

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

**Caption in Compliance with D.N.J. LBR 9004-1
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*Proposed Co-Counsel to the Official Committee of
Unsecured Creditors*

In re

INVITAE CORPORATION., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF WHITE & CASE AS COUNSEL FOR THE**

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.



**OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF INVITAE
CORPORATION, ET AL. EFFECTIVE AS OF MARCH 5, 2024**

The Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases (the “**Chapter 11 Cases**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) submits this application (the “**Application**”) for the entry of an order, substantially in the form attached as **Exhibit A** (the “**Proposed Order**”), authorizing the Committee to employ and retain White & Case LLP (“**White & Case**”) as its counsel effective as of March 5, 2024. In support of this Application, the Committee relies on and incorporates by reference the Declaration of Harrison Denman (the “**Denman Declaration**”), attached as **Exhibit B**, and the Declaration of Patrick J. Healy of Wilmington Savings Fund Society as Chairperson of the Committee (the “**Healy Declaration**”), attached as **Exhibit C**. In support of the Application, the Committee respectfully states as follows:

JURISDICTION, VENUE, AND PREDICATES FOR RELIEF

1. The United States Bankruptcy Court for the District of New Jersey (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order* entered by the United States District Court for the District of New Jersey on July 23, 1984, as amended by the *Standing Order of Reference 12-1* entered on September 18, 2012. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested by this Application are sections 328(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rules 2014-1 and 2016-1(a) of the Local Rules of the United States Bankruptcy Court District of New Jersey (the “**Local Rules**”).

BACKGROUND

3. On February 13, 2024 (the “**Petition Date**”), the Debtors filed in the Court voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. As of the date hereof, the Debtors continue as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, and no trustee or examiner has been appointed in these Chapter 11 Cases. The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are jointly administered pursuant to Bankruptcy Rule 1015(b) [ECF No. 54]. No trustee or examiner has been appointed in these Chapter 11 Cases.

4. On March 1, 2024, the Office of the United States Trustee for Regions 3 and 9, District of New Jersey (the “**United States Trustee**”) appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code [ECF No. 131]. The current members of the Committee are: (i) Wilmington Savings Fund Society, Federal Savings Bank, (ii) Chimtech Holding Ltd., and (iii) Workday, Inc.

5. On March 5, 2024, the Committee selected White & Case as its primary counsel, subject to approval by the Court.

RELIEF REQUESTED

6. By this Application, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1(a), the Committee seeks authority to employ and retain White & Case as its counsel in connection with these Chapter 11 Cases and all related matters, effective as of March 5, 2024.

QUALIFICATIONS OF WHITE & CASE

7. White & Case is proposed to serve as counsel to the Committee to perform all services that are necessary and appropriate to discharge the Committee’s responsibilities and further the interests of the Committee’s constituents in these Chapter 11 Cases, subject to approval

by the Court.

8. Since being selected, White & Case has worked closely with the Committee and its other professionals. The Committee selected White & Case to serve as its counsel based in part on the firm's extensive knowledge, experience, and expertise in representing stakeholders in large, complex chapter 11 cases. White & Case also has extensive expertise in other fields of law that are implicated by these Chapter 11 Cases, including, among others, healthcare law, intellectual property law, corporate law, commercial litigation, banking and finance law, mergers and acquisitions law, and tax law. Given the firm's experience and knowledge in these fields, White & Case is well qualified and uniquely able to act on the Committee's behalf in connection with these Chapter 11 Cases.

SERVICES TO BE RENDERED

9. The Committee has selected White & Case to serve as counsel to the Committee to perform all services that are necessary and appropriate to discharge the Committee's responsibilities and further the interests of the Committee's constituents in these Chapter 11 Cases.

10. Subject to order of this Court, White & Case will provide various legal services, including, among others, the following:

- (a) assist and advise the Committee regarding its rights, powers, and duties under the Bankruptcy Code and in connection with these Chapter 11 Cases;
- (b) assist and advise the Committee in its consultations and negotiations with the Debtors concerning the administration of these Chapter 11 Cases;
- (c) assist and advise the Committee in its examination, investigation, and analysis of the acts, conduct, assets, liabilities, and financial condition of the Debtors, including, without limitation, reviewing and investigating prepetition transactions, the operation of the Debtors' businesses, and the desirability of the continuance of such businesses;
- (d) assist and advise the Committee in the formulation, review, analysis, and negotiation of any chapter 11 plan(s) that have been or may be filed and

assist the Committee in the formulation, review, analysis, and negotiation of the disclosure statement accompanying any such chapter 11 plan(s);

- (e) take all necessary action to protect and preserve the interests of the Committee and creditors holding general unsecured claims against the Debtors' estates, including (i) the investigation and possible prosecution of actions enhancing the Debtors' estates, and (ii) review and analysis of claims filed against the Debtors' estates;
- (f) assist and advise the Committee with respect to any sale of the Debtors, either in whole or in part, under section 363 of the Bankruptcy Code;
- (g) review and analyze motions, applications, orders, statements of operations, and schedules filed with the Court and advise the Committee as to their propriety;
- (h) prepare on behalf of the Committee all necessary pleadings, applications, memoranda, orders, reports, and other papers, including, if applicable, any request for appointment of a trustee or examiner under section 1104 of the Bankruptcy Code, in support of positions taken by the Committee;
- (i) represent the Committee at all court hearings, statutory meetings of creditors, and other proceedings before this Court;
- (j) assist and advise the Committee in the review, analysis, and negotiation of any financing agreements;
- (k) assist and advise the Committee as to its communications with its constituents regarding significant matters in these Chapter 11 Cases, including, but not limited to, communications required under section 1102(b)(3) of the Bankruptcy Code; and
- (l) perform such other legal services as required or otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties set forth in the Bankruptcy Code, the Bankruptcy Rules, or other applicable law.

PROFESSIONAL COMPENSATION

11. White & Case has agreed to serve as counsel to the Committee and receive compensation and reimbursement in accordance with its standard billing practices for services rendered and expenses incurred on behalf of the Committee, in accordance with sections 328, 330, and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rules 2016-1(a), -3, and -4, and the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim*

Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court, dated March 18, 2024 [ECF No. 187].

12. The Committee requests that all such compensation and reimbursement incurred by the Committee on account of services rendered by White & Case be paid as administrative expenses of the Debtors' estates pursuant to sections 328(a), 330, 331, 503(b), and 507(a)(2) of the Bankruptcy Code.

13. White & Case will charge its then current standard rate for the professional services that White & Case has provided to date and will provide in the future. Currently, the hourly rates charged by White & Case in its U.S. offices range from \$1,510 to \$2,300 for partners, \$1,470 for counsel, \$795 to \$1,430 for associates, and \$345 to \$650 for paraprofessionals. White & Case has advised the Committee that the hourly rates set forth above are subject to periodic review and adjustment in the normal course of the firm's business, typically on January 1st of each year, and due to the increased experience of a particular professional. Such adjustments were last made on January 1, 2024. If its billing rates increase, White & Case will provide notice of any such rate increases in the fee statements in which such increased rates are first in effect.

14. The hourly rates set forth above are White & Case's current standard rates. These rates are set at a level designed to fairly compensate White & Case for the work of its attorneys. White & Case also charges its clients in all areas of practice for expenses incurred in connection with each client's case. The expenses charged to clients include, among other things, printing and photocopying, postage and package delivery charges, e-discovery expenses, court fees, transcript costs, travel expenses, expenses for overtime meals, and computer-aided research. White & Case will seek reimbursement, subject to the Court's approval, for all such expenses incurred by White & Case on the Committee's behalf. All requests for reimbursement of expenses will adhere to any

guidelines established by the Court.

15. White & Case will apply to this Court for allowance of compensation for professional services rendered and reimbursement of expenses in accordance with sections 328, 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court, for all professional services performed and expenses incurred in these Chapter 11 Cases. White & Case also intends to make a reasonable effort to comply with the United States Trustee's requests for information and additional disclosures under 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 Guidelines**"), both in connection with this Application and the interim and final applications to be filed by White & Case in these Chapter 11 Cases.²

16. Pursuant to Bankruptcy Rule 2016(b), White & Case has no agreement with any other entity to share any compensation received by White & Case, except as permitted under section 504(b)(1) of the Bankruptcy Code. White & Case has not received any promises as to payment or compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code and as disclosed herein.

