

**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. 309, 331

**CERTIFICATION OF COUNSEL REGARDING
AMENDED FOURTH OMNIBUS MOTION FOR THE ENTRY OF AN ORDER (A)
AUTHORIZING REJECTION OF FISHER BIOSERVICES EXECUTORY CONTRACTS
EFFECTIVE AS OF THE APPLICABLE REJECTION DATE; (B) ABANDONING ANY
REMAINING PERSONAL PROPERTY; AND (C) GRANTING RELATED RELIEF**

The undersigned hereby certifies that:

1. On December 24, 2024, the above-captioned debtor and debtor in possession (the “Debtor”) filed the *Amended Fourth Omnibus Motion for the Entry of an Order (A) Authorizing Rejection of Executory Contracts Effective as of the Applicable Rejection Date; (B) Abandoning any Remaining Personal Property; and (C) Granting Related Relief* [Doc No. 309] (the “Motion”).

2. Pursuant to the *Notice of Amended Fourth Omnibus Motion for the Entry of an Order (A) Authorizing Rejection of Executory Contracts Effective as of the Applicable Rejection Date; (B) Abandoning any Remaining Personal Property; and (C) Granting Related Relief* [Docket No. 309-1], objections to entry of an order granting the Motion were due no later than January 7, 2025, at 4:00 p.m. Eastern Time (the “Objection Deadline”).

3. In response to filing the Motion, Fisher BioServices, Inc. (“FBS”) filed an Objection and Reservation of Rights to the Motion. [Doc No. 331].

4. Debtor removed the FBS Contracts from the proposed Order relative to the Motion pending a resolution with FBS.

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.



2412305250404000000000003

5. Debtor and FBS have now reached an agreement whereby the FBS Agreements identified on **Schedule 1** will be rejected on certain agreed terms.

6. Attached hereto as **Exhibit A** is a proposed form of order rejecting the FBS executory contracts to **Exhibit A**.

7. Accordingly, the Debtor requests that the Proposed Order attached hereto as **Exhibit A** be entered at the Court's earliest convenience.

Dated: April 4, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

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

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

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

James E. O'Neill (DE Bar No. 4042)

919 North Market Street, 17th Floor

P.O. Box 8750

Wilmington, Delaware 19899-8705

Tel: 302-652-4100

Fax: 302-652-4400

Email: dgrassgreen@pszjlaw.com

jlucas@pszjlaw.com

mpagay@pszjlaw.com

joneill@pszjlaw.com

Counsel to the Debtor and Debtor in Possession

EXHIBIT A

Proposed Order

**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. 309, 331

**ORDER (A) AUTHORIZING REJECTION OF FISHER BIOSERVICES EXECUTORY
CONTRACTS EFFECTIVE AS OF THE APPLICABLE REJECTION DATE; (B)
ABANDONING PERSONAL PROPERTY; AND (C) GRANTING RELATED RELIEF**

Upon consideration of the *Amended Fourth Omnibus Motion for the Entry of an Order (A) Authorizing Rejection of Executory Contracts Effective as of the Applicable Rejection Date; and Granting Related Relief* (the “Motion”)² of the above-captioned debtor and debtor in possession (the “Debtor”) for the entry of an order (this “Order”): (a) authorizing the Debtor to reject the Contracts effective as of the Rejection Effective Date; (b) abandoning personal property; and (c) granting related relief, all as more fully set forth in the Motion; and the Objection thereto by Fisher BioServices, Inc. (“**Fisher BioServices**”), and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and per the circumstances no other notice need be provided; and after notice and hearing and agreement of Debtor and Fisher BioServices

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** with respect to Fisher BioServices Contracts as set forth herein.
2. Pursuant to section 365 of the Bankruptcy Code, the Fisher BioServices Contracts set forth on Schedule 1 hereto, including any amendments, restatements, supplements, and

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.

associated statements of work associated with said Contracts (collectively the “FBS Contracts”) shall each be rejected (a) as of December 31, 2024 with respect to the Fisher BioServices Facility in California, and (b) as of January 31, 2025 with respect to the Fisher BioServices Facility in Maryland (collectively the “Facilities”).

3. To the extent not already performed, the Debtor will immediately pay all outstanding post-petition invoices under the FBS Contracts including the payment of \$20,000 toward the costs of Disposition of the Debtor’s inventory at the Fisher BioServices Facilities.

4. Fisher BioServices may file a claim for rejection damages with thirty (30) days after entry of this Order. Any liquidating trustee’s rights to contest any such claim are reserved.

5. With respect to the FBS Contracts listed on Schedule 1 hereto, any personal property physically remaining at the Facilities as of the Rejection Date is abandoned as of the Rejection Date. Fisher BioServices may use or dispose of the abandoned property in its sole and absolute discretion without notice or liability to the Debtor or its estate, subject to the liens or other interests of any third parties in the abandoned property under applicable law. The automatic stay, to the extent applicable, is modified to allow for such use or disposition.

6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, except as specifically set forth herein, nothing in this Order shall be deemed a waiver or limitation of either the Debtor’s or Fisher BioServices’ rights under the Bankruptcy Code or any other applicable law.

7. Notwithstanding the possible applicability of Rules 6004(g), 7062, or 9014 of the Federal Rules of Bankruptcy Procedure, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Debtor is authorized to take all actions necessary to effectuate the relief granted

in this Order in accordance with the Motion.

9. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SCHEDULE 1**Rejected Fisher BioServices Contracts¹**

Fisher BioServices Inc.	Fisher BioServices Inc. - Master Services Agreement - Apr 21, 2021	4/21/2021	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - Master Services Agreement - Oct 22, 2018	10/22/2018	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - Master Services Agreement - Oct 02, 2018	10/2/2018	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - Master Services Agreement - Aug 10, 2018	8/10/2018	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - SOW - Sep 26, 2023 (GO-015)	9/26/2023	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - SOW - Aug 09, 2023	8/9/2023	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - SOW - Apr 24, 2024	4/24/2024	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - Quality Agreement - Jun 13, 2018	6/13/2018	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - Other - Oct 15, 2019	10/15/2019	12/24/2024
Fisher BioServices Inc.	Amendment - Feb 17, 2023	2/17/2023	12/24/2024
Fisher BioServices Inc.	Amendment - Mar 16, 2022	3/16/2022	12/24/2024
Fisher BioServices Inc.	Amendment - Jan 12, 2022	1/12/2022	12/24/2024
Fisher BioServices Inc.	Amendment - Oct 21, 2021	10/21/2021	12/24/2024
Fisher BioServices Inc.	Amendment Aug 13, 2021	8/13/2021	12/24/2024
Fisher BioServices Inc.	Fisher BioServices Inc. - SOW - Mar 13, 2018	3/13/2018	12/24/2024

¹ For the avoidance of doubt, the listed Contracts, includes any amendments, restatements, supplements, and associated statements of work associated therewith, whether or not such amendments, restatements, supplements, and associated statements of work are listed in the schedule.