

**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 No. 294

**ORDER (I) ESTABLISHING A DEADLINE FOR FILING REQUESTS
FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIMS,
(II) APPROVING THE FORM AND MANNER OF NOTICE
THEREOF, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the Debtor for an order (this “Order”) (a) establishing a deadline for filing of requests for allowance of Administrative Expense Claims that arose during the period from the Petition Date through and including the Administrative Expense Bar Date, (b) designating the form and manner of Administrative Expense Bar Date Notice, and (c) granting related relief; and upon consideration of the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 that this Court may enter a final order consistent with Article III of the United States Constitution; 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Order;

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.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.



and upon the record herein; and after due deliberation thereon; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest,

IT IS HEREBY ORDERED:

1. The Motion is GRANTED as set forth herein.

2. Except as otherwise provided herein, the Debtor proposes that each entity³ (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and government units) that holds or wishes to assert a claim against the Debtor that is or may be an administrative expense pursuant to section 503(b) of the Bankruptcy Code (each, an “Administrative Expense Claim”), other than a claim arising under section 503(b)(9) of the Bankruptcy Code, which such Administrative Expense Claim arose during the period from the Petition Date through and including **December 31, 2024**, must file a request for allowance of such Administrative Expense Claim (a “Request for Payment”), substantially in the form attached hereto as **Exhibit 1**, by no later than **4:00 p.m. (prevailing Eastern Time) on February 14, 2025** (such date, the “Administrative Expense Bar Date”).

3. A Request for Payment with respect to Administrative Expense Claims that arose between the Petition Date and the Administrative Expense Bar Date shall be timely only if it is **actually received** by the Claims Agent no later than the Administrative Expense Bar Date by mail, or other hand delivery system, at the following address:

³ Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code shall have the meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

Gritstone Claims Processing Center
c/o KCC dba Verita Global
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

The Claims Agent shall **not** be required to accept a Request for Payment sent by facsimile, telecopy, or electronic mail transmission.

4. Each Request for Payment must: (a) be legibly written in English; (b) include a claim amount denominated in United States dollars; (c) set forth with specificity the legal and factual basis for the alleged claim; (d) be signed by the claimant or by an authorized agent or legal representative of the claimant, whether such signature is an electronic signature or is ink; and (e) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. Documentation should include both evidence of the nature of the Administrative Expense Claim asserted as well as evidence of the date on which the Administrative Expense Claim arose.

5. The establishment of the Administrative Expense Bar Date shall not have any effect on any prior bar date order, or be deemed to have extended or otherwise affected any other deadlines for filing claims that have been established in the Chapter 11 Case by this Court. For the avoidance of doubt, the Administrative Expense Bar Date does not apply to (a) claims arising under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtor in the ordinary course of the Debtor's business within the 20 days prior to the commencement of the Chapter 11 Case, or (b) prepetition claims.

6. Notwithstanding anything to the contrary in this Order or the Motion, the following claims shall be excepted from this Order and are **not** required to be filed on or before the Administrative Expense Bar Date:

- a. any Administrative Expense Claim that has (i) been previously paid, or (ii) otherwise been satisfied;
- b. Administrative Expense Claims previously filed with the Claims Agent or this Court;
- c. (i) any claim arising under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtor in the ordinary course of the Debtor's business within the 20 days prior to the commencement of the Chapter 11 Case (a "503(b)(9) Claim"); or (ii) prepetition claims;⁴
- d. Administrative Expense Claims for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date by the following professionals only: (i) Pachulski Stang Ziehl & Jones LLP; (ii) PwC US Business Advisory LLP; (iii) Raymond James & Associates, Inc.; (iv) Michel-Shaked Group; (v) Fenwick & West LLP; (vi) Kurtzman Carson Consultants LLC, dba Verita Global; (vii) any professionals retained by the Committee; and (viii) any person or entity retained under the *Order: (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business; and (II) Granting Related Relief* [Docket No. 192];
- e. any claim of the DIP Agent, on behalf of itself and the DIP Lenders, under the *Order (I) Authorizing the Debtor to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code; (II) Authorizing the Debtor to Use Certain Cash Collateral; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Granting Adequate Protection to the Prepetition Secured Parties; (V) Modifying the Automatic Stay; and (VI) Granting Related Relief* [Docket No. 180];
- f. any claim of a current officer, member, or manager of the Debtor for indemnification, contribution, or reimbursement;
- g. any claims for fees payable to the Clerk of the Court;
- h. any fees payable to the U.S. Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;