17. In September 2023, an Ad Hoc Group of Invitae Unsecured Noteholders (the "**Ad Hoc Group**") formed and retained White & Case as counsel. Prior to White & Case's selection by the Committee, the Ad Hoc Group dissolved and White & Case ceased representing the Ad Hoc Group. Chimtech Holding Ltd., whose affiliate was one of the three members of the Ad Hoc

² White & Case's intention to make reasonable effort to comply with the United States Trustee's requests for information and additional disclosures under the U.S. Trustee Guidelines in connection with this Application and the interim and final fee applications to be filed by White & Case in these Chapter 11 Cases is based exclusively on the facts and circumstances of these Chapter 11 Cases. White & Case fully reserves the right to object to the requirements contained in the U.S. Trustee Guidelines should it determine that it is appropriate to do so.

Group prior to its dissolution, is a member of the Committee. On November 21, 2023, White & Case and Invitae entered into a letter agreement pursuant to which Invitae agreed to pay to White & Case a retainer from time to time for amounts to be charged by White & Case to Invitae in connection with services provided to the Ad Hoc Group. Thereafter, pursuant to the that agreement, Invitae made two retainer payments to White & Case of \$250,000 each on November 30, 2023, and on January 12, 2024. White & Case applied in the ordinary course the retainer to fees earned and expenses incurred and, as a result, the retainer was fully depleted. On February 9, 2024, Invitae terminated its prepetition fee letter with White & Case. Although White & Case does not currently believe that it has any further claim against the Debtors for unpaid prepetition fees and expenses, White & Case agrees to waive any further claim that the Firm may have against the Debtors for prepetition fees and expenses. Other than the foregoing, White & Case did not receive any payments from the Debtors within the ninety-day period before the Petition Date.

BASIS FOR RELIEF

18. Under section 1103 of the Bankruptcy Code, the Committee may, subject to approval by the Court, “select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.”

19. The Committee seeks to retain White & Case as counsel pursuant to sections 1103 and 328(a) of the Bankruptcy Code, which provides that the Committee, subject to Court approval:

[M]ay employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis.

11 U.S.C. § 328(a). Here, the Committee seeks to employ White & Case on an hourly basis on the terms and conditions set forth herein.

20. It is necessary and essential that the Committee employ counsel to render the

professional services stated above. The Committee selected White & Case to serve as its counsel because it believes that White & Case is well positioned to provide the legal services that the Committee will require during these Chapter 11 Cases. White & Case is one of the world's leading law firms, with extensive knowledge, experience, and expertise in representing stakeholders in large, complex chapter 11 cases, as stated in the Denman Declaration. White & Case also has extensive expertise in other fields of law that are implicated by these Chapter 11 Cases, including, among others, healthcare law, intellectual property law, corporate law, commercial litigation, banking and finance law, mergers and acquisitions law, and tax law.

21. Section 1103(b) of the Bankruptcy Code provides that an “attorney . . . employed to represent a committee appointed under section 1102 of this title may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case.” 11 U.S.C. § 1103(b). As set forth in the Denman Declaration, White & Case does not hold or represent any interest in these Chapter 11 Cases that is adverse to the Debtors, as required by section 1103(b) of the Bankruptcy Code. Moreover, to the best of the Committee's knowledge, except as stated in Denman Declaration, (i) to the extent applicable, White & Case is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code; (ii) neither White & Case nor its professionals have any connection with the Debtors, the creditors, or any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee; and (iii) White & Case does not hold or represent any interest adverse to the Committee in the matters for which it is to be retained. Accordingly, the Committee believes that White & Case is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code and used in section 328(c) of the Bankruptcy Code to the extent applicable to the Committee's retention of White & Case.

22. White & Case is expected to render such legal services as the Committee may consider necessary to discharge the Committee's responsibilities and further the interests of its constituents in these Chapter 11 Cases. For these reasons, the Committee submits that the retention of White & Case is necessary, appropriate, and in the best interests of its constituents. Additionally, ordering the Committee's retention of White & Case effective as of March 5, 2024 is appropriate. White & Case has been representing the Committee in connection with these Chapter 11 Cases since the Committee voted to retain White & Case to act as its counsel. The Committee believes that no party-in-interest will be prejudiced by the granting of the employment effective as of March 5, 2024, as provided in this Application, because White & Case has provided and continues to provide valuable services to the Committee.

NOTICE

23. 22. In accordance with the *Notice, Case Management and Administrative Procedures Order* entered in these Chapter 11 Cases [ECF No. 62], notice of this Application will be provided to: (a) the Debtors; (b) counsel to the Debtors, Attn: Kirkland & Ellis LLP, and Cole Schotz P.C.; (c) the office of the United States Trustee for the District of New Jersey; (d) counsel to the Required Holders; (e) the indenture trustee to the 2028 Convertible Notes and the 2024 Convertible Notes, and counsel thereto; (f) agent to the 2028 Senior Secured Notes, and counsel thereto; (g) the U.S. Securities and Exchange Commission; (h) the United States Attorney's Office for the District of New Jersey; (i) the attorneys general in the states where the Debtors conduct their business operations; (j) the Internal Revenue Service; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002.

24. The Committee submits that, in light of the nature of the relief requested and the circumstances surrounding these Chapter 11 Cases, no other or further notice is required or necessary.

NO PRIOR REQUEST


25. No previous application for the relief sought herein has been made by the Committee to this Court or any other court.

Dated: April 4, 2024

Respectfully Submitted,

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS**

By: Wilmington Savings Fund Society, Federal Savings
Bank

By:  _____

Patrick J. Healy
Senior Vice President

Chairperson of the Official Committee of Unsecured
Creditors of Invitae Corporation, *et al.*

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

**Caption in Compliance with D.N.J. LBR 9004-1
WHITE & CASE LLP**

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*Proposed Co-Counsel to the Official Committee of
Unsecured Creditors*

In re

INVITAE CORPORATION., *et al.*,

Debtors.¹

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Christopher P. Mazza, Esq. (cpmazza@pbnlaw.com)

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF WHITE & CASE LLP AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF INVITAE
CORPORATION, ET AL. EFFECTIVE AS OF MARCH 5, 2024**

The relief set forth on the following pages, numbered two (2) through five (5), is hereby

ORDERED.

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DEBTORS: INVITAE CORPORATION, *et al.*

CASE NO. 24-11362 (MBK)

CAPTION OF ORDER: ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF WHITE & CASE LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF INVITAE CORPORATION, ET AL. EFFECTIVE AS OF MARCH 5, 2024

Upon the application (the “**Application**”)¹ of the Official Committee of Unsecured Creditors (the “**Committee**”), appointed in the cases of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), for entry of an order (this “**Order**”) authorizing the employment and retention of White & Case LLP (“**White & Case**”) effective as of March 5, 2024 as the Committee’s counsel; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Application having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Local Rules, and it appearing that no other or further notice need be provided; and a hearing having been held, if necessary, to consider the relief requested in the Application (the “**Hearing**”); and upon consideration of the Declarations attached to the Application, and the record of the Hearing, if any, and all proceedings had before the Court; and the Court having found and determined that White & Case does not represent or hold any interest adverse under section 1103 of the Bankruptcy Code, and is (to the extent applicable) a “disinterested person” as that term is defined under section 101(14) of the Bankruptcy Code, that the relief sought in the Application is necessary and in the best interests of the Committee, the Debtors, their estates, their creditors, and all parties in interest, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

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DEBTORS: INVITAE CORPORATION, *et al.*

CASE NO. 24-11362 (MBK)

CAPTION OF ORDER: ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF WHITE & CASE LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF INVITAE CORPORATION, ET AL. EFFECTIVE AS OF MARCH 5, 2024

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED as set forth herein. Any objections or reservations of rights filed in respect of the Application are overruled, with prejudice.

2. The Committee is authorized pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to employ and retain White & Case as counsel to the Committee effective as of March 5, 2024 to represent it in the Chapter 11 Cases on the terms set forth in the Application and accompanying certifications and/or declarations, except as modified by this Order.

3. White & Case shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with the applicable provisions of the Bankruptcy Code, including sections 330 and 331, the Bankruptcy Rules, the Local Rules, the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court*, entered on March 18, 2024 [ECF No 187], and such other procedures as may be fixed by order of this Court. White & Case shall also make a reasonable effort to comply with 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*, in connection with the Application and any interim and final fee applications to be filed by White & Case in these Chapter 11 Cases.

4. White & Case shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these Chapter 11 Cases.

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DEBTORS: INVITAE CORPORATION, *et al.*

CASE NO. 24-11362 (MBK)

CAPTION OF ORDER: ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF WHITE & CASE LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF INVITAE CORPORATION, ET AL. EFFECTIVE AS OF MARCH 5, 2024

5. White & Case shall provide notice of any rate increases in the first monthly statement in which such rate increases are applicable.

