

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)

Objections Due: May 5, 2025 at 4:00 P.M. (ET)

Hearing Date: To be scheduled if necessary

**SUMMARY OF FIFTH MONTHLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF FENWICK & WEST LLP AS SPECIAL
CORPORATE COUNSEL FOR THE DEBTOR AND DEBTOR IN POSSESSION FOR
THE PERIOD FROM FEBRUARY 1, 2025 THROUGH FEBRUARY 28, 2025**

Name of Applicant:	Fenwick & West LLP
Authorized to Provide Professional Services to:	Debtor and Debtor in Possession
Date of Retention:	Effective as of October 10, 2024 by Order Signed November 12, 2024 [Docket No. 152]
Period for which Compensation and Reimbursement is Sought:	February 1, 2025 through February 28, 2025 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$12,267.45 ³
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$0.00

This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for fee application preparation is approximately 1.2 hours and the corresponding compensation requested is approximately \$1,600.00.

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 The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

³ Fenwick & West LLP applied a 10% discount to its fees in the amount of \$1,363.05.



PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
01.27.25	10.10.24 – 10.31.24	\$154,613.25	\$99.00	\$154,613.25	\$99.00
02.04.25	11.01.24 – 11.30.24	\$104,929.65	\$0.00	\$104,929.65	\$0.00
02.13.25	12.01.24 – 12.31.24	\$259,431.30	\$1,544.00	\$259,431.30	\$1,544.00
04.21.25	01.01.25 – 01.30.25	\$50,601.50	\$34.05	\$50,601.50	\$34.05

F&W PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Robert A. Freedman	Partner, 1997	\$1,785	1.8	\$3,213.00
Ryan Mitteness	Partner, 2011	\$1,500	2.8	\$4,200.00
Chelsea Anderson	Partner, 2014	\$1,415	1.5	\$2,122.50
Lindsey Eugenio Macalalad	Associate, 2022	\$975	4.2	\$4,095.00

Grand Total:	\$13,630.50
Grand Total Minus 10% Discount:	\$12,267.45
Total Hours:	10.3
Blended Rate:	\$1,323.35

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Bankruptcy Estate – Appointment and Fee Applications	1.2	\$1,620.00
General Corporate (Post-Petition)	9.1	\$10,647.45
Totals:	10.3	\$12,267.45

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FOR THE DISTRICT OF DELAWARE**

In re:

GRITSTONE BIO, INC.,¹

Debtor.

Chapter 11

Case No. 24-12305 (KBO)

Objections Due: May 5, 2025 at 4:00 P.M. (ET)

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**FIFTH MONTHLY APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF FENWICK & WEST LLP AS SPECIAL CORPORATE COUNSEL
FOR THE DEBTOR AND DEBTOR IN POSSESSION FOR THE PERIOD FROM
FEBRUARY 1, 2025 THROUGH FEBRUARY 28, 2025**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”) and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on November 12, 2024 [Docket No. 154] (the “Administrative Order”), Fenwick & West LLP (“F&W” or the “Firm”), special corporate counsel for the debtor and debtor in possession (“Debtor”), hereby submits its *Fifth Monthly Application for Compensation and Reimbursement of Expenses of Fenwick & West LLP as Special Corporate Counsel for the Debtor and Debtor in Possession for the Period from February 1, 2025 through February 28, 2025* (the “Application”).

By this Application F&W seeks a monthly interim allowance of compensation in the amount of \$12,267.45 and actual and necessary expenses in the amount of \$0.00 for a total allowance of \$12,267.45 and payment of \$9,813.96 (80% of the allowed fees) for the period February 1, 2025 through February 28, 2025 (the “Fee Period”).

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.

Background

1. On October 10, 2024, (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”). The Debtor is operating its business and managing its property as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 29, 2024, the Office of the United States Trustee (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”) including the following: BMR-Sidney Research Campus LLC, Presidio, and Murigenics, Inc. *See* Docket No. 77.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. On November 12, 2024, the Court entered the Administrative Order, authorizing estate professionals (the “Retained Professionals”) to submit applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Retained Professional may submit monthly fee applications. If no objections are made within fourteen (14) days after service of the monthly fee application the Debtor is authorized to pay the Retained Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning with the period ending December 31, 2024, and at three-month intervals or such other intervals convenient to the Court, each of the Retained Professionals may file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

5. The retention of F&W, as special corporate counsel for the Debtor, was approved effective as of October 10, 2024, by this Court's *Order Under 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Fenwick & West LLP as Special Corporate Counsel for the Debtor Effective as of the Petition Date*, entered on November 12, 2024 [Docket No. 152] (the "Retention Order"). The Retention Order authorized F&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

F&W'S APPLICATION FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES

Compensation Paid and Its Source

6. All services for which F&W requests compensation were performed for or on behalf of the Debtor, and not on behalf of any committee, creditor or other person.

