

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

In re:	Chapter 11
GRITSTONE BIO, INC., ¹	Case No. 24-12305 (KBO)
Debtor.	Re: Docket No. 206

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF POTTER ANDERSON & CORROON LLP AS DELAWARE COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
GRITSTONE BIO, INC., EFFECTIVE AS OF OCTOBER 31, 2024**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 case (the “Chapter 11 Case”) for entry of an order (this “Order”) authorizing the Committee to employ and retain Potter Anderson & Corroon LLP (“Potter Anderson”) as its Delaware counsel, effective as of October 31, 2024, the date the Committee determined to employ Potter Anderson in this Chapter 11 Case, pursuant to section 1103 of title 11 of the United States Code; and upon the *Declaration of Christopher M. Samis in Support of the Application of the Official Committee of Unsecured Creditors of Gritstone Bio, Inc., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of October 31, 2024* (the “Samis Declaration”), attached to the Application as **Exhibit B**, and (ii) the *Declaration of Carlye Murphy, Chair of the Official Committee of Unsecured Creditors of Gritstone Bio, Inc., in Support of the Application of the Official Committee of Unsecured Creditors of Gritstone Bio, Inc., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of October 31, 2024* (the “Murphy Declaration”), attached to the Application

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.



as **Exhibit C**; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Samis Declaration, that Potter Anderson does not represent or hold any interest adverse to the Committee in connection with this Chapter 11 Case, and that Potter Anderson is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and this Court having determined that the legal and factual bases set forth in the Application, the Samis Declaration, and the Murphy Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and to retain Potter Anderson as its Delaware counsel, effective as of October 31, 2024, on the terms and conditions set forth in the Application and the Samis Declaration.
3. Potter Anderson shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this Chapter 11 Case in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Compensation Procedures Order, and any other applicable procedures and orders of the Court. Potter Anderson shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Case in

compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Potter Anderson also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Potter Anderson in the Chapter 11 Case.

4. Notwithstanding anything to the contrary in the Application, Potter Anderson shall not seek reimbursement of expenses for office supplies.

5. Notwithstanding anything to the contrary in the Application, Potter Anderson shall not seek reimbursement of any fees or costs arising from the defense of any objection to its fees or expenses in this Chapter 11 Case.

6. To the extent that Potter Anderson, in any fee application, seeks reimbursement of charges incurred by Potter Anderson in connection with providing overtime secretarial assistance, all parties' rights to object to the allowance of such charges are reserved.

7. The Committee and Potter Anderson are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.