6. White & Case shall (i) comply with the requirements of Local Rule 2016-1; (ii) not seek reimbursement of any fees or costs including attorney fees and costs, arising from the defense of any objections to any of the firm's fee application in these cases; (iii) use project categories that are substantially similar to those set forth in the U.S. Trustee Guidelines (Exhibit D-1 "Summary of Compensation Requested by Project Category"); (iv) only bill fifty percent (50%) for non-working travel; and (v) provide any and all time and expense detail attached to monthly fee statements, interim fee applications and final fee applications in LEDES format to the U.S. Trustee.

7. No agreement or understanding exists between White & Case and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these cases, nor shall White & Case share or agree to share compensation received for services rendered in connection with these cases with any other person other than as permitted by Bankruptcy Code section 504.

8. To the extent there is any inconsistency among the terms of the Application, certifications and/or declarations submitted in support and this Order, the terms of this Order shall govern.

9. Notice of the Application as provided shall be deemed good and sufficient notice of the Application.

10. The Committee and White & Case are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

PAGE: 5

DEBTORS: INVITAE CORPORATION, *et al.*

CASE NO. 24-11362 (MBK)

CAPTION OF ORDER: ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF WHITE & CASE LLP AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF INVITAE CORPORATION, ET AL.
EFFECTIVE AS OF MARCH 5, 2024

11. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation, interpretation, and enforcement of this Order.

12. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

EXHIBIT B

Denman Declaration

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1 WHITE & CASE LLP 1221 Avenue of the Americas New York, New York 10020 Telephone: (212) 819-8200 J. Christopher Shore, Esq. (admitted <i>pro hac vice</i>) (cshore@whitecase.com) Harrison Denman, Esq. (admitted <i>pro hac vice</i>) (harrison.denman@whitecase.com) Andrew Zatz (admitted <i>pro hac vice</i>) (azatz@whitecase.com) Samuel P. Hershey, Esq. (admitted <i>pro hac vice</i>) (sam.hershey@whitecase.com) Aaron Colodny, Esq. (<i>pro hac vice</i> pending) (aaron.colodny@whitecase.com) Ashley Chase, Esq. (admitted <i>pro hac vice</i>) (ashley.chase@whitecase.com) Brett Bakemeyer, Esq. (admitted <i>pro hac vice</i>) (brett.bakemeyer@whitecase.com) -and- PORZIO, BROMBERG & NEWMAN, P.C. 100 Southgate Parkway P.O. Box 1997 Morristown, New Jersey 07962 Telephone: (973) 538-4006 Warren J. Martin Jr., Esq. (wjmartin@pbnlaw.com) John S. Mairo, Esq. (jsmairo@pbnlaw.com) Christopher P. Mazza, Esq. (cpmazza@pbnlaw.com) <i>Proposed Co-Counsel to the Official Committee of Unsecured Creditors</i>	
<i>In re</i>	Chapter 11
INVITAE CORPORATION., <i>et al.</i> , Debtors. ¹	Case No. 24-11362 (MBK) (Jointly Administered)

**DECLARATION OF HARRISON DENMAN IN SUPPORT OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
WHITE & CASE LLP AS COUNSEL EFFECTIVE AS OF MARCH 5, 2024**

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.

I, Harrison Denman, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of White & Case LLP (“**White & Case**”), an international law firm, which maintains offices for the practice of law in, among other locations, New York, New York. I am a member in good standing of the Bar of the State of New York, the U.S. District Court for the Southern District of New York, and the U.S. Court of Appeals for the Second Circuit and I have been admitted *pro hac vice* in connection with the above-captioned cases. There are no disciplinary proceedings pending against me in any jurisdiction.

2. I submit this declaration (the “**Declaration**”) pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1(a), in support of *The Official Committee of Unsecured Creditors’ Application for Entry of an Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of March 5, 2024* (the “**Application**”), filed contemporaneously by the Committee.² To the extent that White & Case determines that any information disclosed herein requires amendment or modification upon White & Case’s completion of further analysis or as additional information becomes available to it, a supplemental declaration will be submitted to the Court reflecting the same. Except as otherwise noted, I have personal knowledge of the matters set forth herein.³

QUALIFICATIONS OF WHITE & CASE

3. On March 5, 2024, the Committee selected White & Case to serve as counsel to the Committee to perform all services that are necessary and appropriate to discharge the Committee’s responsibilities and further the interests of the Committee’s constituents in these Chapter 11 Cases,

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

³ Certain of the disclosures herein relate to matters within the knowledge of attorneys or employees of White & Case and are based on information provided by them.

subject to approval by the Court.

4. Since that time, White & Case has worked closely with the Committee and its other professionals with respect to these Chapter 11 Cases. The Committee selected White & Case to serve as its counsel based in part on the firm's extensive knowledge, experience, and expertise in representing stakeholders in large, complex chapter 11 cases. White & Case also has extensive expertise in other fields of law that are implicated by these Chapter 11 Cases, including, among others, healthcare law, intellectual property law, corporate law, commercial litigation, banking and finance law, mergers and acquisitions law, and tax law. Given the firm's experience and knowledge in these fields, White & Case believes that it is well qualified and able to act on the Committee's behalf in connection with these Chapter 11 Cases.

SERVICES TO BE PROVIDED

5. The Committee has requested that White & Case render various services, including the following:

- (a) assist and advise the Committee regarding its rights, powers, and duties under the Bankruptcy Code and in connection with these Chapter 11 Cases;
- (b) assist and advise the Committee in its consultations and negotiations with the Debtors concerning the administration of these Chapter 11 Cases;
- (c) assist and advise the Committee in its examination, investigation, and analysis of the acts, conduct, assets, liabilities, and financial condition of the Debtors, including, without limitation, reviewing and investigating prepetition transactions, the operation of the Debtors' business, and the desirability of the continuance of such business;
- (d) assist and advise the Committee in the formulation, review, analysis, and negotiation of any chapter 11 plan(s) that have been or may be filed and assist the Committee in the formulation, review, analysis, and negotiation of the disclosure statement accompanying any chapter 11 plan(s);
- (e) take all necessary action to protect and preserve the interests of the Committee and creditors holding general unsecured claims against the Debtors' estates, including (i) the investigation and possible prosecution of

actions enhancing the Debtors' estates, and (ii) review and analysis of claims filed against the Debtors' estates;

- (f) assist and advise the Committee with respect to any sale of the Debtors, either in whole or in part, under section 363 of the Bankruptcy Code;
- (g) review and analyze motions, applications, orders, statements of operations, and schedules filed with the Court and advise the Committee as to their propriety;
- (h) prepare on behalf of the Committee all necessary pleadings, applications, memoranda, orders, reports, and other papers, including, if applicable, any request for appointment of a trustee or examiner under section 1104 of the Bankruptcy Code, in support of positions taken by the Committee;
- (i) represent the Committee at all court hearings, statutory meetings of creditors, and other proceedings before this Court;
- (j) assist and advise the Committee in the review, analysis, and negotiation of any financing agreements;
- (k) assist and advise the Committee as to its communications with its constituents regarding significant matters in these Chapter 11 Cases, including, but not limited to, communications required under section 1102(b)(3) of the Bankruptcy Code; and
- (l) perform such other legal services as required or otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties set forth in the Bankruptcy Code, the Bankruptcy Rules, or other applicable law.

6. Subject to the Court's approval of the Application, White & Case is willing to serve as the Committee's counsel in these Chapter 11 Cases and to perform the services described above.

COMPLIANCE WITH SECTIONS 1103(B) AND 328(C) OF THE BANKRUPTCY CODE

7. I am not, nor is White & Case, an insider of any of the Debtors. To the best of my knowledge, White & Case (i) does not hold or represent any interest in these Chapter 11 Cases that is adverse to the Committee or the Debtors that would preclude the firm from acting as counsel to the Committee to the extent provided under section 1103(b) of the Bankruptcy Code, and, (ii) to the extent applicable to White & Case's retention by the Committee, is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code and as may be incorporated by

section 328(c) of the Bankruptcy Code.

I. Connections Search and Disclosure Process

8. In accordance with Bankruptcy Rule 2014(a), before filing the Application, White & Case conducted a disclosure review with respect to the firm's connections to the Debtors and the most significant parties in interest in these Chapter 11 Cases based on a list of interested parties supplied by counsel to the Debtors.

9. To conduct this review, we caused the names of the parties on **Schedule 1** annexed hereto (the "**Potential Parties in Interest**") to be run through White & Case's conflicts department to determine whether White & Case has connections to any party on **Schedule 1** and, if so, whether such connections relate in any way to White & Case's proposed representation of the Committee in these Chapter 11 Cases.

