

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

Re: Docket Nos. 8, 40

**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER
(I) AUTHORIZING THE PAYMENT OF CERTAIN TAXES AND FEES; AND
(II) GRANTING RELATED RELIEF**

The undersigned proposed counsel for the above-captioned debtor and debtor in possession (the “Debtor”) hereby certifies that:

1. On October 10, 2024, the above-captioned debtor and debtor in possession (the “Debtor”) filed the *Motion for Entry of Interim and Final Orders: (I) Authorizing the Payment of Certain Taxes and Fees; and (II) Granting Related Relief* (the “Motion”) [Docket No. 8].
2. On October 16, 2024, the Court held an interim hearing on the Motion.
3. On October 16, 2024, the Court entered the *Interim Order: (I) Authorizing the Payment of Certain Taxes and Fees; and (II) Granting Related Relief* (the “Interim Order”) [Docket No. 40].
4. On October 17, 2024, the Debtor filed the *Notice of Entry of Interim Order and Final Hearing Regarding Debtor’s Motion for Entry of Interim and Final Orders: (I) Authorizing the Payment of Certain Taxes and Fees; and (II) Granting Related Relief* [Docket No. 46] that set the deadline to respond with respect to final relief sought in the Motion as November 6, 2024 at 4:00 p.m. Eastern Time (the “Objection Deadline”).

¹ The Debtor’s mailing address is 4698 Willow Road, Pleasanton, CA 94588, and the last four digits of the Debtor’s federal tax identification number is 9534.



5. The Debtor received an informal response from the Official Committee of Unsecured Creditors (the “Committee”). No party filed an answer, objection, or other responsive pleading to the Motion on the Court’s docket.

6. Attached hereto as **Exhibit A** is a proposed final order (the “Proposed Final Order”), which incorporates comments of the Committee. The Committee does not object to entry of the Proposed Final Order.

7. A blacklined copy of the Proposed Final Order is attached hereto as **Exhibit B**, showing changes made against the Interim Order.

8. Accordingly, the Debtor respectfully requests entry of the Proposed Final Order attached hereto as **Exhibit A** at the Court’s earliest convenience.

Dated: November 11, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O’Neill

Debra I. Grassgreen, (admitted *pro hac vice*)

John W. Lucas, (admitted *pro hac vice*)

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*Proposed Counsel to the
Debtor and Debtor in Possession*

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

Related Docket Nos. 8 and 40

**FINAL ORDER: (I) AUTHORIZING THE PAYMENT OF
CERTAIN TAXES AND FEES; AND (II) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtor and debtor-in-possession (the “Debtor”), for the entry of a final order (this “Final Order”): (a) authorizing the Debtor to remit and pay (or use tax credits to offset) Taxes and Fees; and (b) granting related relief all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtor’s notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim hearing before this Court (the “Hearing”); and upon the Debtor’s representation that the amounts authorized to be paid pursuant to this Final Order are consistent with the Debtor’s budget; and this Court having determined that the legal and factual bases set

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² A capitalized term used but not defined herein have the meaning ascribed to it in the Motion.

forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth in this Final Order.
2. The Debtor is authorized, but not directed, to: (a) negotiate, pay, and remit (or use tax credits to offset), or otherwise satisfy, the Taxes and Fees that arose or accrued prior to the Petition Date and that will become due and owing in the ordinary course of business during the pendency of this Chapter 11 Case at such time when the Taxes and Fees are payable, in an aggregate amount not to exceed \$230,000 unless otherwise ordered by this Court; and (b) negotiate, pay, and remit (or use tax credits to offset) Taxes and Fees that arise or accrue in the ordinary course of business on a postpetition basis—including, for the avoidance of doubt, posting collateral or a letter of credit in connection with any dispute related to Audits or paying any Taxes and Fees arising as a result of Audits; *provided however*, that the Debtor shall give the professionals retained by the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) two days advance notice of the proposed payments of Taxes and Fees that arose or accrued prior to the Petition Date under this Final Order, of which notice shall include (i) the identity of each Authority to be paid; and (ii) the amount of the proposed payment to such Authority .
3. All applicable banks and other financial institutions are authorized to receive, process, honor, and pay any and all prepetition checks or by automated clearinghouse payment issued by the Debtor for the payment of Taxes and Fees approved herein, whether prior to or after commencement of the Chapter 11 Case.

4. The Debtor is authorized, consistent with this Final Order, to issue postpetition checks or to effect postpetition automated clearinghouse requests in replacement of any checks or automated clearinghouse requests relating to taxes that were dishonored or rejected.

5. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

6. Nothing in the Motion, this Final Order, or the Debtor's payment of any claims pursuant to this Final Order, shall be construed as: (i) an admission as to the validity of any claim against the Debtor or the existence of any lien against the Debtor's property; (ii) a waiver of the Debtor's or any other party in interest's rights to dispute any claim or lien on any grounds; (iii) a promise to pay any claim; (iv) an implication or admission that any particular claim would constitute an allowed claim; (v) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (vi) a limitation on the Debtor's rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Final Order. Nothing contained herein or in the Motion shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent that it is not paid.

7. Nothing contained in this Final Order shall be construed to accelerate payments that are not otherwise due and payable.

8. Nothing herein shall impair any right of the Debtor or any other party in interest to dispute or object to any taxes asserted as owing to the Taxing Authorities or those parties who ordinarily collect the Taxes and Fees as to amount, liability, classification, or otherwise.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6003 and 6004, the terms and conditions of this Final Order shall be immediately effective and enforceable. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the Motion. To the extent the 14-day stay of Bankruptcy Rule 6004(h) may be construed to apply to the subject matter of this Final Order, such stay is hereby waived.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and Local Rule 9013-1(m) are satisfied by such notice.