⁴ The Court previously entered an order on December 10, 2024 [Docket No. 238] setting (i) January 13, 2025 as the deadline for all entities to file 503(b)(9) Claims (the "503(b)(9) Bar Date"); (ii) January 13, 2025 as the deadline for all entities, other than governmental units (as defined in section 101(27) of the Bankruptcy Code), to file prepetition claims (the "General Bar Date"); and (iii) April 8, 2025 (the "Governmental Bar Date," and collectively with the 503(b)(9) Bar Date and General Bar Date, the "Prior Bar Dates") as the deadline for governmental units to file prepetition claims. *See also* the Bar Date Notice [Docket No. 243]. For the avoidance of doubt, nothing in the Administrative Expense Bar Date Order extends or otherwise alters any of the Prior Bar Dates.

- i. any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code;
- j. any claim that is asserted against a person or entity that is not the Debtor; and
- k. Administrative Expense Claims arising after the date that the Administrative Expense Bar Date Order is entered.

7. Within two (2) business days after entry of this Order (the “Service Date”), the Debtor, directly or through the Claims Agent, shall serve the Request for Payment form, substantially in the form attached hereto as **Exhibit 1**, and the Administrative Expense Bar Date Notice, substantially in the form attached hereto as **Exhibit 2**, which forms are hereby approved, by first-class mail, postage prepaid, and/or electronic mail (where available) on the following parties:

- a. the U.S. Trustee;
- b. all persons or entities that have requested notice of the proceedings in the Chapter 11 Case pursuant to Bankruptcy Rule 2002;
- c. all persons or entities that have filed claims against the Debtor;
- d. all known persons or entities that have entered into a transaction with the Debtor on or after the Petition Date, or that are known to hold, or that the Debtor believes may assert that they hold, a right to payment under section 503(b) of the Bankruptcy Code against the Debtor;
- e. all parties to executory contracts and unexpired leases of the Debtor;
- f. all persons or entities employed by the Debtor on or after the Petition Date;
- g. the attorneys of record to all parties with litigation pending against the Debtor;
- h. the Internal Revenue Service, the United States Attorney’s Office for the District of Delaware, all taxing authorities for the jurisdictions in which the Debtor conducted business, and all other applicable governmental units; and
- i. except for employees terminated before the Petition Date and all former (as of the Petition Date) officers and directors of the Debtor, all other parties in the Debtor’s creditor matrix not included above.

8. If the Debtor determines after the Service Date that additional parties should receive the Administrative Expense Bar Date Notice, then the date by which a Request for Payment must be filed by such party or parties shall be the later of (a) the Administrative Expense Bar Date, and (b) 21 days from the mailing date of the Administrative Expense Bar Date Notice to such additional parties.

9. The Administrative Expense Bar Date Notice and the Request for Payment form shall be posted by the Service Date on the website established by the Claims Agent for the Chapter 11 Case at: <https://www.veritaglobal.net/gritstone>.

10. Any person or entity purportedly holding an Administrative Expense Claim against the Debtor that is required to file a Request for Payment but fails to do so properly or timely in accordance with this Order, shall not, absent further order of this Court, participate in any distribution in the Chapter 11 Case on account of such purported Administrative Expense Claim.

11. Entry of this Order is without prejudice to the Debtor's right to seek any other or further orders of this Court fixing a date by which holders of claims not subject to the Administrative Expense Bar Date must file or assert such claims against the Debtor.

12. Nothing in this Order shall prejudice the right of any party in interest, including the Debtor, to dispute, or to assert offsets, counterclaims, or defenses against, any Administrative Expense Claim, and nothing contained in this Order shall preclude any party in interest, including the Debtor, from objecting to any claim on any grounds.