10. As of this filing, White & Case has completed its review of the names listed on **Schedule 1**. Based on reports generated by White & Case's conflicts department, **Schedule 2** annexed hereto identifies Potential Parties in Interest who are, or appear to be, parties (or affiliates thereto) that White & Case currently represents, or has represented within the last two years, in matters unrelated to the Debtors, these Chapter 11 Cases, or such entities' claims against and interests in the Debtors.⁴ No entity listed on **Schedule 2** represented more than 1% of White & Case's revenue for the twelve-month period through February 29, 2024.

⁴ The term "client" means an entity listed as a client or affiliate of a client in an active or closed matter in White & Case's conflicts search system. To the extent that a Potential Party in Interest falls under more than one category, such Potential Party in Interest may be disclosed in only one category. Furthermore, the inclusion of a Potential Party in Interest within one or more categories in the Application, this Declaration, or otherwise is for convenience only and is not, and shall not be construed as, an acknowledgment or admission regarding any Potential Party in Interest, including with respect to any claims or relationships that such Potential Party in Interest may have with the Debtors. Additionally, (i) **Schedule 2** is over-inclusive generally, (ii) whether an actual client relationship exists with the entities listed on **Schedule 2** can be determined only by reference to the documents governing White & Case's representation rather than its potential listing in White & Case's conflicts database(s), (iii) such analysis has not been undertaken in connection with this connections disclosure, and (iv) where particular name(s) provided by the Debtors are incomplete or ambiguous, White & Case's search was broad and inclusive and erred on the side of disclosure.

11. To the best of my knowledge and information, White & Case does not hold or represent any interest adverse to the Committee, the Debtors, or their estates and, except as disclosed on **Schedule 2**, does not have any “connections” to the Debtors’ creditors, affiliates, other parties in interest and potential parties in interest, the Office of the United States Trustee, or the United States Bankruptcy Judge assigned to these Chapter 11 Cases. I do not believe that any of the representations described on **Schedule 2** or listed herein are materially adverse to the interests of the Committee, the Debtors, or their estates. In light of the possibility that certain creditors or other parties in interest may not have been identified on **Schedule 1**, White & Case discloses that it may have represented, may currently represent, or may in the future represent, in matters wholly unrelated to the Debtors or these Chapter 11 Cases, entities that may be Potential Parties in Interest in these Chapter 11 Cases. White & Case’s disclosures on **Schedule 2** are based on its searches of its electronic databases for the names on **Schedule 1**, but the information listed on the attached schedules may have changed without our knowledge and may change during these Chapter 11 Cases. To the extent that White & Case becomes aware of any additional Potential Parties in Interest, White & Case will promptly run such new Potential Parties in Interest through White & Case’s conflicts department and file a supplemental declaration, if necessary. White & Case will also periodically refresh the search results regarding previously identified Potential Parties in Interest and, if disclosures for new connections are appropriate, White & Case will file a supplemental declaration regarding same. In addition, to the extent it deems it necessary and appropriate in its discretion, White & Case and the Committee may utilize conflict counsel to perform certain tasks or services during these Chapter 11 Cases.

12. White & Case is a large global law firm. The firm and its lawyers provide an extremely broad range of services to numerous clients throughout the world. Because of the firm’s

extensive worldwide legal practice, including numerous representations and involvements in bankruptcy cases as counsel to debtors and other parties in interest, White & Case represents or has in the past represented, in matters unrelated to the Debtors or these Chapter 11 Cases, clients that are adverse, or could be considered potentially adverse, to creditors of the Debtors and other parties in interest in these Chapter 11 Cases. In addition, White & Case is likely in the future to represent certain creditors and equity security holders of the Debtors and other parties in interest on matters unrelated to the Debtors or these Chapter 11 Cases. However, I do not believe that such representations preclude, or would preclude, White & Case's representation of the Committee on the matters for which it is to be engaged.

II. Disclosures About Specific Parties in Interest

13. In September 2023, an Ad Hoc Group of Invitae Unsecured Noteholders (the "**Ad Hoc Group**") formed and retained White & Case as counsel. Prior to White & Case's selection by the Committee, the Ad Hoc Group dissolved and White & Case ceased representing the Ad Hoc Group. Chimtech Holding Ltd., whose affiliate was one of the three members of the Ad Hoc Group prior to its dissolution, is a member of the Committee. On November 21, 2023, White & Case and Invitae entered into a letter agreement pursuant to which Invitae agreed to pay to White & Case a retainer from time to time for amounts to be charged by White & Case to Invitae in connection with services provided to the Ad Hoc Group. Thereafter, pursuant to the that agreement, Invitae made two retainer payments to White & Case of \$250,000 each on November 30, 2023, and on January 12, 2024. White & Case applied in the ordinary course the retainer to fees earned and expenses incurred and, as a result, the retainer was fully depleted. On February 9, 2024, Invitae terminated its prepetition fee letter with White & Case. Although White & Case does not currently believe that it has any further claim against the Debtors for unpaid prepetition fees and expenses, White & Case agrees to waive any further claim that the Firm may have against the

Debtors for prepetition fees and expenses.

14. Beginning in 2020, White & Case represented Natera with respect to certain intellectual property owned by the Debtors. This representation concluded and was closed in May 2023.

15. Beginning in December 2022, White & Case represented Tecan Genomics Inc. with respect to certain intellectual property as it pertained to the Debtors. This representation concluded and was closed in April 2023.

16. White & Case does not currently, and will not in the future, represent any entity, other than the Committee, in connection with these Chapter 11 Cases. Based on the foregoing, I do not believe that White & Case's prior representations preclude White & Case from meeting the standard for retention as the Committee's counsel under the Bankruptcy Code.

17. White & Case has reviewed whether any of the attorneys within its Financial Restructuring & Insolvency Group have served as law clerks to any of the judges to the United States Bankruptcy Court for the District of New Jersey within the past two years, and has found that no such attorneys served in such capacity within said period.

18. Based on the information available to me, after following the procedures described herein, and except as otherwise described on **Schedule 2** hereto or herein, I believe White & Case holds no interest adverse under section 1103(b) of the Bankruptcy Code. Further, I submit that White & Case is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

PROFESSIONAL COMPENSATION

19. White & Case has agreed to serve as counsel to the Committee and receive compensation and reimbursement in accordance with its standard billing practices for services rendered and expenses incurred on behalf of the Committee, in accordance with sections 328, 330,

and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rules 2016-1, -3, and -4, or as otherwise ordered by the Court.

20. White & Case will charge its then current standard rate for the professional services that White & Case has provided to date and will provide in the future. Currently, the hourly rates charged by White & Case in its U.S. offices range from \$1,510 to \$2,300 for partners, \$1,470 for counsel, \$795 to \$1,430 for associates, and \$345 to \$650 for paraprofessionals. White & Case has advised the Committee that the hourly rates set forth above are subject to periodic review and adjustment in the normal course of the firm's business, typically on January 1st of each year, and due to the increased experience of a particular professional. Such adjustments were last made on January 1, 2024. In the event that its billing rates increase, White & Case will provide notice of any such rate increases in the fee statements in which such increased rates are in effect.

21. At this time, White & Case anticipates that the attorneys who will be primarily representing the Committee are as follows:

Name	Title	Bill Rate
Harrison Denman	Partner	\$1,900.00
Andrew Zatz	Partner	\$1,720.00
Samuel Hershey	Partner	\$1,600.00
Aaron Colodny	Partner	\$1,600.00
Ashley Chase	Associate	\$1,380.00
Brett Bakemeyer	Associate	\$1,330.00
Dominic Litz	Associate	\$1,160.00
Alex Konstantynovski	Associate	\$1,110.00
Gabe Sutherland	Associate	\$900.00
Peter Giovine	Associate	\$795.00
Gabriela Delgado	Associate	\$795.00
Taylor Heywood	Associate	\$795.00

22. The above list does not represent all attorneys and paraprofessionals who may represent the Committee. Representing official committees generally requires the work of lawyers across several practice areas, including financial restructuring and insolvency, corporate/M&A,

finance, capital markets, tax, employment, litigation, and others. Additional expertise may also be required depending upon the circumstances and events in the particular chapter 11 case, which cannot be predicted with certainty. As such, the above list only represents White & Case's best estimate within the initial stages of the Chapter 11 Cases of the attorneys and paraprofessionals who will primarily represent the Committee. Other unlisted attorneys and paraprofessionals will be involved depending upon the circumstances.

23. The hourly rates set forth above are White & Case's current standard rates and (as noted above) are subject to periodic adjustment in the ordinary course of business. These rates are set at a level designed to fairly compensate White & Case for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

24. White & Case also charges its clients in all areas of practice for expenses incurred in connection with each client's case. The expenses charged to clients include, among other things, printing and photocopying, postage and package delivery charges, e-discovery expenses, court fees, transcript costs, travel expenses, expenses for overtime meals, and computer-aided research. White & Case will seek reimbursement, subject to the Court's approval, for all such expenses incurred by White & Case on the Committee's behalf. All requests for reimbursement of expenses will adhere to any guidelines established by the Court.

