

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

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

Ronald S. Gellert (NJ 019321997)

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Counsel for Datasite LLC

In re:

INVITAE CORPORATION, *et al.*,

Wind-Down Debtors

Case No. 24-11362 (MBK)
Chapter 11

(Jointly Administered)

**NOTICE OF DATASITE LLC'S MOTION TO ALLOW
LATE FILED ADMINISTRATIVE EXPENSE CLAIM UNDER 11 U.S.C. §503(b)(1)(A)
AND FOR ALLOWANCE AND IMMEDIATE PAYMENT OF AN
ADMINISTRATIVE EXPENSE CLAIM**

PLEASE TAKE NOTICE that Datasite LLC ("Datasite") filed Motion to Allow Late Filed Administrative Expense Claim Under 11 U.S.C. §503(B)(1)(a) and for Allowance And Immediate Payment of An Administrative Expense Claim (the "Motion") with the United States



Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider the relief sought in the Motion will be held on January 9, 2025 at 10:00 am (ET) (the “Hearing Date”) before the Honorable Michael B. Kaplan, United States Bankruptcy Court for the District of New Jersey, at the Clarkson S. Fisher United States Courthouse, 402 East State Street, Second Floor, Courtroom No. 8, Trenton, New Jersey 08608.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Motion shall: (i) be in writing; (ii) set forth the specific basis thereof; (iii) be filed with the Clerk of the Bankruptcy Court; and (iv) be served upon the Datasite’s undersigned counsel, together with proof of service thereof, so as to be actually received no later than seven days prior to the Hearing Date (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that unless a response or objection is timely filed and served in accordance with this notice, it may not be considered by the Bankruptcy Court. In the event no objections are filed and served by the Objection Deadline, the relief requested in the Motion may be granted without a hearing.

PLEASE TAKE FURTHER NOTICE that Datasite has submitted a proposed form of order herewith. Oral argument is requested in the event an objection is timely filed.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Date: December 9, 2024

Respectfully submitted:

**GELLERT SEITZ BUSENKELL & BROWN
LLC**

/s/ Ronald S. Gellert

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Counsel for Datasite LLC

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p> <hr/> <p>Caption in Compliance with D.N.J. LBR 9004-1(b) Ronald S. Gellert (NJ 019321997) GELLERT SEITZ BUSENKELL & BROWN LLC 1201 North Orange Street, 3rd Floor Wilmington, DE 19801 Phone: 302-425-5806 E-mail: rgellert@gsbblaw.com</p> <p>and</p> <p>Magdalena Izabela Zalewski, Esq. THE LAW OFFICE OF MAGDALENA ZALEWSKI PLLC 1250 Broadway, 36th Floor New York, NY 10001 Tel. (646) 891-4864 Fax (646) 891-4868 Email: mz@magdalenazalewski.com</p> <hr/> <p><i>Counsel for Datasite LLC</i></p> <hr/> <p>In re:</p> <p>INVITAE CORPORATION, <i>et al.</i>,</p> <p>Wind-Down Debtors</p>	<p>Case No. 24-11362 (MBK) Chapter 11</p> <p>(Jointly Administered)</p>
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**DATASITE LLC’S MOTION TO ALLOW
LATE FILED ADMINISTRATIVE EXPENSE CLAIM UNDER 11 U.S.C. §503(b)(1)(A)
AND FOR ALLOWANCE AND IMMEDIATE PAYMENT OF AN
ADMINISTRATIVE EXPENSE CLAIM**

Datasite LLC (“Datasite”) files this Motion to allow late filed Administrative Expense Claim under 11 U.S.C. §503(b)(1)(A) (the “Administrative Expense Claim”) and for allowance and immediate payment of the Amended Administrative Expense Claim (the “Motion”) for

amounts owed by Invitae Corporation, *et al.* (the "Debtors") to Datasite under a cloud service agreement as set forth below in the above-captioned Chapter 11 Bankruptcy cases. In support thereof, Datasite respectfully states the following:

I. JURISDICTION AND VENUE

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. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. § 1408. Pursuant to the Plan, this Court retained jurisdiction over the allowance and determination of claims and to determine any matters that may arise in connection with the Plan and the Confirmation Order.

II. BACKGROUND

2. Invitae is a medical genetics company that is in the business of delivering genetic testing services, digital health solutions, and health data services. [*Declaration of Ana Schrank, Chief Financial Officer of Invitae Corporation, in support of Chapter 11 Filing, First Day Motions, and Access to Cash Collateral*, ¶2, Dkt. No. 21]

3. Datasite is a Delaware limited liability company located at 733 S. Marquette Ave., Minneapolis, MN 55402, USA. It is engaged in the business of providing cloud technology.

4. On February 13, 2023 (the "Petition Date"), the Debtors filed their Chapter 11 bankruptcy petitions. [Dkt. No. 1]

5. On September 26, 2023, Debtor Invitae Corporation and Datasite entered into a service agreement comprising of "Americas General Terms and Conditions" and "Statement of Work: Datasite DiligenceTM" (the "Agreement") pursuant to which Datasite provided to the

Debtors, cloud services, specifically called “Datasite DiligenceTM”, which is a virtual data room with complete support for sell and buy side financial transactions (the “Services”). A copy of the Agreement is attached as ***Exhibit “A”*** and incorporated herein by reference.

