



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

Order Filed on March 18, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

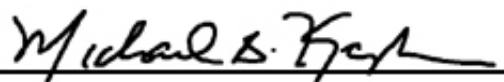
Chapter 11

Case No. 24-11362 (MBK) (Jointly Administered)

**ORDER AUTHORIZING EMPLOYMENT AND PAYMENT
OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

The relief set forth on the following pages, numbered three (3) through eleven (11), is
ORDERED.

DATED: March 18, 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’ 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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Debtors: INVITAE CORPORATION, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: ORDER AUTHORIZING EMPLOYMENT AND PAYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS

Upon the Debtors' Motion for Entry of an Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing the Debtors to retain Ordinary Course Professionals (which includes both the Initial Ordinary Course Professionals and Additional Ordinary Course Professionals) without the necessity of a separate, formal retention application approved by this Court for each Ordinary Course Professional, and (b) pay each Ordinary Course Professional for postpetition services rendered and expenses incurred, including, if necessary, advancing any reasonable postpetition retainer to the Ordinary Course Professional, subject to certain limits set forth below, without the necessity of additional court approval, 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 sufficient cause exists for the relief set forth herein; 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 (the "Hearing"); and this Court having determined that the legal and factual bases

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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Debtors: INVITAE CORPORATION, *et al.*

Case No. 24-11362 (MBK)

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set forth in the Motion 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** as set forth herein.
2. The Debtors are authorized to employ and retain the Ordinary Course Professionals listed on **Exhibit 1** attached hereto (the “Initial Ordinary Course Professionals”), and any Additional Ordinary Course Professional (collectively with the Initial Ordinary Course Professionals, the “Ordinary Course Professionals”), without the need to file individual retention applications and obtain retention orders for each such Ordinary Course Professional. The Debtors are further authorized, subject to compliance with the Approved Budget, to pay such Ordinary Course Professionals’ fees, including, if necessary, advancing any reasonable postpetition retainer to the Ordinary Course Professional, and reimburse expenses incurred pursuant to the terms of this Order. Any advancement of a reasonable postpetition retainer to an Ordinary Course Professional shall be subject to notice being provided to the Notice Parties (defined below) with an opportunity to object within seven (7) days of service of such notice. Such objection deadline shall be subject to extension by agreement of the Debtors and the U.S. Trustee. The authorizations granted pursuant to this Paragraph 2 are effective as of the Petition Date or the applicable date of engagement.

3. Within seven (7) days after the date of entry of this Order, the Debtors shall serve this Order upon each Initial Ordinary Course Professional. Thereafter, no later than (a) thirty (30) days after the date of entry of this Order or (b) the date on which each retained Initial Ordinary Course Professional commences services for the Debtors, each Initial Ordinary Course

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Case No. 24-11362 (MBK)

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Professional shall provide to the Debtors and the Debtors' counsel a Declaration pursuant to Section 1746 of title 28 of the United States Code, substantially in the form attached hereto as **Exhibit 2** (the "OCP Declaration") and a completed retention questionnaire substantially in the form attached hereto as **Exhibit 3** (the "Retention Questionnaire") for filing with the Court. The OCP Declaration and the Retention Questionnaire will be returned to the Debtors and the Debtors will file such documents with the Court and serve the same upon the following parties: (i) the Office of the United States Trustee for the District of New Jersey, One Newark Center, 1085 Raymond Boulevard, suite 2100, Newark, New Jersey 07102, Attn.: Jeffrey M. Sponder (jeffrey.m.sponder@usdoj.gov), Lauren Bielskie (lauren.bielskie@usdoj.gov); (ii) proposed counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee"), White & Case LLP, 1221 Avenue of the Americas, New York, NY, 10020-1095, Attn: Harrison Denman (harrison.denman@whitecase.com), and Brett Bakemeyer (brett.bakemeyer@whitecase.com); (iii) proposed local counsel to the Creditors' Committee, Porzio, Bromberg & Newman, P.C., 100 Southgate Parkway, P.O. Box 1997, Morristown, New Jersey 07962-1997, Attn: Warren J. Martin, Jr., Esq. (WJMartin@pbnlaw.com); John S. Mairo, Esq. (JSMairo@pbnlaw.com); Dean M. Oswald, Esq. (dmoswald@pbnlaw.com); (iv) counsel to the Required Holders, (A) Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Ari B. Blaut (blauta@sullcrom.com), and Benjamin S. Beller (bellerb@sullcrom.com); and (B) Wollmuth Maher & Deutsch LLP, 90 Washington Valley Road, Bedminster, NJ 07921, Attn: James Lawlor (JLawlor@wmd-law.com), Nicholas Servinder (NServinder@wmd-law.com), and Joseph F. Pacelli (JPacelli@wmd-law.com); and (v) those parties that have filed a notice of appearance and

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Debtors: INVITAE CORPORATION, *et al.*

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request for service of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”).