25. White & Case intends to apply to this Court for allowance of compensation for professional services rendered and reimbursement of expenses in accordance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court, for all professional services performed and expenses incurred in these Chapter 11 Cases.

26. The foregoing constitutes the statement of White & Case pursuant to Bankruptcy

Code sections 328(a), 329, 504, and 1103, Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1(a).

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

27. The Committee and White & Case intend to make a reasonable effort to comply with United States Trustee's requests for information and additional disclosures under the U.S. Trustee Guidelines, both in connection with this Application and the interim and final fee applications to be filed by White & Case during its engagement. In doing so, however, the Committee and White & Case reserve all rights as to the relevance and substantive legal effect of the U.S. Trustee Guidelines in respect of any application.

28. The following information is provided pursuant to paragraph D.1 of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the twelve (12) months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the twelve (12) months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: White & Case did not represent the Committee prepetition.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Answer: White & Case is currently formulating a budget and staffing plan, which it will review with the Committee. White & Case will file its budgets and staffing plans in connection with any and all

applications for interim and final compensation that the firm files in these Chapter 11 Cases.

29. Pursuant to Bankruptcy Rule 2016(b), White & Case has no agreement with any other entity to share any compensation received by White & Case, except as permitted under section 504(b)(1) of the Bankruptcy Code. White & Case has not received any promises as to payment or compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code and as disclosed herein.

30. Based upon the foregoing, I respectfully submit that the requirements for White & Case's retention as attorneys for the Committee have been met.

[Remainder of page intentionally blank]

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, information, and belief.

Dated: April 4, 2023
New York, New York

Respectfully submitted,

/s/Harrison Denman
Harrison Denman
Partner, White & Case LLP

SCHEDULE 1

Parties in Interest List Received from Debtors¹

Administrative Agents

U.S. Bank Trust Company, National Association

Bankruptcy Judges - Staff

Anthony Sodono
Bruce Jackson
Catherine McAuley
Charlene Richardson
Chris Fowler
Diane Lipcsey
Heather Renye
Juan Filgueiras
Kathleen Ryan
Kiya Martin
Lucy Veloz-Jimenez
Margie McGettigan
Maria Figueria
Marie Flynn
Mariela Primo
Michael Brown
Michael Gilmore
Nancy Figueroa
Ntorian Pappas
Rachel Stillwell
Robert Heim
Sean Quigley
Sharon Moore
Thomas C. Walsh
Wendy Quiles
Zelda Haywood

Bankruptcy Judges for District of New Jersey

Andrew B. Altenburg, Jr.
Christine M. Gravelle
Jerrold N. Poslusny, Jr.
John K. Sherwood
Michael B. Kaplan
Rosemary Gambardella
Stacey L. Meisel
Vincent F. Papalia

Contract Counterparties

Ada County
Advance Radiologia
Advanced Package Engineering LLC
Advanced Reproductive Health Center, Ltd
(fka Chicago IVF)
Adventist Health

Alberta Reproductive Centre
ARCPoint Franchise Group
ARCPoint Labs of Humble
Argonaut Manufacturing Services, Inc.
ARUP Laboratories, Inc.
Atelier Health
Baylor Research Institute d/b/a Baylor Scott &
White Research Institute
Beam Radiology
Biron Medical Laboratory Inc.
BocaFertility
Boston Medical Center
Box Hill Hospital
Bristol-Myers Squibb Company
California Excellent Fertility
California Excellent Fertility, Inc.
California Fertility Partners
California IVF
Calvary Mater Newcastle
Cancer Care Northwest
Centre Hospitalier de l'Université de Montréal
(CHUM)
Centre hospitalier de l'Université Laval (CHUL-
CHU de Quebec)
Centro De Atencion E Investigacion En Salud
Mental Kaelum Neurocenter
CenturyLink Communications, LLC d/b/a
Lumen Technologies Group
Children's Health System of Texas
Children's Hospital of Wisconsin, Inc
CHRISTUS Santa Rosa Health System
CIRCULO MEDICO GMM.
City of Philadelphia, acting through its
Department of Public Health Medical
Examiner's Office
Comanche County Memorial Hospital
Compass Group USA, Inc.
Confluence Health
Cooper Clinic
Cooper Donor Institute
County of San Mateo Coroner's Office
Cristian Irela Aranda Sánchez
Cummins Inc.
Delaware Division of Forensic Science
Dental College of Georgia

¹ On March 13, 2024, the Debtors filed a *Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Transaction Parties in Interest Related to the Debtors' Professional Retention Applications* (the "**Motion**") [ECF No. 156]. The Committee has conferred with Debtors' counsel and Debtors' counsel has agreed to modify the order relating to the Motion so that the order covers the Committee's professional retention applications as well. The hearing on the Motion has been adjourned to April 29, 2024.

Department of Veterans Affairs Michael E
Debakey VA Medical Center
Dr. Aimee Eyvazzadeh Inc.
Elite Wellness Center
EMCOR Services Northeast
ExtraView Corporation
EY Revisers d'Entreprises/Bedrijfsrevisoren BV
Federal Association of German Pathologists e.V.
Fem Surgery Pte Ltd
Fertilidad 360 SAPI DE CV
Fertility Answers
Fertility Care of Orange County
Fertility Center of Southern California
Fertility Centers of Illinois
Fertility Solutions
Fertilys Inc
Fertilys Inc.
First Steps Fertility
Forensic Medical Holdings Of Kansas, LLC
Fresno Community Hospital and Medical Center
dba Community Regional Medical Center
FUNDACION DE OJOS VIDAURRI
Fundacion Santos y de la Garza Evia, I.B.P.
Genea Pty Ltd
Genea Pty Ltd.
Genetica Medical & Wellness Centre
Genetics B&C
Genome Medical, Inc.
Group Health Cooperative of South Central
Wisconsin
Gulf States Hemophilia & Thrombophilia Center
Gulf States Hemophilia Center
Harris County Institute of Forensic Sciences
HCA Health Services of Oklahoma, Inc., d/b/a
OU Medical System
HCA International Limited
Heritage Global Partners, Inc.
High Profile Laboratory Testing Services
Hyet Nocarbon USA, Inc.
Ideagen Plc.
Incinta Fertility
Instituto para la Salud del Nino y del
Adolescente S.C.
Invest-Med
InVia Fertility
j2 Cloud Services, Inc.
Jackson County Medical Examiner's Office
Janitronics, Inc
Kaiser Foundation Hospitals & Kaiser
Foundation Health Plan
Kane County Coroner's Office
King County Medical Examiner's Office
King Square Medical Centre
Lab Medicine Svc., VA Medical Center
Little Zebra Fund - San Francisco Public Health
Lorain County Coroner's Office

Los Angeles Reproductive Center LARC
Los Cabos Childrens Foundation
M por Tres de Mexico, SC
Madison Avenue Inc.
MAPS Public Benefit Corporation
Maria Irma Olvera Alvarez
Mary Hitchcock Memorial Hospital
MD2 Wellesley
MDVIP
Michael E Debakey VA Medical Center
Midtown Medical Clinic
Midwest Fertility Specialist
Murphy Co. Mechanical Contractors & Engineers
My Blooming Health Lab Inc.
New Hampshire Office of the Chief Medical
Examiner
Neway Fertility
Nueces County Medical Examiner
Ochsner Clinic Foundation
Odry Neurogenetica y Genetica Clinica
Onco Life Centre
Online Genetic Counselling Services Inc.
Phoenician Operating LLC
Phoenix Children's Hospital, Inc.
Pinnacle Fertility
Pricewaterhouse Coopers LLP
Princess Margaret Cancer Centre
Private Health Dallas
Proquis, Inc.
Providence Health & Services - Washington,
d/b/a Providence Health Care
Providence Health & Services - Washington,
d/b/a Providence Inland Northwest
Quautli Angel Bonfi Uribe
ReGen Scientific Inc
Reproductive Fertility Center
Reproductive Fertility Center Orange County
Irvine
Rise Fertility
Rockefeller Fertility Center
Salud y Bienestar Industrial S.A. de C.V.
San Diego Fertility
Scripps Executive Health Medical Group, Inc.
Scripps Health
Sergen Molecular Diagnostics
Shodair Children's Hospital
Shriners Children's Texas
Signature Health
Singapore Breast Surgery Center Pte Ltd
Six Sigma Solutions International, Inc.
SOG-Natalie Chua Clinic For Women
Southcentral Foundation
Southern California Center for Reproductive
Medicine
Spring Creek Fertility
St Louis City Medical Examiner's Office

