

SHIPMAN & GOODWIN LLP

Kathleen M. LaManna, Esq. (*pro hac vice* pending)
One Constitution Plaza
Hartford, CT 06103-1919
Telephone: (860) 251-5603
Facsimile: (860) 251-5218
klamanna@goodwin.com

Co-Counsel to U.S. Bank Trust Company, National Association as Trustee and Collateral Agent for the 4.5% Series A and Series B Convertible Senior Secured Notes due 2028

RIKER DANZIG LLP

Joseph L. Schwartz, Esq.
Tara J. Schellhorn, Esq.
Daniel A. Bloom, Esq.
Brian M. Laine, Esq.
Headquarters Plaza, One Speedwell Avenue
Morristown, New Jersey 07962-1981
Telephone: (973) 538-0800
Facsimile: (973) 538-1984
jschwartz@riker.com
tschellhorn@riker.com
dbloom@riker.com
blaine@riker.com

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

INVITAE CORPORATION, *et al.*,

Debtors.¹

Chapter 11
Case No. 24-11362 (MBK)
Hon. Michael B. Kaplan

JOINDER OF U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, AS TRUSTEE AND COLLATERAL AGENT FOR THE 4.5% SERIES A AND SERIES B CONVERTIBLE SENIOR SECURED NOTES DUE 2028 TO THE RESPONSE OF DEERFIELD PARTNERS, L.P. AND JOINDER TO DEBTORS’ REPLY TO THE OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO FINAL APPROVAL OF DEBTORS’ CASH COLLATERAL MOTION

1. U.S. Bank Trust Company, National Association (“**U.S. Bank**”), as trustee (the “**Indenture Trustee**”) and collateral agent (in such capacity, the “**Collateral Agent**” and, collectively with the Indenture Trustee, the “**Trustee**”) for the 4.5% Series A and Series B Convertible Senior Secured Notes

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’ 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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due 2028 (the “**Secured Notes**”), issued by Invitae Corporation, hereby joins in the *Response of Deerfield Partners, L.P. and Joinder to Debtors’ Reply to Objection of the Official Committee of Unsecured Creditors to Final Approval of Debtors’ Cash Collateral Motion* [Docket No. 162] (the “**Deerfield Response**”).

2. U.S. Bank, as Trustee, serves in such capacity on behalf of itself and all holders of the Secured Notes pursuant to that certain Indenture dated as of March 7, 2023 (as supplemented, the “**Indenture**”), and is a Prepetition Secured Party as such term is defined in the *Interim Order Pursuant to Sections 105, 361, 362, 363, 503, and 507 of the Bankruptcy Code and Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure: (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief*, entered by the Court on February 16, 2024 [Docket No. 47] and the related proposed Final Order submitted by the Debtors (the “**Final Order**”).

3. U.S. Bank, as Trustee, is informed that Deerfield Partners, L.P. holds approximately 78% of the Secured Notes, and the remaining 22% of the Secured Notes are held by other third parties.

4. The Debtors are seeking the use of Cash Collateral (as defined in the Final Order) securing amounts due under the Secured Notes and all other amounts due under the Indenture and related documents. The protections set forth in the proposed Final Order are reasonable, necessary and appropriate to protect the rights of the Trustee and the holders of the Secured Notes. U.S. Bank, as Trustee, agrees with and supports the legal arguments and assertions set forth in the Deerfield Response, and for all of the reasons more fully set forth therein hereby joins in the Deerfield Response as if such arguments were set forth herein. U.S. Bank, as Trustee, reserves all of its rights with respect to the Cash Collateral Motion and Final Order.

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WHEREFORE, the Trustee respectfully requests that the Court (i) enter the Debtors' proposed Final Order, and (ii) grant such other and further relief as the Court deems just and proper.

March 14, 2024
Morristown, New Jersey

RIKER DANZIG LLP

By: /s/ Joseph L. Schwartz
Joseph L. Schwartz, Esq.
Tara J. Schellhorn, Esq.
Daniel A. Bloom, Esq.
Brian M. Laine, Esq.
Headquarters Plaza, One Speedwell Avenue
Morristown, New Jersey 07962-1981
Telephone: (973) 538-0800
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