4. The Debtors are authorized, without need for further hearing or order from the Court, to employ and retain ordinary course professionals not currently listed on **Exhibit 1** (the “Additional Ordinary Course Professionals”) by filing with the Court, and serving on the Notice Parties, a supplement to **Exhibit 1** (the “Supplement”), listing the name of the Additional Ordinary Course Professional, together with a brief description of the services to be rendered and the applicable monthly fee cap, serving a copy of the Supplement on the Notice Parties, and by otherwise complying with the terms of this Order. Such authorization is effective retroactive to the date of filing the Supplement or the applicable date of engagement. Within thirty (30) days of the filing of such Supplement, each Additional Ordinary Course Professional shall provide to the Debtors and the Debtors’ counsel an OCP Declaration and Retention Questionnaire, and the Debtors will file such documents with the Court and serve a copy upon the Notice Parties.

5. The Notice Parties shall have fourteen (14) days after the later of (i) the entry of this Order, or (ii) the service of any OCP Declaration and Retention Questionnaire (the “Objection Deadline”) to object to the retention of any Ordinary Course Professional. Any such objections shall be filed with the Court and served upon the Notice Parties and the Ordinary Course Professional subject to such objection by the Objection Deadline. If any objection cannot be resolved or withdrawn within fourteen (14) days after service (or on such earlier date as determined by the Debtors in their discretion), upon motion by the Debtors, such objection shall be scheduled for hearing before the Court on the next regularly scheduled hearing date or such other date that may be agreeable to the Ordinary Course Professional, the Debtors, and the

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objecting party. If no objection is received on or before the Objection Deadline, or if any submitted objection is timely withdrawn or resolved, the Debtors shall be authorized to retain the Ordinary Course Professional as a final matter without further order of the Court, as of the Petition Date or the applicable date of engagement.

6. The Debtors shall not pay any fees or reimburse any expenses (nor shall any Ordinary Course Professional draw down any previously provided retainer) to any Ordinary Course Professional unless: (a) the Ordinary Course Professional has submitted its OCP Declaration and Retention Questionnaire to the Debtors; (b) such OCP Declaration and Retention Questionnaire have been filed with the Court and, served on the Notice Parties; (c) the Objection Deadline has expired; and (d) no timely objection is pending. If a timely objection is received, no payment shall be made until such objection is either resolved, withdrawn, or otherwise overruled by the Court.

7. The Debtors shall pay each Ordinary Course Professional retained in accordance with the procedures outlined above 100 percent of the fees and disbursements incurred with respect to postpetition services, upon the submission to, and approval by, the Debtors of an appropriate invoice, a copy of which shall be provided to the U.S. Trustee and counsel to the Creditors' Committee, setting forth in reasonable detail the nature of the services rendered and expenses actually incurred during the month, without prejudice and subject to (i) the Debtors' right to dispute any such invoices in the ordinary course and (ii) the rights of the Notice Parties to file an Ordinary Course Professional Fee Objection (defined below) in accordance with paragraph 12 hereof; *provided, however*, that each Ordinary Course Professional's total compensation and

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reimbursement shall not exceed the Monthly Fee Cap set forth in **Exhibit 1** or in any Supplement, as applicable, on average over any three (3)-month period on a rolling basis.

8. The Debtors shall have the authority to change the Monthly Fee Cap applicable to any given Ordinary Course Professional upon seven (7) calendar days' notice to the Notice Parties, subject to objection by the Notice Parties. Notwithstanding the foregoing, the aggregate fees to be paid to Ordinary Course Professionals pursuant to this Order shall not exceed \$9.0 million (the "Overall Aggregate Case Cap"). The Overall Aggregate Case Cap may be increased by agreement of the Notice Parties or by order of the Court.

9. If an Ordinary Course Professional's fees and expenses exceed the Monthly Fee Cap over a three (3)-month rolling basis, such Ordinary Course Professional shall file a fee application in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Rules, the U.S. Trustee Fee Guidelines (defined below) and any other procedures and orders of the Court. Such applicable Ordinary Course Professional shall be entitled to interim payment of its requested fees and expenses up to the Monthly Fee Cap pending the Court's allowance of those requested fees and expenses in excess of the Monthly Fee Cap. Each Ordinary Course Professional that is a law firm and exceeds the Monthly Fee Cap shall agree to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013* (the "U.S. Trustee Fee Guidelines").