St. Jude's Children's Research Hospital Inc.
St. Louis Medical Examiner's Office
Suffolk Medical Examiner
SuperDNA Sdn Bhd
Tall Tree Integrated Health Centre
Telos Scientific LLC
Texas Fertility Center
Texas Health Houston Gulf States Hemophilia
Center
The Association for Women's Health Care -
Chicago & Northbrook
The Boob Bus
The Fertility Center of Las Vegas
The Gene Council
The Genes Talk
The Rector & Visitors of the University of
Virginia on behalf of its medical center
The Regents of the University of Michigan on
behalf of University of Michigan Autopsy
and Forensic Services
The Washington University in St. Louis
Thermo Fisher Scientific
Thermo Fisher Scientific Baltics UAB
Trinity Cancer Care Center
UAB Health Systems
University Hospital Geelong
University of Michigan Autopsy and Forensic
Services
University of Texas Health Houston Gulf States
Hemophilia Center
University of Texas MD Anderson Cancer
Center, a Clinical Cancer Genetics Program
Vanderbilt University Medical Center
Variety Children's Hospital dba Nicklaus
Children's Hospital
Victory Reproductive Care
Washington University
Washington University School of Medicine in
St. Louis
Weill Cornell Medical College
Western Health, Sunshine Hospital
Xytex Laboratories
Your Family Fertility PLLC
Zuckerberg San Francisco General Hospital,
Division of Cardiology

Current Directors and Officers

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Chitra Nayak
Christine M. Gorjanc
David Sholehvar
Desarie French
Eric Aguiar
Geoffrey S. Crouse
Hoki Luk
Jill Frizzley
Ken Knight

Kimber Lockhart
Randy Scott, Ph.D.
Robert Guigley
Tom Brida
W. Michael Korn, M.D.
William H. Osborne

Debtholders

Baker Brothers Advisors LP
Baker Brothers Life Sciences LP
Chimera Investment LLC
Deerfield Management Company LP
J. Wood Capital Advisors LLC
Softbank Group Corp.

Debtor Entities

ArcherDX Clinical Services, Inc.
ArcherDX, LLC
Citizen LLC
Genetic Solutions LLC, d/b/a Genelex
Genosity, LLC
Invitae Corporation

Depository Banks

HSBC Bank USA
HSBC Holdings plc
JP Morgan Chase & Co.
SVB Financial Group
U.S. Bancorp

Equity Holders of Greater Than 5%

ARK Investment Management LLC
BlackRock Institutional Trust Company, N.A.
Nikko Asset Management Co., Ltd.
Sumitomo Mitsui Trust Holdings, Inc.
The Vanguard Group, Inc.

Former Directors and Officers

Alex Furman
Beth Young Karlan
David McManus
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Jason W Myers
Jeff Parsons
Jim Stuart
Karthik Suri
Katherine Stueland
Layton Wedgeworth
Lee Bendekgey
Lisa Janssen Alderson
Melanie Duquette
Robert Dickey IV
Robert Nussbaum
Robert Werner
Sandra Pace
Sean Emerson George
Yafei (Roxi) Wen

Government / Regulatory Agencies

California Department of Public Health
College of American Pathologists

New Jersey Department of Health
New York Stock Exchange
NYS Department of Health
Pennsylvania Department of Health
Rhode Island Department of Health
US Patent and Trademark Office

Insurance Providers / Sureties

ACE American Insurance Company
AIG Australia Limited
AIG Specialty Insurance Company
Allied World Specialty Insurance Company
Arch Insurance Company
Ascot Specialty Insurance Company
AXIS Insurance Company
AXIS Surplus Insurance Company
Beazley Insurance Company, Inc.
Chubb Custom Insurance Company
Chubb Insurance Company of Canada
Chubb National Insurance Company
Corvus Insurance Agency, LLC
Federal Insurance Company
Hudson Insurance Company
Liberty Surplus Insurance Corporation
National Union Fire Insurance Company of
Pittsburgh, Pa.
Old Republic Insurance Company
RSUI Indemnity Company
The Hanover Insurance Company
Vantage Risk Assurance Company
XL Specialty Insurance Company

Letters of Credit Beneficiaries

Allied Real Estate Ltd.
Sidra Medicine
W Projects (No. 36) Pty Ltd

Lienholders

Deerfield Management Company LP

Major Customers

Aeglea BioTherapeutics, Inc.
Alector LLC
Alnylam Pharmaceuticals, Inc.
Amicus Therapeutics US, Inc.
Arbor Diagnostics
Aspa Therapeutics, Inc.
Astrazeneca Pharmaceuticals LP
AstraZeneca Singapore Pte Ltd
Behind the Seizure Canada
Biogen MA, Inc.
BiogenIQ Inc.
BioMarin Pharmaceutical Inc.
Brain Neurotherapy Bio, Inc.
Calcilytix Therapeutic Inc.
Catalyst Health Solutions, Inc.
Catalyst Pharmaceuticals, Inc.
Centre Hospitalier de l'Université de Montréal
CHUM
Children's Hospital Colorado

City of Hope Precision Medicine Only
Clementia Pharmaceuticals Inc.
CRISPR Therapeutics AG
Decibel Therapeutics Inc.
Eidos Therapeutics, Inc.
Enzyvant Therapeutics, Inc.
Eugene Labs
GENDA SA
Genome Medical
Genometrics
HCA Laboratories UK
Hemoshear Therapeutics, Inc.
Horizon Health Fredericton
Horizon Pharma USA, Inc.
Janssen Research & Development, LLC
Kaiser Oakland Genetics
Kaiser Permanente - Sacramento Genetics
Kaiser Permanente Mid Atlantic States
Kaiser Permanente Northwest
Kaiser Permanente San Francisco Genetics
Kaiser Permanente San Jose Genetics
Kaiser Permanente Southern California
King Hussein Cancer Center
Kyowa Kirin Canada, Inc.
Kyowa Kirin Inc.
Kyowa Kirin Pharmaceutical Development
Limited
LabConnect LLC
Marinus Pharmaceuticals
Myokardia, Inc.
Nationwide Children's Hospital
Neurogene, Inc
PellePharm, Inc.
Pfizer Inc.
Pharming Healthcare Inc.
Prevail Therapeutics, Inc.
PTC Therapeutics GT, Inc.
Reata Pharmaceuticals, Inc.
Regeneron Pharmaceuticals, Inc.
Repare Therapeutics, Inc.
Roche SMA sponsored testing
Sanofi- Aventis Australia Pty Ltd.
Spark Therapeutics, Inc.
Stoke Therapeutics Inc.
Strongbridge U.S., Inc.
Ultragenyx Pharmaceuticals, Inc.
Verve Therapeutics, Inc.
Virtus Diagnostics
Walter Reed National Military Center Bethesda
X4 Pharmaceuticals, Inc.
Yaya Foundation for 4H Leukodystrophy
Zogenix International Limited

Major Lease Counterparties

1400 16th Street LLC
449 Broadway LLC
Alton Tech ADA LLC

Amacon Westpark Investment Corp
APB Owner LLC
ASB De Haro Place, LLC
Aspira Women's Health, Inc
Centennial Owner LLC
Fiverr, Inc.
Hohbach Realty Company LP
Integrated DNA Technologies, Inc.
Reef Flatiron LLC
RREEF America REIT II Corp, PPP
Selig Holdings Company, LLC
W Projects (No. 36) Pty Ltd
Woodbridge Executive LLC

Major Vendors

Agilent Technologies
Amazon Web Services Inc.
Connor Group
COVARIS, INC.
DNA Genotek
EPAM Systems, Inc.
Eved LLC
Federal Express Corporation dba FEDEX
Fisher Scientific Company, LLC
GBF Inc.
Genematters LLC
Illumina, Inc.
Integrated DNA Technologies, Inc.
JetBridge Software, Inc.
Kaiser Permanente
Kintetsu World Express, Inc.
Klick USA Inc.
Life Technologies Corporation
Omega Bio-Tek, Inc.
Prosecur Services Group, Inc.
Quantumsoft, Inc
Rightway Healthcare, Inc.
Roche Diagnostics Corporation
SADA Systems, Inc.
Salesforce.com Inc.
Streck LLC
Target CW
Verinata Health, Inc.
Woodruff-Sawyer & Co
Xifin

Non-Debtor Affiliates and Minority-Owned Affiliates

Genelex India Private Limited
Good Start Genetics, Inc.
Invitae (Singapore) Pte Ltd
Invitae Australia Pty Ltd.
Invitae Canada, Inc.
Invitae Israel, Inc. Ltd.
Invitae Japan KK
Invitae Latvia, SIA
Invitae Netherlands, BV
MedNeon, LLC

Ommdom, Inc.
Orbicule BVBA dba Diploid
Prompt Genomics, LLC
YouScript LLC

Ordinary Course Professionals Used in Last Three Years

Cooley LLP
Ernst & Young LLP
Farnan LLP
Gordon Rees Scully Mansukhani, LLP
Heamanson, Guzman & Wang
Jensen Baird Gardner & Henry
McCarter & English, LLP
Ogletree Deakins
Paul, Weiss, Rifkind, Warton & Garrison LLP
Pillsbury Winthrop Shaw Pittman LLP
Weil, Gotshal & Manges LLP

Parties to Litigation

[REDACTED]
Natera, Inc.
[REDACTED]
Premier Diagnostics, LLC
Qiagen Sciences, LLC
[REDACTED]
Tecan Genomics, Inc.

