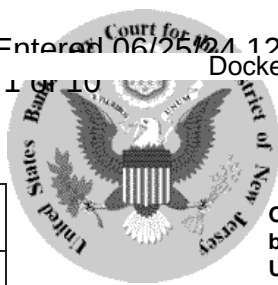


Caption in Compliance with D.N.J. LBR 9004-1(b)



Order Filed on June 25, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p>
<p>In re:</p> <p>INVITAE CORPORATION, <i>et al.</i>,</p> <p style="text-align: right;">Debtors.¹</p>

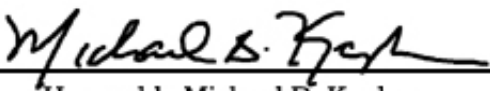
Chapter 11

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

**JOINT STIPULATION AND AGREED
ORDER TO TRANSFER CASH COLLATERAL
FROM U.S. BANK NATIONAL ASSOCIATION TO SILICON VALLEY
BANK IN COMPLIANCE WITH SECTION 345(B) OF THE BANKRUPTCY CODE**

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

DATED: June 25, 2024



 Honorable Michael B. Kaplan
 United States Bankruptcy Judge



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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

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

Francis Petrie (admitted *pro hac vice*)

Jeffrey Goldfine (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

joshua.sussberg@kirkland.com

nicole.greenblatt@kirkland.com

francis.petrie@kirkland.com

jeffrey.goldfine@kirkland.com

-and-

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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

333 West Wolf Point Plaza

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

spencer.winters@kirkland.com

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

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.

Warren A. Usatine, Esq.

Felice R. Yudkin, Esq.

Daniel J. Harris, Esq.

Court Plaza North, 25 Main Street

Hackensack, New Jersey 07601

Telephone: (201) 489-3000

msirota@coleschotz.com

wusatine@coleschotz.com

fyudkin@coleschotz.com

dharris@coleschotz.com

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

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Debtors: INVITAE CORPORATION, *et al.*
Case No. 24-11362 (MBK)
Caption of Order: JOINT STIPULATION AND AGREED ORDER TO TRANSFER CASH COLLATERAL FROM U.S. BANK NATIONAL ASSOCIATION TO SILICON VALLEY BANK IN COMPLIANCE WITH SECTION 345(B) OF THE BANKRUPTCY CODE

1. This stipulation and agreed order (this “Stipulation and Agreed Order”) is made this 17th day of June 2024, by each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) and U.S. Bank Trust Company, National Association, as Collateral Agent under the 2028 Senior Secured Notes Indenture (as defined below) (together with the Debtors, the “Parties”), each as signatory hereto. The Parties hereby stipulate as follows:

RECITALS

2. **WHEREAS**, on February 13, 2024 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”), and such cases are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure [Docket No. 54]. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. **WHEREAS**, on the Petition Date, the Debtors filed the *Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue to Operate Their Cash Management System and Maintain Existing Bank Accounts, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Perform Intercompany Transactions* [Docket No. 10] (the “Cash Management Motion”).

4. **WHEREAS**, on March 18, 2024, the Court entered an order granting the relief requested in the Cash Management Motion on a final basis [Docket No. 188] (the “Cash Management Order”).

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Debtors: INVITAE CORPORATION, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: JOINT STIPULATION AND AGREED ORDER TO TRANSFER CASH COLLATERAL FROM U.S. BANK NATIONAL ASSOCIATION TO SILICON VALLEY BANK IN COMPLIANCE WITH SECTION 345(B) OF THE BANKRUPTCY CODE

5. **WHEREAS**, Invitae Corporation maintains a cash and cash equivalents account (the “CAG Cash and Cash Equivalents Account”) at U.S. Bank National Association ending in 4680.

6. **WHEREAS**, paragraph eight of the Cash Management Order provides:

To the extent any of the Debtor Bank Accounts are not in compliance with section 345(b) of the Bankruptcy Code or any of the U.S. Trustee’s requirements or guidelines, the Debtors shall have until a date that is thirty (30) days from entry of this Final Order, without prejudice to seeking additional extensions, to either come into compliance with section 345(b) of the Bankruptcy Code and any of the U.S. Trustee’s requirements or guidelines or to make such other arrangements as are agreed to by the U.S. Trustee or approved by the Court. The Debtors may obtain a further extension of the thirty (30) day period referenced above by written stipulation with the U.S. Trustee and filing such stipulation on the Court’s docket without the need for further Court order.