6. On February 14, 2024, during a call between the Debtors and the Sales team of Datasite, the Debtors verified that the Debtors were still using Datasite's Services.

7. On February 27, 2024, and April 16, 2024, the Debtors provided updates to Datasite with respect to the payments on the Debtors' outstanding invoices.

8. On April 24, 2024, the Debtors' Deputy General Counsel, Benjamin Carver, initiated communication with Datasite's sales team to discuss the outstanding invoices for Datasite's Services and to negotiate a possible renewal of the contract for Datasite's Services upon a possible sale of the Debtors' assets to another company.

9. On May 7, 2024, the Debtors notified Datasite regarding the sale of the debtor company to LabCorp. The sale was expected to be complete in the third quarter of the year. The Debtors also advised that they would continue to operate business with Datasite in the ordinary course of business.

10. On May 16, 2024, the accounts payable contact at the Debtor company provided an update to Datasite stating that the Debtors were operating as usual and would pay Datasite in the ordinary course of business for the Services delivered to the Debtors on or after February 13, 2024. On May 17, 2024, and May 29, 2024, the Debtors provided updates to Datasite regarding processing payments on the outstanding invoices.

11. On or about June 7, 2024, the sales team of Datasite again communicated with Benjamin Carver regarding a possible renewal of the Agreement with the same terms as the

Agreement effective as of May 2024. Since this communication and up until the end of June 2024, Datasite followed up with the Debtors regarding the open invoices; however, Datasite did not receive any response.

12. On July 1, 2024, Ramon Galvan from the Finance team at the Debtors communicated with Datasite requesting information on all open invoices as of June 2024 and the unbilled amounts as of the end of June 2024. Relying on this communication requesting information on open invoices, Datasite believed that the Debtors intended to pay all outstanding invoices and the amount for the unbilled Services.

13. On July 1, 2024, Datasite received a payment of \$284,736.39, which was applied to Invoice No. 671929. Subsequently, payments were also received from the Debtors for invoices issued through July 31, 2024.

14. On August 2, 2024, the Court entered an order (the “Confirmation Order”) [Dkt. No. 913] confirming the Debtors’ Third Amended Joint Chapter 11 Plan (the “Plan”) [Dkt. No. 909]. The Effective Date of the Plan occurred on August 7, 2024. [Docket No. 932]. The Administrative Claims Bar Date was September 6, 2024.¹ Pursuant to the Plan, unless otherwise agreed, Holders of Allowed Administrative Claims are entitled to an amount of Cash equal to the amount of such Holder’s Allowed Administrative Claim.²

15. The Plan defines “Administrative Claim” to include the “costs and expenses of administration of the Estates under sections 503(b), 507(a)(2), 507(b), or 1114(e)(2) of the

¹ Plan, § I.A.20

² Plan, § II.A.

Bankruptcy Code, including (a) the actual and necessary costs and expenses incurred on or after the Petition Date of preserving the Estates and operating the businesses of the Debtors; (b) Allowed Professional Fee Claims in the Chapter 11 Cases; (c) all fees and charges assessed against the Estates under chapter 123 of title 28 of the United States Code, 28 U.S.C. §§ 1911–1930; and (d) the Restructuring Expenses.” Plan Art. I, A.19. The claims of trade creditors such as Datasite who provided valuable goods and services to the Debtors in connection with the business operation of the Debtors fall within this definition.³

16. On August 7, 2024, the Debtors filed a Notice of filing the Plan Supplement for the Plan (the "Supplement.") The Supplement included at Exhibit B, the Schedule of Assumed Executory Contracts and Unexpired Leases, and at Exhibit C, the Schedule of Rejected Executory Contracts and Unexpired Leases. [Dkt. 924, Plan Supplement, Exhibit B and Exhibit C]. The executory contract with Datasite was not listed in either of the Exhibits. On August 17, 2024, a Certificate of mailing of the Plan Supplement was filed with a list of creditors that were served. [Dkt. 958]. However, the service list did not include Datasite. On September 11, 2024, a Supplemental Certificate of Service of the Plan Supplement and other notices and orders were also filed by the claims and noticing agent of the Debtors [Dkt. 1030]; however, in this supplemental notice, Datasite was again not included and served.

17. On August 7, 2024, the Debtors filed a Notice of I) Entry of the Order Confirming the Third Amended Joint Plan on Invitae Corporation and its Debtor Affiliates pursuant to

³ While the treatment of such creditors in Article II.A. of the Plan provides that the payment of such claims may be made when the claims become due and payable in the ordinary course of business, the Plan did not exempt such ordinary trade creditors from being burdened with the need to file multiple administrative claims on relatively short time frames despite the fact that the Debtors have been operating and dealing with creditors such as Datasite on a daily basis and know exactly how much they owe their post-petition trade creditors.