Parties to Litigation - Judge

[REDACTED]

Parties to Litigation - Opposing Counsel

Alvandi Law Group P.C.
Beverly Hills Trial Attorneys
[REDACTED]
Foley Hoag LLP
Goodwin Procter LLP
Groombridge, Wu, Baughman & Stone LLP
Matern Law Group, PC
McDermott Will & Emery LLP
Meridian Law, PLLC
Morris, Nichols, Arsht & Tunnell LLP
Offices of Claire Cochran
Quinn Emanuel Urquhart & Sullivan, LLP
Scott S. Nakama, Ladva Law Firm
Skelton Taintor & Abbott
Levine & Blit LLP

Potential Lienholders

36th Street Capital Partners, LLC
Corporate Service Company
De Lage Landen Financial Services, Inc
Greatamerica Financial Services Corporation
Internal Revenue Service
NFS Leasing, Inc

Pacific Western Bank
People's United Bank
Perceptive Credit Holdings II, LP
Silicon Valley Bank
State of California Employment Development
Department Lien Group
Sterling National Bank
Thermo Fisher Financia Services, Inc
US Bank Trust Company, National Association
Western Capital Technologies, LLC

Potential Sale Process Counterparties

[REDACTED]

Restructuring Professionals

Cole Schotz P.C.
Deloitte & Touche LLP
Ernst & Young LLP
FTI Consulting, Inc.
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
Lazard Frères & Co. LLC
Moelis & Company
Morrison & Foerster LLP
Perella Weinberg Partners L.P.
Sullivan & Cromwell LLP
White & Case LLP

Taxing Authorities

Alabama Department of Revenue
Alameda County Treasurer and Tax Collector
Arizona Department of Revenue
Australian Taxation Office
Belastingdienst/Apeldoorn
Boulder County Treasurer
Brazil Ministry of Finance
California Department of Tax and Fee
Administration
California Franchise Tax Board
Canada Revenue Agency
City of Bowling Green, Kentucky Treasury
Colorado Department of Revenue
Connecticut Department of Revenue Services
County of Orange Treasurer and Tax Collector
County of Santa Clara Department of Tax and
Collections
District of Columbia Office of Tax and Revenue
Federal Public Service Finances of Belgium
Florida Department of Revenue
Georgia Department of Revenue
Idaho State Tax Commission
Illinois Department of Revenue
India Income Tax Department
Indiana Department of Revenue
Inland Revenue Authority of Singapore
Israel Tax Authority
Jefferson County Treasurer
Kansas Department of Revenue
Kentucky Department of Revenue
King County Treasury
Latvia State Revenue Service
Louisiana Department of Revenue
Maine Revenue Services
Maryland Department of Revenue
Massachusetts Department of Revenue
Michigan Department of Treasury
Minnesota Department of Revenue
Mississippi Secretary of State
Missouri Department of Revenue
National Tax Agency Japan
Nebraska Department of Revenue

New Hampshire Department of Revenue
Administration
New Jersey Division of Taxation
North Carolina Department of Revenue
NYC Department of Finance
NYS Corporation Tax
Ohio Department of Taxation
Oregon Department of Revenue
Pennsylvania Department of Revenue
Rhode Island Division of Taxation
San Diego County Treasurer and Tax Collector
San Francisco Treasurer and Tax Collector
South Carolina Department of Revenue
State of Delaware - Division of Corporations
State of Hawaii – Department of Taxation
Tennessee Department of Revenue
Utah State Tax Commission
Virginia Department of Taxation
Wake County Tax Administration
Washington, D.C., Office of Tax & Revenue
Washington State Department of Revenue
Wisconsin Department of Revenue

Top 30 Creditors

449 Broadway LLC
ACCO Engineered Systems Inc.
Agilent Technologies
Alton Tech ADA LLC
Amacon Westpark Investment Corp
Amazon Web Services Inc.
APB Owner LLC
ASB De Haro Place, LLC
Centennial Owner LLC
DNA Genotek
EPAM Systems, Inc.
Federal Express Corporation dba FEDEX
GBF Inc.
Genematters LLC
Hohbach Realty Company LP
Illumina, Inc.
Klick USA Inc.
Prosecur Services Group, Inc.
Quantumsoft, Inc
Redox Inc.
Reef Flatiron LLC
RREEF America REIT II Corp, PPP
Salesforce.com Inc.
Selig Holdings Company, LLC
Streck LLC
Tecan Genomics, Inc.
U.S. Bank Trust Company, National Association
UnitedHealthcare

Workday, Inc.

UCC Member

Chimtech Holding Ltd.
Wilmington Savings Fund Society
Workday, Inc.

Unsecured Noteholders of Greater Than 5%

Braidwell LP
Context Capital Management LLC
SoftBank Group Corp.

US Trustees for District of New Jersey

Adam Shaarawy
Aleda Alfaro
Andrew R. Vara
Angeliza Ortiz-Ng
Daniel C. Kropiewnicki
David Gerardi
Fran B. Steele
Francyne D. Arendas
James Stives
Jeffrey Sponder
Joseph C. Kern
Kirsten K. Ardelean
Lauren Bielskie
Maggie McGee
Martha Hildebrandt
Michael Artis
Peter J. D'Auria
Rachel Wolf
Robert J. Schneider, Jr.
Tia Green
Tina L. Oppelt
William J. Ziemer

Utility Providers

AT&T
City & County of San Francisco dba SF Public
Utilities Commission
Cox Communications, Inc.
Duke Energy Corporation
Irvine Ranch Water District
Pacific Gas and Electric Company dba PG&E
Public Service Company of North Carolina
Incorporated
Southern California Edison Company
Southern California Gas Company dba The Gas
Company: SoCalGas
Town of Cary
Verizon Business Network Services Inc, dba
Verizon
Verizon Communication Inc.
XCEL Energy

SCHEDULE 2

White & Case's Relationships with Parties in Interest

Name	Category	Open/Closed
Amazon Web Services Inc.	Major Vendors	Open
Amazon Web Services Inc.	Top 30 Creditors	Open
██████████	Potential Sale Process Counterparties	Open
AXIS Insurance Company	Insurance Providers / Sureties	Closed
AXIS Surplus Insurance Company	Insurance Providers / Sureties	Closed
██████████	Potential Sale Process Counterparties	Open
██████████	Potential Sale Process Counterparties	Open
Bristol-Myers Squibb Company	Contract Counterparties	Closed
██████████	Potential Sale Process Counterparties	Open
██████████	Potential Sale Process Counterparties	Closed
██████████	Potential Sale Process Counterparties	Open
CenturyLink Communications, LLC d/b/a Lumen Technologies Group	Contract Counterparties	Open
Chimera Investment LLC	Debtholders	Closed
Compass Group USA, Inc.	Contract Counterparties	Closed
Context Capital Management LLC	Unsecured Noteholders of Greater Than 5%	Closed
COVARIS, INC.	Major Vendors	Closed
██████████	Potential Sale Process Counterparties	Open
CRISPR Therapeutics AG	Major Customers	Closed
Cummins Inc.	Contract Counterparties	Open
Deerfield Management Company LP	Debtholders	Closed
Deerfield Management Company LP	Lienholders	Closed
Deloitte & Touche LLP	Restructuring Professionals	Closed
Enzyvant Therapeutics, Inc.	Major Customers	Closed
Ernst & Young LLP	Ordinary Course Professionals Used in Last Three Years	Open
Ernst & Young LLP	Restructuring Professionals	Open
██████████	Potential Sale Process Counterparties	Open
Federal Express Corporation dba FEDEX	Major Vendors	Closed
Federal Express Corporation dba FEDEX	Top 30 Creditors	Closed
██████████	Potential Sale Process Counterparties	Closed
██████████	Potential Sale Process Counterparties	Open
HSBC Bank USA	Depository Banks	Open
HSBC Holdings plc	Depository Banks	Open
Hudson Insurance Company	Insurance Providers / Sureties	Open
Illumina, Inc.	Major Vendors	Open
Illumina, Inc.	Top 30 Creditors	Open
Janssen Research & Development, LLC	Major Customers	Closed
JP Morgan Chase & Co.	Depository Banks	Open