7. The professional services and related expenses for which F&W requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of F&W's professional responsibilities as special corporate counsel for the Debtor in this Chapter 11 Case. F&W's services have been necessary and beneficial to the Debtor and its estate, creditors and other parties in interest.

Fee & Expense Statements

8. Invoices for the Fee Period are attached hereto as **Exhibit A**. These statements contain daily time logs describing the time spent by each attorney and paraprofessional and summaries of the actual and necessary expenses incurred by F&W during the Fee Period. To the best of F&W's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Administrative Order. F&W's time reports are initially handwritten or directly entered in the billing system, by the attorney or paralegal performing the described services. The time reports are organized on a daily basis.

9. F&W believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, F&W believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services by Project

10. The services rendered by F&W during the Fee Period are grouped into the categories set forth below. F&W attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached **Exhibit A**. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Bankruptcy Estate – Appointment and Fee Applications

11. Services in this category are related to the preparation and filing of F&W interim monthly fee applications.

Fees: \$1,800.00 Hours: 1.20

B. General Corporate (Post-Petition)

12. Services in this category are related to (a) discussion and preparation of SEC filings and other public communications related to the bankruptcy proceedings; (b) preparation regarding board minutes, approvals and materials; and (c) discussion and preparation of an agreement related to retained property.

Fees: \$11,830.50 Hours: 9.10

Valuation of Services

13. Attorneys and paraprofessionals of F&W expended a total 10.3 hours in connection with their representation of the Debtor as special corporate counsel during the Fee Period, as follows:

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Robert A. Freedman	Partner, 1997	\$1,785	1.8	\$3,213.00
Ryan Mitteness	Partner, 2011	\$1,500	2.8	\$4,200.00
Chelsea Anderson	Partner, 2014	\$1,415	1.5	\$2,122.50
Lindsey Eugenio Macalalad	Associate, 2022	\$975	4.2	\$4,095.00

Grand Total:	\$13,630.50
Grand Total Minus 10% Discount:	\$12,267.45
Total Hours:	10.3
Blended Rate:	\$1,323.35

14. The nature of work performed by these persons is fully set forth in **Exhibit A** attached hereto. These are F&W's normal hourly rates for work of this character. The reasonable value of the services rendered by F&W for the Debtor during the Fee Period is \$12,267.45.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by F&W is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, F&W has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order signed on or about September 14, 2023 and believes that this Application complies with such Rule and Order.

WHEREFORE, F&W respectfully requests that the Court enter an order providing that, for the period of February 1, 2025 through February 28, 2025, an interim allowance be made to F&W

for compensation in the amount of \$12,267.45 and actual and necessary expenses in the amount of \$0.00 for a total allowance of \$12,267.45 and payment of \$9,813.96 (80% of the allowed fees); and for such other and further relief as this Court deems proper.

Dated: April 21, 2025

FENWICK & WEST LLP

/s/ Ryan Mitteness

Ryan Mitteness (WA Bar No. 55982)

401 Union Street

Seattle, Washington 98101

Tel: (206) 389-4533

Email: rmitteness@fenwick.com

*Special Corporate Counsel to the
Debtor and Debtor in Possession*

DECLARATION

STATE OF WASHINGTON :
:
COUNTY OF KING :

Ryan Mitteness, after being duly sworn according to law, deposes and says:

- a) I am a partner with the applicant law firm Fenwick & West LLP.
- b) I am familiar with the legal services rendered by Fenwick & West LLP as special corporate counsel to the Debtor.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2, the Administrative Order signed on or about September 14, 2023 and submit that the Application substantially complies with such rule and orders.

/s/ Ryan Mitteness
Ryan Mitteness

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Debtor.