Chapter 11 of the Bankruptcy Code and II) Occurrence of the Effective Date. [Dkt. 927]. This Notice notified about the Effective Date occurring on August 7, 2024 (the “Effective Date”) and the administrative claims bar date as being thirty (30) days after the Effective Date, i.e., September 6, 2024 (the “Administrative Claims Bar Date.”) On August 9, 2024, the Debtors filed a corrected Notice of the Confirmation Order, the Effective Date, and the Administrative Claims Bar Date. On August 17, 2024, a Certificate of Service was filed by the Debtors’ claims agent listing Datasite in the Service List, specifically, service via First Class Mail. However, since the Datasite’s officials and staff are all working remotely and relied on the office administrator to receive physical mail, the notice was not received timely by the officials with decision-making authority at Datasite.

18. On August 7, 2024, Datasite’s platform to the Debtors was closed and an Archive was opened the same day.

19. On or about August 14, 2024, via an e-mail, Mr. Andrew Spirito from FTI Consulting, Inc. (“FTI”), as the financial advisor of the Debtors pursuant to the Court's Order dated April 23, 2024 [Dkt. #353] and as an agent of the Debtors, communicated to Datasite that they need to wind down the estate in accordance with a budget and do not have the funds to pay for Datasite’s Services. FTI requested if the amount for the August, 2024 Services could be prorated.

20. On September 24, 2024, Datasite communicated to FTI that prorating of the August Invoice was not possible. In response, on September 24, 2024, FTI Consulting responded that they will only pay for July, 2024. See *Exhibit B – E-mail communication with FTI*.

21. As of September 24, 2024, the following invoices remained open for Datasite’s

post-petition Services:

	Invoice No.	Invoice Date	Original Amount	Balance Due	Days late	Project
1	INV-667589	March 15, 2024	\$203.00	\$203.00	193	White House 2024-04-13
2	INV-708759	August 5, 2024	\$268,606.29	\$268,606.29	50	Ionic
3	INV-710989	August 8, 2024	\$188,557.87 For partial usage	\$188,557.87	47	Ionic

22. On September 27, 2024, Datasite received payment of the Invoice No. INV-708759 dated August 5, 2024 for an amount of \$268,606.29.

23. As of September 27, 2024, the following invoices remained unpaid for Datasite's post-petition Services:

	Invoice No.	Invoice Date	Original Amount	Balance Due	Days late	Project
1	INV-667589	March 15, 2024	\$203.00	\$203.00	193	White House 2024-04-13
3	INV-710989	August 8, 2024	\$188,557.87 For partial usage	\$188,557.87	47	Ionic

24. This amount of \$188,760.87 remains to be unpaid as of the date of filing of this Motion.

III. MOTION FOR LEAVE TO FILE LATE CLAIM

Datasite's failure to file its Administrative Claims was the result of Excusable Neglect.

25. By this Motion for Leave, Datasite requests that this Court enter an order allowing it to file a late administrative claim in the amount of \$188,760.87 pursuant to Sections 364(a),

503(b)(1) and 507(a)(2) of the Bankruptcy Code for the actual and necessary post-petition costs and expenses of preserving the Debtors' estates in the ordinary course of their business after the Petition Date. Datasite extended unsecured credit in the ordinary course of business to post-petition Debtors in order to help preserve the estates by supplying beneficial and valuable Services to the Debtors and allowing the Debtors' business to be sold as a going concern and not as a liquidation. A copy of Datasite's Motion for Payment of Administrative Expense Claim instantaner is attached as **Exhibit C**.

26. Datasite requests the Court to allow its administrative claim because its failure to file an administrative expense claim was the result of excusable neglect.

27. Section 503(a) of the Bankruptcy Code provides that "[a]n entity may timely file a request for payment of an administrative expense, or may tardily file such request if permitted by the court for cause." 11 U.S.C. § 503(a).

28. Pursuant to Rule 9006(b)(1) of the Federal Rules of Bankruptcy Procedure, the Court may enlarge the time for filing a proof of claim where the failure to file a proof of claim was "the result of excusable neglect." Fed. R. Bankr. P. 9006(b)(1). Many courts apply the "excusable neglect" standard under Rule 9006(b)(1) in determining whether "cause" exists under section 503(a). Fed. R. Bankr. P. 9006. See, e.g., *In re AMF Bowling Worldwide, Inc.*, 520 B.R. 185, 196 (Bankr. E.D. Va. 2014); *In re Bluestem Brands, Inc.*, 2021 Bankr. LEXIS 1980 (*Bankruptcy Court for the District of Delaware, decided on July 27, 2021*).