13. The Debtor and the Claims Agent are authorized and empowered to take any and all actions necessary to implement the terms of this Order.

14. This Court shall retain jurisdiction and power over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: January 9th, 2025
Wilmington, Delaware


KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Request for Payment

**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)

REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM

1. Name of claimant: _____
2. Nature and description of the claim (you may attach a separate summary): _____

3. Date(s) claim arose: _____
4. Amount of claim: _____
5. Documentation supporting the claim must be attached hereto. Documentation should include both evidence of the nature of the Administrative Expense Claim asserted as well as evidence of the date or dates on which the Administrative Expense Claim arose.

Date:

Signature: _____

Name: _____

Address: _____

Phone Number: _____

Email: _____

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.

EXHIBIT 2

Administrative Expense Bar Date Notice

**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)

NOTICE OF DEADLINE FOR FILING OF ADMINISTRATIVE EXPENSE CLAIMS

PLEASE TAKE NOTICE THAT on January __, 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”), having jurisdiction over this chapter 11 case of the above-captioned debtor (the “Debtor”), entered an order [Docket No. __] (the “Administrative Expense Bar Date Order”)² establishing **February 14, 2025 at 4:00 p.m. (prevailing Eastern Time)** (the “Administrative Expense Bar Date”) as the deadline by which each entity³ (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and government units) that holds or wishes to assert a claim against the Debtor that is or may be an administrative expense pursuant to section 503(b) of the Bankruptcy Code (each, an “Administrative Expense Claim”), other than a claim arising under section 503(b)(9) of the Bankruptcy Code, which such Administrative Expense Claim arose during the period from the Petition Date through and including December 31, 2024.

Pursuant to the terms of the Administrative Expense Bar Date Order, and except as provided therein or herein, each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that holds or wishes to assert an Administrative Expense Claim against the Debtor’s estate that may have arisen during the period set forth in the preceding paragraph must file a request for allowance of such Administrative Expense Claim (a “Request for Payment”) on or before the Administrative Expense Bar Date.

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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Administrative Expense Bar Date Order.

³ Except as otherwise defined herein, all terms specifically defined in title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) shall have the meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

Pursuant to the terms of the Administrative Expense Bar Date Order, the Administrative Expense Bar Date DOES NOT apply to the following claims:⁴

- a. any Administrative Expense Claim that has (i) been previously paid, or (ii) otherwise been satisfied;
- b. Administrative Expense Claims previously filed with the Claims Agent or the Court;
- c. (i) claims arising under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtor in the ordinary course of the Debtor's business within the 20 days prior to the commencement of the Chapter 11 Case (a "503(b)(9) Claim"); or (ii) prepetition claims;
- d. Administrative Expense Claims for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date by the following professionals only: (i) Pachulski Stang Ziehl & Jones LLP; (ii) PwC US Business Advisory LLP; (iii) Raymond James & Associates, Inc.; (iv) Michel-Shaked Group; (v) Fenwick & West LLP; (vi) Kurtzman Carson Consultants LLC, dba Verita Global; (vii) the Committee and any professionals retained by the Committee; and (viii) any person or entity retained under the *Order: (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business; and (II) Granting Related Relief* [Docket No. 192];
- e. any claim of the DIP Agent, on behalf of itself and the DIP Lenders, under the *Order (I) Authorizing the Debtor to Obtain Postpetition Secured Financing Pursuant to Section 364 of the Bankruptcy Code; (II) Authorizing the Debtor to Use Certain Cash Collateral; (III) Granting Liens and Superpriority Administrative Expense Claims; (IV) Granting Adequate Protection to the Prepetition Secured Parties; (V) Modifying the Automatic Stay; and (VI) Granting Related Relief* [Docket No. 180];
- f. any claim of a current officer, member, or manager of the Debtor for indemnification, contribution, or reimbursement;
- g. any claims for fees payable to the Clerk of the Court;
- h. any fees payable to the U.S. Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- i. any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section