Chapter 11

Case No. 24-12305 (KBO)

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REIMBURSEMENT OF EXPENSES OF FENWICK & WEST LLP AS SPECIAL
CORPORATE COUNSEL FOR THE DEBTOR AND DEBTOR IN POSSESSION FOR
THE PERIOD FROM FEBRUARY 1, 2025 THROUGH FEBRUARY 28, 2025**

PLEASE TAKE NOTICE that on April 21, 2025, Fenwick & West LLP, special corporate counsel for the above-captioned debtor and debtor in possession (the “Debtor”), filed its *Fifth Monthly Application for Compensation and Reimbursement of Expenses of Fenwick & West LLP as Special Corporate Counsel for the Debtor and Debtor in Possession for the Period of February 1, 2025 through February 28, 2025* (the “Application”), seeking compensation for the reasonable and necessary services rendered to the Debtor in the amount of \$12,267.45. A copy of the Application is attached hereto.

The Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on November 12, 2024 [Docket No. 154] (the “Administrative Order”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Administrative Order, any Notice of Objection (as defined in the Administrative Order) must be served upon: (i) counsel to the Debtor, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor,

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.

Wilmington, DE 19899, Attn: James E. O'Neill (joneill@pszjlaw.com), Debra I. Grassgreen (dgrassgreen@pszjlaw.com), John W. Lucas (jlucas@pszjlaw.com), and Malhar S. Pagay (mpagay@pszjlaw.com); (ii) counsel to the Prepetition Secured Lenders, (a) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: Stacy L. Newman (snewman@coleschotz.com), Stuart Komrower (skomrower@coleschotz.com), Warren A. Usatine (wusatine@coleschotz.com), and Felice R. Yudkin (fyudkin@coleschotz.com); (b) Sheppard Mullin, Four Embarcadero Center, Seventeenth Floor, San Francisco, CA 94111, Attn: Ori Katz (okatz@sheppardmullin.com) and Robert K. Sahyan (rsahyan@sheppardmullin.com); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Timothy Jay Fox, Jr. (timothy.fox@usdoj.gov); and (iv) counsel for the Committee (a) ArentFox Schiff LLP, 1301 Avenue of the Americas, Floor 42, New York, New York 10019, Attn.: Andrew I. Silfen (andrew.silfen@afslaw.com), Beth M. Brownstein (beth.brownstein@afslaw.com), James E. Britton (james.britton@afslaw.com), and Patrick Feeney (patrick.feeney@afslaw.com); (b) Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801, Attn.: Christopher M. Samis (csamis@potteranderson.com), Aaron H. Stulman (astulman@potteranderson.com), Katelin A. Morales (kmorales@potteranderson.com), and Ethan H. Sulik (esulik@potteranderson.com).

PLEASE TAKE FURTHER NOTICE THAT IF NO NOTICE OF OBJECTION IS SERVED IN ACCORDANCE WITH THE ADMINISTRATIVE ORDER, THEN 80% OF FEES AND 100% OF EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID WITHOUT FURTHER HEARING OR ORDER OF THE COURT.

Dated: April 21, 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



Fenwick & West LLP
801 California Street
Mountain View, CA 94041
Tel 650.988.8500
www.fenwick.com

Gritstone bio, Inc.
5959 Horton Street, Suite 300
Emeryville, CA 94608

Invoice Date: April 11, 2025

Client Number: 32669

Matter Number: 00608

Invoice Number: 1076080

Attn: Celia Economides
Chief Financial Officer

For professional services rendered through February 28, 2025.

Fees: \$ 1,800.00

Less 10.0% Discount on Matter(s): 00608 (180.00)

Adjusted Fees: \$ 1,620.00

CURRENT AMOUNT DUE \$ 1,620.00

Gritstone bio, Inc.
Client Number: 32669

Invoice Date: April 11, 2025
Invoice Number: 1076080
Billing Attorney: Stefano Quintini

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Bankruptcy Estate – Appointment and Fee Applications
Matter number 32669-00608

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/01/25	Ryan Mitteness	Review and revise November fee application.	0.7	1,050.00
02/08/25	Ryan Mitteness	Revise December fee application.	0.5	750.00
		Total Hours and Fees	1.2	\$ 1,800.00

Timekeeper Summary

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Mitteness	Partner	1.2	1500.00	1,800.00
	Total Hours and Fees	1.2		\$ 1,800.00



Fenwick & West LLP
801 California Street
Mountain View, CA 94041
Tel 650.988.8500
www.fenwick.com

Gritstone bio, Inc.
5959 Horton Street, Suite 300
Emeryville, CA 94608

Invoice Date: April 11, 2025

Client Number: 32669

Matter Number: 00607

Invoice Number: 1076081

Attn: Celia Economides
Chief Financial Officer

For professional services rendered through February 28, 2025.