11. To the extent that the Debtor has overpaid any Taxes and Fees, the Debtor is authorized to seek a refund or credit.

12. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

13. This Court shall retain jurisdiction over any and all matters arising from the interpretation, implementation, or enforcement of this Final Order.

Exhibit B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

Related Docket Nos. 8 and 40

**~~INTERIM~~FINAL ORDER: (I) AUTHORIZING THE PAYMENT OF
CERTAIN TAXES AND FEES; AND (II) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtor and debtor-in-possession (the “Debtor”), for the entry of ~~an interim~~ a final order (this “~~Interim~~ Final Order”): (a) authorizing the Debtor to remit and pay (or use tax credits to offset) Taxes and Fees; and (b) granting related relief; all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtor’s notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim hearing before this Court (the “Hearing”); and upon the Debtor’s representation that the amounts authorized to be paid pursuant to this ~~Interim~~ Final Order are consistent with the Debtor’s ~~debtor-in-possession financing~~ budget;

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² A capitalized term used but not defined herein have the meaning ascribed to it in the Motion.

and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on ~~an interim~~ final basis as set forth in this ~~Interim~~Final Order.

~~2. 2. The final hearing (the “Final Hearing”) on the Motion shall be held on November 13, 2024, at 1:00 p.m. (prevailing Eastern Time). Any objections or responses to entry of a final order on the Motion shall be filed with the Court, and served so as to be received by the following parties, by no later than 4:00 p.m. (prevailing Eastern Time) on November 6, 2024: (i) proposed counsel to the Debtor, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Debra I. Grassgreen (dgrassgreen@pszjlaw.com), John W. Lucas (jlucas@pszjlaw.com), Malhar S. Pagay (mpagay@pszjlaw.com), James E. O’Neill (joneill@pszjlaw.com), and Brooke E. Wilson (bwilson@pszjlaw.com); (ii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; (iii) counsel to the Prepetition Secured Lenders; and (iv) counsel for any official committee of unsecured creditors appointed in the Chapter 11 Case. In the event that no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing.~~

~~3.~~ 3. The Debtor is authorized, but not directed, ~~on an interim basis,~~ to: (a) negotiate, pay, and remit (or use tax credits to offset), or otherwise satisfy, the Taxes and Fees that arose or accrued prior to the Petition Date and that will become due and owing in the ordinary course of business during the pendency of ~~the~~ this Chapter 11 Case at such time when the

Taxes and Fees are payable, ~~provided that such payments shall~~ in an aggregate amount not to exceed \$~~8230,000~~ pending entry of the Final Order unless otherwise ordered by this Court; and (b) ~~negotiate, pay, and remit (or use tax credits to offset) Taxes and Fees that arise or accrue in the ordinary course of business on a postpetition basis—including, for the avoidance of doubt, posting collateral or a letter of credit in connection with any dispute related to Audits; or paying any Taxes and Fees arising as a result of Audits;~~ provided however, that the Debtor shall give the professionals retained by the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) two days advance notice of the proposed payments of Taxes and Fees that arose or accrued prior to the Petition Date under this Final Order, of which notice shall include (i) the identity of each Authority to be paid; (ii) ; and (iii) the amount of the proposed payment to such Authority.

4. ~~4.~~ All applicable banks and other financial institutions are authorized to receive, process, honor, and pay any and all prepetition checks or by automated clearinghouse payment issued by the Debtor for the payment of Taxes and Fees approved herein, whether prior to or after commencement of the Chapter-~~11~~-Cases.

5. ~~5.~~ The Debtor is authorized, consistent with this ~~Interim~~ Final Order, to issue postpetition checks or to effect postpetition automated clearinghouse requests in replacement of any checks or automated clearinghouse requests relating to taxes that were dishonored or rejected.

6. ~~6.~~ Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this ~~Interim~~ Final Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

7. ~~7.~~ Nothing in the Motion, this ~~Interim~~ Final Order, or the Debtor’s payment of any claims pursuant to this ~~Interim~~ Final Order, shall be construed as: (i) an admission as to the

validity of any claim against ~~any~~the Debtor or the existence of any lien against the Debtor's property; (ii) a waiver of the Debtor's or any other party in interest's rights to dispute any claim or lien on any grounds; (iii) a promise to pay any claim; (iv) an implication or admission that any particular claim would constitute an allowed claim; (v) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; or (vi) a limitation on the Debtor's rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this ~~Interim~~Final Order. Nothing contained herein or in the Motion shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent that it is not paid.

8. ~~8.~~ Nothing contained in this ~~Interim~~Final Order shall be construed to accelerate payments that are not otherwise due and payable.

9. ~~9.~~ Nothing herein shall impair any right of the Debtor or any other party in interest to dispute or object to any taxes asserted as owing to the Taxing Authorities or those parties who ordinarily collect the ~~Prepetition Tax Obligations~~Taxes and Fees as to amount, liability, classification, or otherwise.

10. ~~10.~~ Notwithstanding the possible applicability of Bankruptcy Rules 6003 and 6004, the terms and conditions of this ~~Interim~~Final Order shall be immediately effective and enforceable. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the Motion. To the extent the 14-day stay of Bankruptcy Rule 6004(h) may be construed to apply to the subject matter of this Final Order, such stay is hereby waived.

11. ~~11.~~ Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and Local Rule 9013-1(m) are satisfied by such notice.

12. ~~12.~~ To the extent that the Debtor has overpaid any Taxes and Fees, the Debtor is authorized to seek a refund or credit.

13. ~~13.~~ The Debtor is authorized to take all actions necessary to effectuate the relief granted in this ~~Interim~~Final Order in accordance with the Motion.

14. ~~14.~~ This Court shall retain jurisdiction over any and all matters arising from the interpretation, implementation, or enforcement of this ~~Interim~~Final Order.