29. The Supreme Court identified four factors for determining excusable neglect: "the danger of prejudice to the debtor, the length of the delay and its potential impact on judicial proceedings, the reason for the delay, including whether it was within the reasonable control of

the movant, and whether the movant acted in good faith." *Pioneer Inv. Servs. Co. v. Brunswick Assocs. Ltd. P'ship.*, 507 U.S. 380, 395, 113 S. Ct. 1489, 123 L. Ed. 2d 74 (1993) (adopting test applied by a lower court to a consideration of creditor's late-filed claim). See also, *In re Am. Classic Voyages Co.*, 405 F.3d 127, 133 (3d Cir. 2005) (affirming denial of a request to file a late claim because the creditor had not established excusable neglect); *In re O'Brien Envtl. Energy, Inc.*, 188 F.3d 116, 126-27 (3d Cir. 1999) (concluding that the creditor had met the Pioneer standards and remanding for consideration of late-filed claim). "Not all factors need to favor the moving creditor to warrant acceptance of [the] creditor's late-filed proof of claim on [the] 'excusable neglect theory.'" *In re Enron Corp*, 298 B.R. at 525 (S.D.N.Y. 2003)

30. Further, in *Pioneer*, the Supreme Court explained that " 'excusable neglect' under Rule 9006(b)(1) is a somewhat 'elastic concept' and is not limited strictly to omissions caused by circumstances beyond the control of the movant." *Pioneer*, 507 U.S. at 392. The debtor argued that Rule 9006(b)(1) required showing that the movant's failure to comply with the court's deadline was caused by circumstances beyond its reasonable control. *Id.* at 388. The Supreme Court disagreed, however, because "the Rule grants a reprieve to out-of-time filings that were delayed by 'neglect'. *Id.* The Court found that "Congress plainly contemplated that the courts would be permitted, where appropriate, to accept late filings caused by inadvertence, mistake, or carelessness, as well as by intervening circumstances beyond party's control. *Id.* The Supreme Court continued, "[W]e conclude that the determination is at bottom an equitable one." *Id.* at 395. See also, *In re 50-Off Stores, Inc.* 220 B.R. 897, 901 (Bankr. W.D. Tex. 1998) (holding the four-factor test has "necessarily elastic quality," requiring the Court to look to "the totality of the circumstances" and *In re Kmart Corp.*, 381 F. 3d 709, 714 (7th Cir. 2004) ("court may consider 'all relevant circumstances' in its excusable neglect analysis.")

31. An equitable analysis of the facts at issue clearly is in favor of Datasite:

32. Datasite's late filed claim total \$188,760.87, a relatively small amount when viewed in the context of the estate's total assets and liabilities.

33. The length of the delay was not great, and the Debtor only recently began objecting to claims and allowing Datasite's claim will not impact the judicial proceedings. See *In re Premier Membership Services, LLC*, 276 B.R. 709 (S.D. Fl. 2002). In Premier Membership, the claimant filed a Motion for Enlargement of Time, similar to this Motion for Leave, six and a half months after the claims bar date and the Debtors' Plan had already been confirmed. *Id.* at 715. The Court held that the delay had no impact on the judicial proceedings and as of the filing of the claimant's Motion, there still remained substantial matters to be resolved in the case post-confirmation, including claims objections. *Id.* In the present case, the Court has just recently entered the Confirmation Order, and the Debtors have recently begun filing objections to claims.

34. The reason why Datasite did not file a timely claim is because Datasite relied on Debtors' e-mail communication believing that the debt would be paid in the ordinary course of business. Further, although Datasite has not filed a formal claim for the Administrative Expenses, its multiple e-mails to Debtors' counsel constitute timely filed proofs of claim. See *In re Franciscan Vineyards, Inc.*, 597 F.2d 181, 182-83 (9th Cir. 1979) (Bankruptcy Act case holding that a letter delivered to the trustee prior to the bar date qualified as a timely filed proof of claim because it was "a statement in writing that is signed by an agent of the creditor, and, 'reasonably construed' sets for the 'consideration' (or 'ground of liability,' Official Form 15) therefore, that no payments have been made thereon, and that the sum is justly owing" and further noting that '[w]hether formal or informal, a claim must show ... the creditor's intention to hold the estate

liable.” (citations omitted)).

35. Finally, Datasite has acted in good faith in filing this Motion, was unaware of the Administrative Claims Bar Date until after the date had passed and has not delayed in filing its claims for any tactical reason.

36. Additionally, based upon the circumstances here, both equity and case law mandate the entry of an Order granting this Motion.

37. WHEREFORE, for the foregoing reasons, Datasite respectfully requests that this Court enter an Order granting Datasite leave to file a late administrative claim and such additional relief that the Court deems equitable and just.

Date: December 9, 2024

Respectfully submitted:

**GELLERT SEITZ BUSENKELL & BROWN
LLC**

/s/ Ronald S. Gellert

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Counsel for Datasite LLC

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the Datasite LLC's Motion to Allow Late Filed Administrative Expense Claim and for Allowance And Immediate Payment Of An Administrative Expense Claim, was served on December 9, 2024, on all parties to this proceeding via electronic service through the Court's CM/ECF System and to the following parties:

VIA ELECTRONIC MAIL AND U.S. MAIL TO:

COLE SCHOTZ P.C.