Fees: \$ 11,830.50

Less 10.0% Discount on Matter(s): 00607 (1,183.05)

Adjusted Fees: \$ 10,647.45

CURRENT AMOUNT DUE \$ 10,647.45

Gritstone bio, Inc.
Client Number: 32669

Invoice Date: April 11, 2025
Invoice Number: 1076081
Billing Attorney: Stefano Quintini

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General Corporate (Post-Petition)
Matter number 32669-00607

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/03/25	Robert A. Freedman	Review of board matters and SEC filings.	0.5	892.50
02/04/25	Lindsey Eugenio Macalalad	Review and revise Form S-3/A; confer with PSZJ regarding filing and approval or plan of reorganization; draft agreement regarding document preservation.	0.5	487.50
02/04/25	Ryan Mitteness	Review registration statement amendments.	0.6	900.00
02/04/25	Ryan Mitteness	Emails regarding retention agreement.	0.3	450.00
02/06/25	Robert A. Freedman	Review of corporate matters and SEC filing matters.	0.6	1,071.00
02/07/25	Lindsey Eugenio Macalalad	Attention to drafting agreement for inadvertent disclosure of confidential information during transfer.	0.3	292.50
02/10/25	Chelsea Anderson	Attention to correspondence regarding updates to ongoing litigation.	0.7	990.50
02/10/25	Lindsey Eugenio Macalalad	Continued attention to reviewing asset purchase agreement and drafting agreement to protect against inadvertent disclosure.	1.3	1,267.50
02/11/25	Chelsea Anderson	Review and revise Confidentiality and Inadvertent Disclosure Agreement.	0.8	1,132.00
02/12/25	Robert A. Freedman	Review of corporate and SEC matters.	0.5	892.50
02/12/25	Lindsey Eugenio Macalalad	Confer with client regarding November and December MORs; update draft 8-K for filing date of November MOR and confer with C. Anderson regarding same.	0.2	195.00
02/12/25	Ryan Mitteness	Review inadvertent disclosure agreement.	0.3	450.00

Gritstone bio, Inc.
Client Number: 32669

Invoice Date: April 11, 2025
Invoice Number: 1076081
Billing Attorney: Stefano Quintini

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General Corporate (Post-Petition)
Matter number 32669-00607

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/13/25	Lindsey Eugenio Macalalad	Review and revise 8-K for November MOR and confer with working group and printer to process same; review and revise draft confidentiality and inadvertent disclosure agreement and confer with PSZJ regarding comments to same; review proof of 8-K and collect company signature to same.	0.8	780.00
02/14/25	Lindsey Eugenio Macalalad	Coordinate with client and printer to file 8-K for November MOR.	0.2	195.00
02/18/25	Lindsey Eugenio Macalalad	Draft 8-K for December MOR; confer with client regarding same.	0.2	195.00
02/24/25	Robert A. Freedman	Review of project status in Delaware.	0.2	357.00
02/24/25	Lindsey Eugenio Macalalad	Confer with client and printer regarding 8-K for December MOR; confer with working group regarding status of S-3/A and S-8/A filings and timeline for approval of plan of reorganization.	0.4	390.00
02/25/25	Lindsey Eugenio Macalalad	Confer with client and working group regarding filing of 8-K for December MOR; coordinate filing with printer.	0.3	292.50
02/27/25	Ryan Mitteness	Call with client regarding securities law matters.	0.4	600.00
		Total Hours and Fees	9.1	\$ 11,830.50

Gritstone bio, Inc.
Client Number: 32669

Invoice Date: April 11, 2025
Invoice Number: 1076081
Billing Attorney: Stefano Quintini

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General Corporate (Post-Petition)
Matter number 32669-00607

Timekeeper Summary

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chelsea Anderson	Partner	1.5	1415.00	2,122.50
Robert A. Freedman	Partner	1.8	1785.00	3,213.00
Ryan Mitteness	Partner	1.6	1500.00	2,400.00
Lindsey Eugenio Macalalad	Associate	4.2	975.00	4,095.00
	Total Hours and Fees	9.1		\$ 11,830.50