⁴ The Court previously entered an order on December 10, 2024 [Docket No. 238] setting (i) January 13, 2025 as the deadline for all entities to file 503(b)(9) Claims (the "503(b)(9) Bar Date"); (ii) January 13, 2025 as the deadline for all entities, other than governmental units (as defined in section 101(27) of the Bankruptcy Code), to file prepetition claims (the "General Bar Date"); and (iii) April 8, 2025 (the "Governmental Bar Date," and collectively with the 503(b)(9) Bar Date and General Bar Date, the "Prior Bar Dates") as the deadline for governmental units to file prepetition claims. *See also* the Bar Date Notice [Docket No. 243]. For the avoidance of doubt, nothing in the Administrative Expense Bar Date Order extends or otherwise alters any of the Prior Bar Dates.

503(b)(1)(D) of the Bankruptcy Code;

- j. any claim that is asserted against a person or entity that is not the Debtor; and
- k. Administrative Expense Claims arising after the date that the Administrative Expense Bar Date Order is entered.

A CLAIMANT SHOULD CONSULT HIS OR HER ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT. NEITHER THE DEBTOR'S ATTORNEYS, NOR THE CLAIMS AGENT, NOR THE CLERK OF THE COURT CAN ADVISE THE CLAIMANT WHETHER THE CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT.

All original Requests for Payment in respect of Administrative Expense Claims that arose between the Petition Date and **December 31, 2024** must be filed so as to be **actually received** by the Claims Agent on or before the Administrative Expense Bar Date by mail, or other hand delivery system, at the following address:

Gritstone Claims Processing Center
c/o KCC dba Verita Global
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

Such Requests for Payment of Administrative Expense Claims will be deemed timely filed only if **actually received** by the Claims Agent on or before the Administrative Expense Bar Date. Requests for Payment of Administrative Expense Claims shall **not** be delivered by facsimile, telecopy, or electronic mail transmission.

Each Request for Payment must: (i) be legibly written in English; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m. (prevailing Eastern Time) on the Administrative Expense Bar Date (and to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) set forth with specificity the legal and factual basis for the alleged claim; (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant, whether such signature is an electronic signature or is ink; and (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. Documentation should include both evidence of the nature of the Administrative Expense Claim asserted as well as evidence of the date on which the Administrative Expense Claim arose.

ANY PARTY PURPORTEDLY HOLDING AN ADMINISTRATIVE EXPENSE CLAIM AGAINST THE DEBTOR THAT IS REQUIRED TO FILE A REQUEST FOR PAYMENT BUT FAILS TO DO SO PROPERLY OR TIMELY IN ACCORDANCE WITH THE ADMINISTRATIVE EXPENSE BAR DATE ORDER, SHALL NOT, ABSENT FURTHER ORDER OF THE COURT, PARTICIPATE IN ANY DISTRIBUTION IN THIS CASE ON ACCOUNT OF SUCH ADMINISTRATIVE EXPENSE CLAIM.

All parties in interest reserve the right to dispute, or to assert offsets, counterclaims, or defenses against, any Administrative Expense Claim, and nothing contained in the Administrative Expense Bar Date Order or this Notice shall preclude any parties in interest from objecting to any claim on any grounds.

THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM OR THAT THE DEBTOR OR THE COURT BELIEVE THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM. DO NOT FILE A REQUEST FOR PAYMENT UNLESS YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM.

This Notice is only a summary of the Administrative Expense Bar Date Order. All parties in interest should carefully review the Administrative Expense Bar Date Order itself and the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware for additional information regarding the filing and treatment of Administrative Expense Claims.

Copies of the Administrative Expense Bar Date Order may be examined by interested parties on the Court's electronic docket for the Chapter 11 Case, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). In addition, electronic copies of the Administrative Expense Bar Date Order may be viewed free of charge at: <https://www.veritaglobal.net/gritstone>. Copies of the Administrative Expense Bar Date Order may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware, 19801.

Dated: January __, 2025

PACHULSKI STANG ZIEHL & JONES LLP

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

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

Malhar S. Pagay, (admitted *pro hac vice*)

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