Michael D. Sirota
25 Main St.
Hackensack, NJ 07601
Phone: 201 489-3000
Assigned: 02/13/24;
E-mail: msirota@coleschotz.com

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Via electronic mail only

Invitae Corporation

Attn: Tom Brida (tom.brida@invitae.com)

**Office of the United States Trustee
for the District of New Jersey**

Jeffrey Sponder (jeffrey.m.sponder@usdoj.gov)

Lauren Bielskie (lauren.bielskie@usdoj.gov)

/s/ Ronald S. Gellert

Ronald S. Gellert

EXHIBIT A



Statement of Work ("SOW"): Datasite[®] Diligence[™]

CUSTOMER & PROJECT INFORMATION (required) Is Customer same as Bill-To Company below? ☐

Company:	Invitae Corporation
Name:	Tom Brida
Title:	General Counsel
Street Address:	1400 16th Street
City:	San Francisco
Zip/Post Code:	94103

Project Name:	Iconic
Email:	tom.brida@invitae.com
Agreement #:	2309216841
State/Province:	California
Country:	United States

This SOW is governed by the then-current General Terms and Conditions entitled "United States Terms and Conditions" located at <https://www.datasite.com/services-agreement> ("Legal Terms"), for this project and any subsequent project launched hereunder. Capitalized terms not defined herein are as defined in the Legal Terms. If there is a conflict between the terms of this SOW and the Legal Terms, the terms of the SOW will govern. This SOW is effective as of Customer's signature date, and if not dated, the date when the Website is made available to Customer ("Effective Date").

DEFINITION OF SERVICE: Datasite Diligence[®]. The VDR "virtual data room" with complete support for sell and buy side financial transactions.

TERM: This SOW has an "Initial Term" of three (3) months, beginning on the Go Live Date (defined below) and will automatically renew on a month-to-month basis (each additional month being a "Renewal Term", collectively together with the Initial Term, the "Term"), unless Customer's Administrator carries out Datasite's closing instructions on the Website in order to provide advance written notice of Customer's intent not to renew the Term.

The "Go Live Date" is the earlier of (i) the date when the Website is made available to External Users or (ii) thirty (30) days after the date the project is created. "External Users" are those Users who are given access to the Website by Customer but are not employees, advisors, or agents of the Customer.

PRICING: All pricing in USD

NUMBER OF pages	PRICE PER PAGE [USD]
Up to 10,000	\$ 0.33
From 10,001 to 20,000	\$ 0.30
From 20,001 to 50,000	\$ 0.27
From 50,001 to 100,000	\$ 0.24
100,001 +	\$ 0.21

A discount of 15% will apply at 'Go Live'

Pricing does not include shipping, Taxes or optional products and Services, which may include but are not limited to items outlined below. Invoices are initiated on the Go Live Date and subsequently issued on a monthly basis for additional pages processed to the project and any optional products and Services. If applicable, upon entering into a Renewal Term, Customer will be invoiced for all Content hosted and processed in the staging folder ("Sandbox") at 50% of the Continuation rates described herein.



Statement of Work ("SOW"): Datasite[®] Diligence[™]

OPTIONAL PRODUCTS AND SERVICES	Price [USD]
Special media (e.g. video/audio files) per MB	\$ 11.00
Continuation - per page per month	\$ 0.25
Hibernation - per page per month	\$ 0.12
Special media - Continuation, per month per MB	\$ 2.75
Special media - Hibernation, per month per MB	\$ 1.38
Encrypted media	1 included
Additional encrypted media	\$ 1,000.00
Redaction - standard	included
Redaction AI - NEW! Advanced redaction toolkit	extra fee


CUSTOMER SUPPORT: Datasite[®] provides 24/7/365 customer support to address problems and answer questions.

SUBSEQUENT OR ADDITIONAL PROJECT: A new Diligence Project may be initiated by (a) Customer signing a new SOW, or (b) an email request from Customer's Administrator to service@datasite.com. Datasite[®] requires a satisfactory credit check on Customer prior to creating a project.

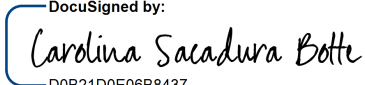
Bill-To Company Information (this section must be completed)

Bill-To Company:	Invitae Corporation	Tax ID	27-1701898
Street Address:	1400 16th Street	PO Num:	
City:	San Francisco	State/Province:	California
Zip/Post Code:	94103	Country:	United States
Bill-To Contact:	Accounts Payable	Bill-To Email:	ap@invitae.com

Customer: Invitae Corporation

By (Signature):	 DocuSigned by: 30A43334CA434C4...
Name (Print):	Tom Brida
Title:	General Counsel & Secretary
Date:	2023-Sep-26 1:03 PM PDT

DATASITE LLC¹

By (Signature):	 DocuSigned by: D0B21D0E06B8437...
Name (Print):	Carolina Sacadura Botte
Title:	Sales Director
Date:	2023-Sep-26 1:03 PM PDT

Note 1. Datasite LLC, a Delaware limited liability company, located 733 S. Marquette Ave, Minneapolis, MN 55402 USA

EXHIBIT B



Re: [EXTERNAL] Ionic | Data Room

From Spirito, Andrew <Andrew.Spirito@fticonsulting.com>

Date Tue 9/24/2024 4:29 PM

To Botte, Carolina <Carolina.Botte@datasite.com>

Cc Bland, Andrew <Andrew.Bland@fticonsulting.com>; Higgins, Sean <Sean.Higgins@fticonsulting.com>; Lucci, Nick <Nick.Lucci@fticonsulting.com>; Datasite Service <service@datasite.com>; Project Ionic <ProjectIonic@fticonsulting.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Schanzer, Kyle <Kyle.Schanzer@fticonsulting.com>


 1 attachment (1 KB)

image001.jpg;

Ok we will only pay July. Thank you.

