



Caption in Compliance with D.N.J. LBR 9004-1(b)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
In re: INVITAE CORPORATION, <i>et al.</i> , Debtors. ¹

Chapter 11

Case No. 24-11362 (MBK)

(Joint Administration Requested)

Order Filed on February 16, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

INTERIM ORDER AUTHORIZING THE DEBTORS TO (I) MAINTAIN INSURANCE AND SURETY COVERAGE ENTERED INTO PREPETITION AND PAY RELATED PREPETITION OBLIGATIONS AND (II) RENEW, SUPPLEMENT, MODIFY, OR PURCHASE INSURANCE AND SURETY COVERAGE

DATED: February 16, 2024


Honorable Michael B. Kaplan
United States Bankruptcy Judge

¹ The last four digits of Debtor Invitae Corporation's tax identification number are 1898. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at www.kccllc.net/invitae. The Debtors' service address in these chapter 11 cases is 1400 16th Street, San Francisco, California 94103.



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TO (I) MAINTAIN INSURANCE AND
SURETY COVERAGE ENTERED INTO PREPETITION
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SUPPLEMENT, MODIFY, OR PURCHASE INSURANCE AND SURETY COVERAGE**

The relief set forth on the following pages, numbered three (3) through eight (8) is
ORDERED.

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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (*pro hac vice* pending)

Nicole L. Greenblatt, P.C. (*pro hac vice* pending)

Francis Petrie (*pro hac vice* pending)

Jeffrey Goldfine (*pro hac vice* pending)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

joshua.sussberg@kirkland.com

nicole.greenblatt@kirkland.com

francis.petrie@kirkland.com

jeffrey.goldfine@kirkland.com

-and-

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Spencer A. Winters, P.C. (*pro hac vice* pending)

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

spencer.winters@kirkland.com

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Daniel J. Harris, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

dharris@coleschotz.com

Proposed Co-Counsel for Debtors and Debtors in Possession

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Upon the *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Maintain Insurance and Surety Coverage Entered into Prepetition and Pay Related Prepetition Obligations and (II) Renew, Supplement, Modify, or Repurchase Insurance and Surety Coverage* (the "Motion"),¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Interim Order") authorizing the Debtors to (a) maintain coverage under the Insurance Policies and the Surety Bonds and pay related obligations, and (b) renew, supplement, modify, or purchase insurance and surety coverage in the ordinary course, and (c) scheduling a final hearing (the "Final Hearing") to consider approval of the Motion on a final basis, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); 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 this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY**

ORDERED THAT:

1. The Motion is **GRANTED** on an interim basis as set forth herein.

2. The Final Hearing on the Motion will be held on **March 15, 2024, at 10:00 a.m. (Eastern Time)**. Objections, if any, that relate to the Motion shall be filed and served so as to be actually received by (i) the Debtors' proposed counsel; (ii) the office of the United States Trustee for the District of New Jersey; (iii) the agent to the Secured Notes; (iv) the indenture trustee to the 2024 Convertible Notes; (v) the indenture trustee to the 2028 Convertible Notes; (vi) counsel to the Required Holders; (vii) counsel to the 2028 Convertible Noteholders, and (viii) counsel to any statutory committee appointed in these chapter 11 cases on or before **March 8, 2024, at 4:00 p.m. (Eastern Time)**. If no objections are filed to the Motion, the Court may enter an order approving the relief requested in the Motion on a final basis without further notice or hearing.

3. The Debtors shall serve a copy of the Motion and this Interim Order on each Insurance Carrier and Surety listed in Exhibit C and Exhibit D, as applicable, to the Motion within two (2) business days after the date this Interim Order is entered.

4. The Debtors are authorized and in each case in accordance with the ordinary course of business, the Approved Budget, and this Interim Order, to:

- (a) continue the Insurance Policies, including without limitation those Insurance Policies identified on Exhibit C to the Motion, and pay any prepetition or postpetition obligations related to the Insurance Policies, including any amounts owed on account of the Premiums, Insurance Policy

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Audits, Deductibles and Self-Insured Retentions, and amounts owed to the Brokers under the Insurance Policies, in accordance with the same practices and procedures as were in effect prior to the commencement of the Debtors' chapter 11 cases;

- (b) maintain the Surety Bonds, including without limitation the Surety Bonds identified on Exhibit D to the Motion, without interruption, including the payment of premiums, provision of additional or new surety bonds as needed during the administration of these chapter 11 cases, and to take all appropriate actions in connection therewith, including providing any cash collateral, and execution of other agreements in connection with the Surety Bonds, and pay any prepetition or postpetition obligations related to the Surety Bonds, including any amounts owed to the Brokers, in accordance with the same practices and procedures as were in effect prior to the commencement of the Debtors' chapter 11 cases; and
- (c) renew, amend, supplement, extend, change, or purchase insurance policies and surety bonds, or enter into new insurance policies, as needed in the ordinary course of business to the extent that the Debtors determine that such action is in the best interest of their estates;

provided that, with respect to paragraph 4(a)–(c) above, nothing in this Interim Order authorizes the Debtors to pay any amounts before such amounts are due, including, but not limited to, amounts related to the Insurance Policies and the Surety Bonds.

5. Notwithstanding anything to the contrary in the Motion or this Interim Order, the Debtors are not authorized to take any action with respect to a Surety Bond that would have the effect of transforming a prepetition undersecured or unsecured obligation into a postpetition or secured obligation. Such relief may be sought by separate motion, which may be heard on an expedited basis.

6. To the extent the Debtors subsequently become aware of additional Insurance Policies that have not previously been disclosed, or to the extent the Debtors enter into new

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insurance policies or renew any Insurance Policies, the Debtors shall disclose these Insurance Policies to the U.S. Trustee, the agent to the Secured Notes, counsel to the Required Holders, and any official committees appointed in these chapter 11 cases.

7. Any new financing agreement must be brought pursuant to section 364 of the Bankruptcy Code and approved by the Court.

8. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order.

9. Nothing contained in the Motion or this Interim Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Interim Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, priority of, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in the Motion or this Interim Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease

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pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

10. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this Interim Order.

11. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

12. Nothing in this Interim Order authorizes the Debtors to accelerate any payments not otherwise due.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

14. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

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16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

17. The Debtors shall serve by regular mail a copy of this Interim Order and the Motion on all parties required to receive such service pursuant to Local Rule 9013-5(f) within two (2) business days after the entry of this Interim Order.

18. Any party may move for modification of this Interim Order in accordance with Local Rule 9013-5(e).

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