexigen Ireland. Although the Committee remains hopeful, complete resolution has not yet been achieved, although the Debtor has agreed to provide the Committee with the same oversight rights as the DIP Agent with respect to the Intercompany Transactions.

The Committee believes that the Debtor is in accord with this Reservation but has been unable to confirm prior to the objection deadline. Therefore, out of an abundance of caution, the Committee files this reservation to reserve all rights with respect to all intercompany transactions, both pre-petition and post-petition, between the Debtor and its' subsidiary Orexigen Ireland.

Dated: April 6, 2018  
Wilmington, Delaware

**ELLIOTT GREENLEAF, P.C.**

/s/ Eric M. Suttty

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*Proposed Counsel to the Official  
Committee of Unsecured Creditors*