7. **WHEREAS**, the CAG Cash and Cash Equivalents Account is subject to a security interest and Deposit Account Control Agreement in favor of U.S. Bank Trust Company, National Association as collateral agent (the “Collateral Agent”) for that certain Indenture, dated as of March 7, 2023, by and among: (a) Invitae Corporation, as issuer; (b) certain of its subsidiaries, as Guarantors; and (c) the Collateral Agent (as may be further amended, restated, supplemented, or otherwise modified from time to time, the “2028 Senior Secured Notes Indenture”).

8. **WHEREAS**, Silicon Valley Bank (“SVB”) and U.S. Bank National Association are each authorized depositories in the District of New Jersey and each party to a Uniform Depository Agreement with the U.S. Trustee.

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Debtors: INVITAE CORPORATION, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: JOINT STIPULATION AND AGREED ORDER TO TRANSFER CASH COLLATERAL FROM U.S. BANK NATIONAL ASSOCIATION TO SILICON VALLEY BANK IN COMPLIANCE WITH SECTION 345(B) OF THE BANKRUPTCY CODE

9. **WHEREAS**, on May 9, 2024, the U.S. Trustee alerted the Debtors that funds held in the CAG Cash and Cash Equivalents Account in excess of the Federal Deposit Insurance Corporation (“FDIC”) insured limit were not collateralized as required by section 345(b) of the Bankruptcy Code and asserted that such funds in excess of the FDIC limit must be collateralized.

10. **WHEREAS**, U.S. Bank National Association has advised the U.S. Trustee that the CAG Cash and Cash Equivalents Account is a securities account and not a deposit account, is managed by the investment group at U.S. Bank National Association, and therefore cannot be collateralized. U.S. Bank National Association further advised that the CAG Cash and Cash Equivalents Account is subject to a security interest and Deposit Account Control Agreement in favor of U.S. Bank Trust Company, National Association, as Collateral Agent, to secure the obligations under the 2028 Senior Secured Notes Indenture, on behalf of itself and the other Secured Parties (as defined in the 2028 Senior Secured Notes Indenture).

11. **WHEREAS**, in order for the Debtors to remain in compliance with paragraph 8 of the Cash Management Order, the Collateral Agent (with the consent of the Administrative Determination Holder under the 2028 Senior Secured Notes Indenture) has consented to the transfer of the funds held in the CAG Cash and Cash Equivalents Account to an operating account (the “SVB Operating Account”) ending in 4702 maintained at SVB by Invitae Corporation, provided that such transfer does not negatively impact the security and perfection interests over such funds.

12. **WHEREAS**, the Debtors agree (i) that the transfer of the funds held in the CAG Cash and Cash Equivalents Account to the SVB Operating Account shall not negatively

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Debtors: INVITAE CORPORATION, *et al.*
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impact the security and perfection interests over such funds and that the liens and security interests held by the Collateral Agent on such funds prior to such transfer shall continue unaffected and perfected on such funds following such transfer and that all rights and interests in the funds under the 2028 Senior Secured Notes Indenture will continue in full force and effect and (ii) that such transfer will be initiated as soon as practicable after entry of this Stipulation and Agreed Order.

13. **WHEREAS**, Deerfield Partners L.P., as the Administrative Determination Holder under the 2028 Senior Secured Notes Indenture, consents and directs Collateral Agent to enter into this Stipulation and Agreed Order and to consent and direct U.S. Bank National Association, as depository bank (the “Depository Bank”), to transfer the funds held in the CAG Cash and Cash Equivalents Account to the SVB Operating Account.

14. **WHEREAS**, the Collateral Agent (with the consent of the Administrative Determination Holder under the 2028 Senior Secured Notes Indenture) consents and directs the Depository Bank to transfer the funds held in the CAG Cash and Cash Equivalents Account to the SVB Operating Account and Depository Bank is authorized and directed to transfer the funds accordingly.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE BANKRUPTCY COURT OF THIS STIPULATION, THE FOLLOWING IS SO ORDERED:

15. This Stipulation and Agreed Order shall only be effective and enforceable upon its approval and entry by the Bankruptcy Court on the docket for these chapter 11 cases, and then it shall be immediately effective and enforceable.