Name	Category	Open/Closed
Kirkland & Ellis LLP	Restructuring Professionals	Closed
██████████	Potential Sale Process Counterparties	Open
Lazard Frères & Co. LLC	Restructuring Professionals	Closed
McCarter & English, LLP	Ordinary Course Professionals Used in Last Three Years	Closed
Moelis & Company	Restructuring Professionals	Closed
██████████	Potential Sale Process Counterparties	Open
Natera, Inc.	Parties to Litigation	Closed
National Union Fire Insurance Company of Pittsburgh, Pa.	Insurance Providers / Sureties	Closed
██████████	Potential Sale Process Counterparties	Open
██████████	Potential Sale Process Counterparties	Open
Perella Weinberg Partners L.P.	Restructuring Professionals	Open
Pfizer Inc.	Major Customers	Open
Pricewaterhouse Coopers LLP	Contract Counterparties	Open
██████████	Potential Sale Process Counterparties	Closed
██████████	Potential Sale Process Counterparties	Open
██████████	Potential Sale Process Counterparties	Open
Roche Diagnostics Corporation	Major Vendors	Open
Silicon Valley Bank	Potential Lienholders	Closed
Softbank Group	Debtholders	Open
SoftBank Group Corp.	Unsecured Noteholders of Greater Than 5%	Open
Southern California Gas Company dba The Gas Company: SoCalGas	Utility Providers	Closed
SVB Financial Group	Depository Banks	Closed
Tecan Genomics, Inc.	Parties to Litigation	Closed
Tecan Genomics, Inc.	Top 30 Creditors	Closed
The Vanguard Group, Inc.	Equity Holders of Greater Than 5%	Open
U.S. Bancorp	Depository Banks	Closed
U.S. Bank Trust Company, National Association	Administrative Agents	Closed
U.S. Bank Trust Company, National Association	Top 30 Creditors	Closed
US Bank Trust Company, National Association	Potential Lienholders	Closed
Vanderbilt University Medical Center	Contract Counterparties	Open
██████████	Potential Sale Process Counterparties	Open
Wilmington Savings Fund Society	UCC Member	Open
XL Specialty Insurance Company	Insurance Providers / Sureties	Closed

EXHIBIT C

Healy Declaration

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1 WHITE & CASE LLP 1221 Avenue of the Americas New York, New York 10020 Telephone: (212) 819-8200 J. Christopher Shore, Esq. (admitted <i>pro hac vice</i>) (cshore@whitecase.com) Harrison Denman, Esq. (admitted <i>pro hac vice</i>) (harrison.denman@whitecase.com) Andrew Zatz (admitted <i>pro hac vice</i>) (azatz@whitecase.com) Samuel P. Hershey, Esq. (admitted <i>pro hac vice</i>) (sam.hershey@whitecase.com) Aaron Colodny, Esq. (<i>pro hac vice</i> pending) (aaron.colodny@whitecase.com) Ashley Chase, Esq. (admitted <i>pro hac vice</i>) (ashley.chase@whitecase.com) Brett Bakemeyer, Esq. (admitted <i>pro hac vice</i>) (brett.bakemeyer@whitecase.com) -and- PORZIO, BROMBERG & NEWMAN, P.C. 100 Southgate Parkway P.O. Box 1997 Morristown, New Jersey 07962 Telephone: (973) 538-4006 Warren J. Martin Jr., Esq. (wjmartin@pbnlaw.com) John S. Mairo, Esq. (jsmairo@pbnlaw.com) Christopher P. Mazza, Esq. (cpmazza@pbnlaw.com) <i>Proposed Co-Counsel to the Official Committee of Unsecured Creditors</i>	
<i>In re</i>	Chapter 11
INVITAE CORPORATION., <i>et al.</i> , Debtors. ¹	Case No. 24-11362 (MBK) (Jointly Administered)

**DECLARATION OF PATRICK J. HEALY IN SUPPORT OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
WHITE & CASE LLP AS COUNSEL EFFECTIVE AS OF MARCH 5, 2024**

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.

Pursuant to 28 U.S.C. § 1746, I, Patrick J. Healy, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am over the age of 18 and an authorized signatory of Wilmington Savings Fund Society (“**WSFS**”). WSFS is an unsecured creditor of the Debtors and a member of the Committee appointed in the above-captioned Chapter 11 Cases. The Committee has selected WSFS as its chair. I am WSFS’s representative to the Committee.

2. I submit this declaration (the “**Declaration**”) pursuant to ¶ D.2 of the U.S. Trustee Guidelines and in support of the *Official Committee of Unsecured Creditors’ Application for Entry of an Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of March 5, 2024* (the “**Application**”).² I have reviewed and am familiar with the Application. I am in all respects competent to make this Declaration in support of the Application. Except as otherwise noted, I have personal knowledge as to all the information set forth below.

BACKGROUND

3. On February 13, 2024 (the “**Petition Date**”), the Debtors filed with the Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. On March 1, 2024, the United States Trustee appointed the Committee to represent the interests of all creditors holding unsecured claims in these Chapter 11 Cases [ECF No. 131].

As of today, the members of the Committee are:

- (a) Wilmington Savings Fund Society, Federal Savings Bank
- (b) Chimtech Holding Ltd.
- (c) Workday, Inc.

5. On March 5, 2024, the Committee voted to retain White & Case as its counsel,

² Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

subject to Court approval. As a representative of a member of the Committee, I was directly involved in the decision to retain White & Case as the Committee's counsel in these Chapter 11 Cases and actively participated in negotiating the terms of White & Case's employment.

**STEPS TAKEN TO ENSURE COMPARABILITY OF
ENGAGEMENT TERMS AND RATE STRUCTURE**

6. White & Case has informed the Committee that its rates for bankruptcy representations are consistent with and comparable to the rates White & Case charges for non-bankruptcy representations. White & Case has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the firm, unless an alternative fee arrangement (such as a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement) is agreed upon. White & Case has informed the Committee that its attorneys will not charge a premium or in any way increase their hourly rates over the fees charged to non-bankruptcy clients.

7. The Committee is satisfied that White & Case has set its hourly rates for its attorneys and paraprofessionals at comparable levels to those charged by its competitor firms. Based on these representations and White & Case's experience in both the bankruptcy field and in other fields in which the Debtors operate, I believe these rates are reasonable.

NUMBER OF FIRMS INTERVIEWED

8. On March 5, 2024, the Committee decided to retain counsel by interviewing law firms which expressed interest in serving in that capacity. After careful consideration, the Committee selected White & Case to serve as its counsel and Porzio, Bromberg & Newman, P.C. to serve as its co-counsel based on such firms' expertise in cases such as these Chapter 11 Cases. The Committee found that White & Case is well suited to represent the Committee in these Chapter 11 Cases based on White & Case's extensive experience in chapter 11 matters, including its experience and knowledge in debtors' protections, creditors' rights, and business reorganizations

under chapter 11 of the Bankruptcy Code.

OTHER CIRCUMSTANCES WARRANTING WHITE & CASE'S RETENTION

9. White & Case has extensive expertise in other fields of law that are implicated by these Chapter 11 Cases, including, among others, intellectual property law, corporate law, commercial litigation, banking and finance law, mergers and acquisitions law, and tax law. White & Case's presentation made clear it is the best suited, and most uniquely positioned, to provide legal services to the Committee during these Chapter 11 Cases.

PROCEDURES ESTABLISHED TO SUPERVISE FEES AND EXPENSES AND MANAGE COSTS

10. Throughout these Chapter 11 Cases, the Committee will supervise White & Case's incurred fees and expenses and review White & Case's monthly invoices and applications for payment of fees and reimbursement of expenses. The Committee understands and consents to the fact that White & Case historically increases its hourly billing rates for its professionals and paraprofessionals on a yearly basis.

11. White & Case has informed me that it will work closely with other professionals that may be retained by the Committee, taking whatever steps are necessary and appropriate to avoid any unnecessary duplication of effort with such other professionals.

12. Nothing contained herein is intended to limit White & Case's ability to request allowance and payment of fees and expenses pursuant to sections 330 and 331 of the Bankruptcy Code, to restrict White & Case's right to defend any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to retain conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party in interest, such as the United States Trustee.

13. Based on the above, I am of the opinion that it is necessary to employ White &

Case and that such employment is in the best interest of the Committee.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: April 4, 2024
Wilmington, Delaware

Respectfully submitted,



/s/
Patrick J. Healy, solely in his capacity as
representative of the Committee and not in his
personal capacity