

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

In re:

GRITSTONE BIO, INC.,¹

Reorganized Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**Related Docket Nos. 667, 668, 669, 670, 671,
672, 673, 674**

**CERTIFICATION OF COUNSEL REGARDING
OMNIBUS ORDER APPROVING FINAL APPLICATIONS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

The undersigned hereby certifies that:

1. Pachulski Stang Ziehl & Jones LLP, PwC US Business Advisory LLP, Fenwick & West LLP, Kurtzman Carson Consultants, LLC dba Verita Global, Raymond James & Associates, Inc., FTI Consulting, Inc., ArentFox Schiff LLP, and Potter Anderson & Corroon LLP (each an “Applicant” and collectively, the “Applicants”) identified on the form of order attached hereto as **Exhibit A** (the “Proposed Omnibus Order”) have filed and served final fee applications (the “Final Fee Applications”) pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 154] (the “Interim Compensation Order”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. Pursuant to the Final Fee Applications, objections to each of the Final Fee Applications, if any, were to be filed and served no later than the objection deadline set forth on each of the Final Fee Applications in accordance with the Interim Compensation Order. No objections or responses to the Final Fee Applications have been filed on the docket.

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.



3. Raymond James & Associates, Inc. received informal comments from the United States Trustee regarding its expense request in its final fee application and has voluntarily reduced its expense request from \$29,416.00 to \$24,922.81.

4. A copy of the Proposed Omnibus Order has been circulated to and is acceptable to each of the Applicants. A copy of the Omnibus Order has also been circulated to the Office of the United States Trustee for the District of Delaware, who does not object to its entry.

WHEREFORE, unless the Court has any questions or concerns regarding the Final Fee Applications, the Applicants respectfully request that the Court enter the Proposed Omnibus Order attached hereto as **Exhibit A**, approving the Final Fee Applications at its earliest convenience.

Dated: May 28, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

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

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Counsel to the Reorganized Debtor

EXHIBIT A

(Proposed Omnibus Order)

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

In re:

GRITSTONE BIO, INC.,¹

Reorganized Debtor.

Chapter 11

Case No. 24-12305 (KBO)

**Related Docket Nos. 667, 668, 669, 670, 671,
672, 673, 674**

**OMNIBUS ORDER APPROVING FINAL APPLICATIONS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the final applications for compensation and reimbursement of expenses (the “Final Fee Applications”) of the professionals (collectively, the “Applicants”) referenced on **Exhibit 1** attached hereto, for entry of an order (this “Order”) for allowance of compensation for professional services and reimbursement of actual and necessary expenses that the Applicants incurred, all as more fully set forth in the Final Fee Applications, pursuant to sections 105(a) and 331 of title 11 of the United States Code, Fed. R. Bankr. P. 2016, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 154], and it appearing that the Court has jurisdiction to consider the Final Fee Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Final Fee Applications are proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Final Fee Applications having been given; and after due deliberation and sufficient cause appearing therefor;

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.

IT IS HEREBY ORDERED THAT:

The Final Fee Applications are hereby APPROVED on a final basis in the amounts set forth on **Exhibit 1**.

1. The Applicants are granted final allowance of compensation and reimbursement of reasonable and necessary expenses in the amounts set forth on **Exhibit 1**.

2. The Reorganized Debtor is authorized and directed to remit payment to the Applicants in the amounts set forth on **Exhibit 1**, less all amounts previously paid on account of such fees and expenses.

3. The Reorganized Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

4. This Order shall be deemed a separate order for each Applicant and the appeal of any order with respect to any Applicant shall have no effect on the authorized final fees and final expenses of any other Applicant.

5. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

6. This Order shall be effective immediately upon entry.

EXHIBIT 1

Professional	Period	Total Fees Requested	Total Expenses Requested	Total Fees and Expenses Allowed
Pachulski Stang Ziehl & Jones LLP <i>Counsel to Debtor and Debtor in Possession</i> [Docket No. 667]	10/10/24 - 04/03/25	\$3,157,801.00	\$15,077.35	\$3,172,878.35
PwC US Business Advisory LLP <i>Financial Advisor to Debtor and Debtor in Possession</i> [Docket No. 668]	10/10/24 - 04/04/25	\$2,019,021.30	\$174.55	\$2,019,195.85
Fenwick & West LLP <i>Special Corporate Counsel to Debtor in Possession</i> [Docket No. 669]	10/10/24 - 04/03/25	\$626,547.60	\$1,677.05	\$628,224.65
Kurtzman Carson Consultants, LLC dba Verita Global <i>Administrative Advisor to Debtor and Debtor in Possession</i> [Docket No. 670]	10/10/24 - 04/04/25	\$27,654.79	\$0.00	\$27,654.79
Raymond James & Associates, Inc. <i>Investment Banker to the Debtor and Debtor in Possession</i> [Docket No. 671]	10/10/24 - 04/04/25	\$2,500,000.00	\$24,922.81 ¹	\$2,524,922.81
FTI Consulting, Inc. <i>Financial Advisor to the Official Committee of Unsecured Creditors</i> [Docket No. 672]	11/01/24 - 04/04/25	\$871,087.00	\$1,110.73	\$872,197.73

¹ Raymond James & Associates, Inc. voluntarily reduced its requested expenses from \$29,416.00 to \$24,922.81.

ArentFox Schiff LLP <i>Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 673]	10/31/24 - 04/04/25	\$960,241.50 ²	\$2,338.76	\$962,580.26
Potter Anderson & Corroon LLP <i>Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 674]	10/31/24 - 04/04/25	\$286,054.00 ³	\$1,549.62	\$287,603.62
Totals		\$10,448,407.19	\$46,850.87	\$10,495,258.06

² ArentFox Schiff LLP total compensation request also seeks allowance of fees in the amount of \$7,500.00 that have been incurred and which ArentFox Schiff expects to incur on or after the Effective Date in connection with consummation of the Plan and preparation and prosecution of the Final Fee Application.

³ Potter Anderson & Corroon LLP amount of final fees includes \$15,000.00 for estimated fees and expenses incurred between the Effective Date and the Final Fee Hearing.