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Debtors: INVITAE CORPORATION, *et al.*

Case No. 24-11362 (MBK)

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16. The foregoing recitals are hereby incorporated by reference into this Stipulation and Agreed Order.

17. Upon entry of this Stipulation and Agreed Order, the Debtors are authorized to transfer the funds held in the CAG Cash and Cash Equivalents Account to the SVB Operating Account as soon as reasonably practicable. Following such transfer, the Debtors shall be in compliance with its obligations under section 345 of the Bankruptcy Code.

18. Such transfer will not negatively impact the security and perfection interests over such funds and the liens and security interests held by the Collateral Agent on such funds prior to such transfer shall continue unaffected and perfected on such funds following such transfer and all rights and interests in the funds under the 2028 Senior Secured Notes Indenture and the related Collateral Documents (as defined in the 2028 Senior Secured Notes Indenture) will continue in full force and effect.

19. Depository Bank is authorized and directed to transfer the funds held in the CAG Cash and Cash Equivalents Account to the SVB Operating Account in accordance with the terms of this Stipulation and Agreed Order.

20. The Debtors, Collateral Agent, and Depository Bank are each authorized to take all actions necessary to effectuate the relief provided for in this Stipulation and Agreed Order.

21. Neither this Stipulation and Agreed Order nor any actions taken pursuant hereto shall constitute evidence admissible against the Parties in any action or proceeding other than one to enforce the terms of this Stipulation and Agreed Order.

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Debtors: INVITAE CORPORATION, *et al.*

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22. The Parties intend for this Stipulation and Agreed Order to be binding upon their successors, agents, assigns, including bankruptcy trustees and estate representatives and any parent, subsidiary, or affiliated entity of the Parties.

23. The undersigned hereby represent and warrant that they have full authority to execute this Stipulation and Agreed Order on behalf of the respective Parties and that the respective Parties have full knowledge of and have consented to this Stipulation and Agreed Order.

24. The Parties agree that each of them, through their respective counsel, has had a full opportunity to participate in the drafting of this Stipulation and Agreed Order, and, accordingly, any claimed ambiguity shall be construed neither for nor against either of the Parties.

25. This Stipulation and Agreed Order constitutes the entire agreement between the Parties with respect to the subject matter hereof and supersedes all prior discussions, agreements, and understandings, both written and oral, among the Parties with respect thereto.

26. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Agreed Order.

Dated: June 17, 2024

/s/ Michael D. Sirota

COLE SCHOTZ P.C.

Michael D. Sirota, Esq.
Warren A. Usatine, Esq.
Felice R. Yudkin, Esq.
Daniel J. Harris, Esq.
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
Telephone: (201) 489-3000
Email: msirota@coleschotz.com
wusatine@coleschotz.com
fyudkin@coleschotz.com
dharris@coleschotz.com

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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)
Francis Petrie (admitted *pro hac vice*)
Jeffrey Goldfine (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com
nicole.greenblatt@kirkland.com
francis.petrie@kirkland.com
jeffrey.goldfine@kirkland.com

-and-

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Spencer A. Winters, P.C. (admitted *pro hac vice*)
333 West Wolf Point Plaza
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
spencer.winters@kirkland.com

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

RIKER DANZIG LLP

By: /s/ Joseph L. Schwartz

Joseph L. Schwartz, Esq.

Tara J. Schellhorn, Esq.

Daniel A. Bloom, Esq.

Brian M. Laine, Esq.

Headquarters Plaza, One Speedwell Avenue

Morristown, New Jersey 07962-1981

Telephone: (973) 538-0800

Facsimile: (973) 538-1984

jschwartz@riker.com

tschellhorn@riker.com

dbloom@riker.com

blaine@riker.com

-and-

SHIPMAN & GOODWIN LLP

Kathleen M. LaManna, Esq.

One Constitution Plaza

Hartford, CT 06103-1919

Telephone: (860) 251-5603

Facsimile: (860) 251-5218

klamanna@goodwin.com

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