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10. Within thirty (30) days after the end of, and with respect to, each full three (3)-month period after entry of this Order (including any initial partial month in the first period), the Debtors shall file with this Court, and serve upon the Notice Parties, a summary statement that includes the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the statement period; (c) the aggregate amount of postpetition payments made to the Ordinary Course Professional through the end of the statement period; and (d) a general description of the services rendered by such Ordinary Course Professional. The obligation to file summary statements shall terminate upon confirmation of a plan in these chapter 11 cases.

11. On the date that is established in the chapter 11 cases for professionals to file final fee applications and pursuant to D.N.J. LBR 2016-4, the Debtors shall file a statement (the “Final Statement”) for each of the Ordinary Course Professionals. The Final Statement shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amount paid to the Ordinary Course Professional during the previous ninety (90) days; (iii) the total amount paid post-petition to each Ordinary Course Professional; and (iv) a reasonably detailed description of the services rendered by the Ordinary Course Professional during the chapter 11 cases. The Final Statement shall be served upon the Notice Parties, who shall have twenty (20) days to file an objection with the Court pursuant to section 330 of the Bankruptcy Code (an “Ordinary Course Professional Fee Objection”).

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12. This Order shall not apply to any Chapter 11 Professional retained by the Debtors under a separate order of this Court.

13. Each Ordinary Course Professional shall waive any prepetition claim against the Debtors as a condition of its retention and compensation as an Ordinary Course Professional.

14. Each Ordinary Course Professional shall periodically update its OCP Declaration and Retention Questionnaire to the extent necessary to reflect new facts or circumstances relevant to its retention, including, without limitation, any changes in the type or scope of services to be provided.

15. Subject to the payment procedures set forth in this Order, the Debtors' rights and the right of any party in interest to dispute any invoice submitted by an Ordinary Course Professional shall not be affected or otherwise prejudiced.

16. As this Order is only procedural in nature, the U.S. Trustee reserves his rights to object to the retention of any Ordinary Course Professional on any grounds including those Initial Ordinary Course Professionals and any Supplement.

17. The Debtors shall not make any payment to any Ordinary Course Professional that has not complied with the Ordinary Course Professional Procedures and the other terms of this Order.

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

19. 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.

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Debtors: INVITAE CORPORATION, *et al.*

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

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

22. 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.

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

Exhibit 1

Initial Ordinary Course Professionals

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized
Weil Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153-0119	Legal – Litigation	\$350,000
Ernst & Young LLP One Manhattan West, 395 9th Ave New York, NY 10001	Audit	\$250,000
Pillsbury Winthrop Shaw Pittman LLP 31 West 52nd Street New York, NY 10019	Legal	\$175,000
McDermott Will & Emery 444 West Lake Street Chicago, IL 60606-0029	Legal	\$150,000
Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130	Legal	\$100,000
McCarter & English, LLP 100 Mulberry St. Newark, NJ 07102	Legal – Litigation	\$100,000
Zuckerman Spaeder LLP 1800 M Street NW Suite 1000 Washington, DC 20036-5807	Legal	\$50,000
Wolf, Greenfield, & Sacks, P.C. 605 Third Avenue 25th Floor New York, NY 10158	Legal – Patents	\$35,000
Nicholson De Vos Webster & Elliott LLP 99 S Almaden Ave #575, San Jose, CA 95113	Legal – Patents	\$30,000
Gordon Rees Scully Mansukhani 1300 SW Fifth Avenue, Suite 2000 Portland, OR 97201	Legal - Litigation	\$20,000
Ogletree Deakins P.C. One Ninety One Peachtree Tower 191 Peachtree Street, N.E., Suite 4800 Atlanta, GA 30303	Legal – Employment Counsel	\$20,000
Coblentz, Patch, Duffy & Bass, LLP 1 Montgomery St, Suite 3000 San Francisco, CA 94104	Legal	\$20,000
Sterne, Kessler, Goldstein & Fox, PLLC 1101 K Street NW, 10th Floor Washington, D.C. 20005	Legal – Patents	\$10,000

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized
Hogan Lovells US LLP 4 Embarcadero Center Suite 3500 San Francisco, CA 94111	Legal	\$10,000
Goldfarb Gross Seligman & Co 98 Yigal Alon Street Tel Aviv 6789141, Israel	Legal – Israeli Counsel	\$10,000
Latham & Watkins LLP 555 Eleventh Street, NW, Suite 1000 Washington, D.C., 20004	Legal	\$10,000
Nixon Peabody LLP Exchange Place, 53 State Street Boston MA 02109-2835	Legal – Patents	\$ 5,000
Carpmaels & Ransford LLP 1 Southampton Row London WC1B 5HA, United Kingdom	Legal – Patents	\$5,000
Hanson Bridgett LLP 425 Market Street, 26th Floor San Francisco, CA 94105	Legal	\$5,000
Baker & McKenzie LLP 300 East Randolph Street Suite 5000 Chicago, Illinois 60601	Legal	\$5,000
Jensen Baird Gardner & Henry 10 Free Street P.O. Box 4510 Portland, ME 04112-4510	Legal	\$5,000
Al Tamimi & Company Advocates and Legal Consultants Bahrain Financial Harbour, West Tower, 13th floor, Suite 1304, Office 13B, Building 1459, Block 346, Manama, Bahrain	Legal	\$5,000
Ulmer & Berne LLP 1660 West 2nd Street, Suite 1100 Cleveland, Ohio 44113-1406	Legal	\$5,000
Blake, Cassels & Graydon LLP 126 East 56th Street Suite 1700, Tower 56 New York, NY, 10022	Legal	\$5,000
Latvia Pty Ltd Transactions	Legal – Patents	\$5,000