On Sep 24, 2024, at 4:12 PM, Botte, Carolina <Carolina.Botte@datasite.com> wrote:

Hi Andrew,

I heard back from management and there's nothing we can do here related to August usage.

As mentioned below, invoices are not pro-rated.

Best,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

 [Deal Drivers: Americas Q1 2023 | Get report >](#)

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Thank you.

From: Bland, Andrew <Andrew.Bland@fticonsulting.com>

Sent: Tuesday, September 24, 2024 11:48 AM

To: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Botte, Carolina <Carolina.Botte@datasite.com>

Cc: Higgins, Sean <Sean.Higgins@fticonsulting.com>; Lucci, Nick <Nick.Lucci@fticonsulting.com>; Datasite Service <service@datasite.com>; Project Ionic <ProjectIonic@fticonsulting.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>;

Exhibit B
iconsulting

<https://outlook.office365.com/mail/id/AAMkADYzZmY4YjM1LWRiYmQtNDJhZS1iZWZhLWNiNjQ3ZGJjYWFiMQBGAAAAAAB0YYLpXq2PTJE95...> 2/16

Schanzer, Kyle <Kyle.Schanzer@fticonsulting.com>

Subject: Re: [EXTERNAL] Ionic | Data Room

With respect this data room has been far and away the most costly one I have encountered. The total bill is close to 1mm. I would be appreciative as a courtesy if the August amount could be prorated given the total amount of spend this engagement has resulted in. We now need to wind down the estate in accordance with a budget and do not have the funds to pay for this.

On Aug 14, 2024, at 8:51 PM, Botte, Carolina
<Carolina.Botte@datasite.com> wrote:

Hi Sean,

The \$268k is the invoice sent on August 5th and it's for the July usage (07/01 to 07/31).

The \$188k is for the partial August usage. We don't pro rate continuation services, which is why usage term is until August 23.

The third invoice is the annual fee for Datasite Archive.

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

From: Higgins, Sean <Sean.Higgins@fticonsulting.com>

Sent: Wednesday, August 14, 2024 8:39:17 PM

To: Botte, Carolina <Carolina.Botte@datasite.com>; Lucci, Nick
<Nick.Lucci@fticonsulting.com>; Datasite Service
<service@datasite.com>

Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Corbin, Michael
<Michael.Corbin@datasite.com>; Spirito, Andrew
<Andrew.Spirito@fticonsulting.com>; Horan, Jack
<Jack.Horan@datasite.com>; Schanzer, Kyle
<Kyle.Schanzer@fticonsulting.com>

Subject: RE: [EXTERNAL] Ionic | Data Room

Hi Carolina,

Can you confirm you only meant to send the \$500 invoice? We won't be extending the full service so don't think we are required to pay the \$188K (8/01 – 8/23) or \$268K invoice (Sep. 23rd effective date, 3mo term). We may owe a partial month for 8/01 – 8/07 before we flipped the service to the \$500 "cold storage" option (my terminology may be incorrect here, but hopefully you know what I'm trying to say).

Thank you,

Sean Higgins

+1.281.794.7567 M

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Wednesday, August 14, 2024 6:48 PM
To: Higgins, Sean <Sean.Higgins@fticonsulting.com>; Lucci, Nick <Nick.Lucci@fticonsulting.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Schanzer, Kyle <Kyle.Schanzer@fticonsulting.com>
Subject: RE: [EXTERNAL] Ionic | Data Room

Hi Sean,

Apologies for the delay. It was sent to ap@invitae.com.
I've attached the outstanding invoices.

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

|

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Thank you.

From: Higgins, Sean <Sean.Higgins@fticonsulting.com>
Sent: Wednesday, August 14, 2024 1:50 PM
To: Botte, Carolina <Carolina.Botte@datasite.com>; Lucci, Nick <Nick.Lucci@fticonsulting.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Schanzer, Kyle <Kyle.Schanzer@fticonsulting.com>
Subject: RE: [EXTERNAL] Ionic | Data Room

Thanks, Carolina. Do you know who the invoice was sent to? Please send it to this group if you don't mind and we will process.

Thank you,

Sean Higgins

+1.281.794.7567 M

Sean.Higgins@fticonsulting.com

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Wednesday, August 14, 2024 12:47 PM
To: Lucci, Nick <nick.lucci@fticonsulting.com>; Datasite Service <service@datasite.com>
Cc: Corbin, Michael <Michael.Corbin@datasite.com>; Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Higgins, Sean <Sean.Higgins@fticonsulting.com>
Subject: Re: [EXTERNAL] Ionic | Data Room

Hi Nick

I can confirm moving forward it will be \$500 per year.
It's my understanding the final invoice, including the \$500 fee was already issued and sent over.

Let me know if the team hasn't received it yet.

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

From: Lucci, Nick <nick.lucci@fticonsulting.com>
Sent: Wednesday, August 14, 2024 1:12:29 PM
To: Datasite Service <service@datasite.com>
Cc: Corbin, Michael <Michael.Corbin@datasite.com>; Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Botte, Carolina <Carolina.Botte@datasite.com>; Higgins, Sean <Sean.Higgins@fticonsulting.com>
Subject: RE: [EXTERNAL] Ionic | Data Room

You don't often get email from nick.lucci@fticonsulting.com. [Learn why this is important](#)

Hi Team,

Thanks for your assistance last week. I can confirm that we see the data site closed on our end and that we have access to the archived version.

As this has been processed, can a member of the sales team please confirm that our billing has now effectively switched over to the \$500 annual billing option?

Appreciate the help greatly.

Best,

Nick Lucci

+1.310.467.1663 M

nick.lucci@fticonsulting.com

From: Datasite <service@datasite.com>
Sent: Wednesday, August 7, 2024 3:01 PM
To: Lucci, Nick <nick.lucci@fticonsulting.com>
Cc: michael.corbin@datasite.com; Spirito, Andrew <andrew.spirito@fticonsulting.com>; jack.horan@datasite.com; Project Ionic <projectionic@fticonsulting.com>; carolina.botte@datasite.com
Subject: [EXTERNAL] Ionic | Data Room

Hello Nick,

Thank you for your email. We can see that you created an archive and we received your closure request.

Any billing questions would best be directed to your sales team, also on this email.

Please do not hesitate to contact us if you have any further questions or need assistance.

Kind regards,

Melissa Padal
Product Support Specialist
Datasite
US 888 867 0309
EMEA +44 203 928 0400
APAC +852 3905 4700
<https://www.datasite.com/>

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----- Original Message -----

From: Lucci, Nick [nick.lucci@fticonsulting.com]
Sent: 8/7/2024 4:55 PM
To: carolina.botte@datasite.com; service@datasite.com; andrew.spirito@fticonsulting.com
Cc: projectionic@fticonsulting.com; michael.corbin@datasite.com; jack.horan@datasite.com
Subject: RE: [EXTERNAL] RE: [External] Ionic | Data Room

Hi Carolina,

I hope all is well. As a follow-up to this conversation from last week, we recently initiated an archive of the datasite as well as a close on the diligence project.

Can you please confirm that this was completed accurately and that this change will carry over to billing from here on out?

Thank you,

Nick Lucci
+1.310.467.1663 M
nick.lucci@fticonsulting.com

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Tuesday, July 30, 2024 9:36 AM
To: Spirito, Andrew <andrew.spirito@fticonsulting.com>; Datasite Service <service@datasite.com>
Cc: Corbin, Michael <Michael.Corbin@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Project Ionic <ProjectIonic@fticonsulting.com>
Subject: Re: [EXTERNAL] RE: [External] Ionic | Data Room

Hi Andrew,

Yes, it will show up on your invoice. Please also note that creating a Datasite Archive doesn't automatically close your Diligence Project.

After creating the online Archive you'll have to go to settings - project status - close project to close the diligence site and avoid further billing.

Thank you,

Carolina Sacadura Botte

Sales Director
carolina.botte@datasite.com
1345 6th Ave - 17th floor, New York, NY 10105
Mobile 646 660 2569

From: Spirito, Andrew <andrew.spirito@fticonsulting.com>
Sent: Tuesday, July 30, 2024 12:32:56 PM
To: Botte, Carolina <Carolina.Botte@datasite.com>; Datasite Service <service@datasite.com>
Cc: Corbin, Michael <Michael.Corbin@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Project Ionic <ProjectIonic@fticonsulting.com>
Subject: RE: [EXTERNAL] RE: [External] Ionic | Data Room

Thanks I think we are able to figure this out and will have the changes implemented Sunday night. Once we make the change will that carry over to billing? Or is there anything else we need to do?

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Tuesday, July 30, 2024 11:33 AM
To: Spirito, Andrew <andrew.spirito@fticonsulting.com>; Datasite Service <service@datasite.com>
Cc: Corbin, Michael <Michael.Corbin@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Project Ionic <ProjectIonic@fticonsulting.com>
Subject: RE: [EXTERNAL] RE: [External] Ionic | Data Room

Hi Andrew,

One of the Project Administrators will have to create the online Archives, when you wish to have them created.

[@Datasite Service](#) team, can you please provide the step by step to create the Online Archive from the Diligence Project please?

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

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Thank you.

From: Spirito, Andrew <andrew.spirito@fticonsulting.com>
Sent: Tuesday, July 30, 2024 11:28 AM
To: Datasite Service <service@datasite.com>; Botte, Carolina <Carolina.Botte@datasite.com>
Cc: Corbin, Michael <Michael.Corbin@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Project Ionic

Subject: RE: [EXTERNAL] RE: [External] Ionic | Data Room

Ok can we modify the access to Data Site Archive beginning 8/5?

From: Datasite <service@datasite.com>
Sent: Tuesday, July 30, 2024 11:26 AM
To: carolina.botte@datasite.com
Cc: michael.corbin@datasite.com; Spirito, Andrew
<andrew.spirito@fticonsulting.com>; jack.horan@datasite.com;
Project Ionic <projectionic@fticonsulting.com>
Subject: [EXTERNAL] RE: [External] Ionic | Data Room

Hello Carolina and Andrew,

Thank you for your email. Yes, you can download files for online archive. Please see below all the actions that can be taken.