Professional (Name & Address)	Type of Service Provided	Monthly Fee Cap if Services are Utilized
K.Valdemāra iela 11a. Rīga, LV-1364		
Mewburn Ellis LLP City Tower, 40 Basinghall Street London EC2V 5DE, United Kingdom	Legal – Patents	\$5,000
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC 3414 Peachtree Road, N.E., Suite 1500 Atlanta, GA 30326	Legal	\$ 5,000
WFBM, LLP 19900 MacArthur Blvd., Suite 1150 Irvine, CA 92612	Legal	\$ 5,000
Bryan Cave Leighton Paisner LLP One Metropolitan Square 211 North Broadway, Suite 3600 St. Louis, MO 63102	Legal	\$ 5,000
Brown Rudnick LLP 7 Times Square New York, NY 10036	Legal	\$ 5,000
Law Office of Brad Simon 1630 Dublin Road Richmond, MA 01254 USA	Legal	\$ 5,000
Womble Bond Dickinson (US) LLP One West 4th Street Winston-Salem, NC, US 27101	Legal	\$ 5,000
ZAB Ellex Klavins, SIA K, Krišjāņa Valdemāra iela 62, Rīga, LV-1013, Latvia	Legal – Latvia	\$ 5,000
Total – All Professionals		\$1,425,000

Exhibit 2

Form of Declaration

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KIRKLAND & ELLIS INTERNATIONAL LLP
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Debtors in Possession*

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

In re:

INVITAE CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

**DECLARATION OF [DECLARANT], ON BEHALF OF
PROPOSED ORDINARY COURSE PROFESSIONAL [COMPANY NAME]**

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.

I, [**Declarant**], pursuant to Section 1746 of title 28 of the United States Code, hereby declare that the following is true to the best of my information, knowledge, and belief:

1. I am [**Title**] of [**Company Name**], located at [**Address**] (the "Company").
2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey authorizing Invitae Corporation and/or its affiliated debtors (collectively, the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' chapter 11 cases [Docket No. [●]] (the "Order"). Following the date that the Debtors commenced their chapter 11 cases (the "Petition Date"), the Debtors requested that the Company provide professional services (or continue to provide such services) to the Debtors, and the Company has consented to provide such services. Accordingly, the Company is submitting this Declaration pursuant to the Order.
3. The Company, through me, and other members, partners, associates, or employees of the Company, has provided, or plans to provide, the following services to the Debtors from and after the Petition Date: [**Description of Services**].
4. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Company does not perform services for any such person in connection with these cases. In addition, the Company does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. Neither I, nor any principal of, or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

6. Neither I, nor any principal of, or professional employed by the Company, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates.

7. The Company believes that it is [not owed any amounts] / [owed approximately \$[●]] on account of services rendered and expenses incurred prior to the Petition Date in connection with the Company's employment by the Debtors. The Company agrees to waive all unpaid amounts for services rendered prior to the Petition Date.

8. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, the Company [was/was not] party to an agreement for indemnification with the Debtors. [A copy of such agreement is attached as **Exhibit 1** to this Declaration.]

9. At any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

10. I, or a representative of the Company, have read and am familiar with the requirements of the *Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business*.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this [Date] in [City, State, Country].

[Declarant]

Exhibit 3

Form Retention Questionnaire

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

In re:

INVITAE CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

RETENTION QUESTIONNAIRE

**TO BE COMPLETED BY EACH ORDINARY COURSE PROFESSIONAL
EMPLOYED BY THE DEBTORS**

Do not file this Questionnaire with the Court. Please return it to:

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

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.

If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

2. Date of retention:

3. Type of services provided (accounting, legal, etc.):

4. Brief description of services to be provided:

5. Prepetition claims against the Debtors held by the firm (if any):

6. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable):

(b) Estimated average monthly compensation:

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to its estate with respect to the matters on which the above-named firm is to be employed:

9. Name and title of individual completing this Retention Questionnaire:

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and information.

Dated: _____, 2024

[Name]
[Title]
[Firm]