Documents tab

1. All content specified form the original source projects will be available in a static index
2. Content cannot be manipulated
3. Documents can be accessed in the doc viewer or downloaded as native files
4. Content redacted on source will be archived as redacted, non-redacted versions are not stored
5. Content is fully searchable

Let us know if you have any questions.

Kind regards.

Angela Anderson
Product Support Specialist, Associate
Datasite
US 888 867 0309
EMEA +44 203 928 0400
APAC +852 3905 4700
<https://www.datasite.com/>

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----- Original Message -----

From: Botte, Carolina [carolina.botte@datasite.com]
Sent: 7/30/2024 9:27 AM
To: michael.corbin@datasite.com; service@datasite.com;
andrew.spirito@fticonsulting.com; jack.horan@datasite.com

Exhibit B Page 11 of 17

Cc: projectionic@fticonsulting.com

Subject: RE: [External] Ionic | Data Room

Hi [@Datasite Service](#) team

Can you assist me with the below question please?

Can Datasite Archive users still download content from the online Datasite Archive?

Thank you

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

|

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Thank you.

From: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>

Sent: Tuesday, July 30, 2024 10:16 AM

To: Botte, Carolina <Carolina.Botte@datasite.com>; Horan, Jack

<Jack.Horan@datasite.com>; Corbin, Michael

<Michael.Corbin@datasite.com>; Datasite Service

<service@datasite.com>

Exhibit B Page 12 of 17
Cc: Project Ionic <ProjectIonic@fticonsulting.com>
Subject: RE: [External] Ionic | Data Room

Exactly what we are looking for. We can access and still download the data?

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Tuesday, July 30, 2024 10:14 AM
To: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: [EXTERNAL] RE: [External] Ionic | Data Room

Hi Andrew,

We offer Datasite Archive, which costs \$500 a year for 3 years and works as an online file storage.

I've attached more information about this.

You won't be able to make any changes to the data in the Archive. If you wish to proceed with this option, our service team can send you the step by step on how you can set this up.

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

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Thank you.

From: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>
Sent: Tuesday, July 30, 2024 10:09 AM
To: Botte, Carolina <Carolina.Botte@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: RE: [External] Ionic | Data Room

Is there an option to preserve the data room and only pay for file storage?

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Friday, July 26, 2024 12:19 PM
To: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: [EXTERNAL] Re: [External] Ionic | Data Room

That would be a 50% reduction on cost if you choose to get into hibernation.

Once you're ready, please let our [@Datasite Service](#) team know who the 2 individuals to keep access should be. You'll have to move to hibernation between the 1st and 5th August.

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

From: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>
Sent: Friday, July 26, 2024 12:14:34 PM
To: Botte, Carolina <Carolina.Botte@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: RE: [External] Ionic | Data Room

Thanks what will this reduce to in August based on the changes.

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Friday, July 26, 2024 11:47 AM
To: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: [EXTERNAL] RE: [External] Ionic | Data Room

Hi Andrew,

Please find attached the Cost to date Estimate for the July usage.

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

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From: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>
Sent: Friday, July 26, 2024 10:04 AM
To: Botte, Carolina <Carolina.Botte@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: RE: [External] Ionic | Data Room

You don't often get email from andrew.spirito@fticonsulting.com. [Learn why this is important](#)

Yes please can you also provide an estimate of the costs?

From: Botte, Carolina <Carolina.Botte@datasite.com>
Sent: Thursday, July 25, 2024 2:21 PM
To: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>; Datasite Service <service@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: [EXTERNAL] RE: [External] Ionic | Data Room

Hi Andrew,

Yes, of course. Do you wish to switch to hibernation mode on 8/5? With hibernation only 2 people can keep access to the site.

Adding [@Datasite Service](#) so they know which two users to keep access open to as of 8/5.

Thank you,

Carolina Sacadura Botte

Sales Director

carolina.botte@datasite.com

1345 6th Ave - 17th floor, New York, NY 10105

Mobile 646 660 2569

|

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Thank you.

From: Spirito, Andrew <Andrew.Spirito@fticonsulting.com>
Sent: Thursday, July 25, 2024 12:37 PM
To: Botte, Carolina <Carolina.Botte@datasite.com>; Horan, Jack <Jack.Horan@datasite.com>; Corbin, Michael <Michael.Corbin@datasite.com>
Cc: Project Ionic <ProjectIonic@fticonsulting.com>; Benjamin Carver <benjamin.carver@invitae.com>
Subject: [External] Ionic | Data Room

Datasite team,

You don't often get email from andrew.spirito@fticonsulting.com. [Learn why this is important](#)

Can we ensure that the VDR is maintained with upload access through 8/5. Can we drop the access to the lower "access only" level thereafter.

Andrew

Andrew J. Spirito

+1.413.426.5566

andrew.spirito@fticonsulting.com

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EXHIBIT C

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Exhibit C Page 2 of 10

**REQUEST FOR PAYMENT OF
ADMINISTRATIVE EXPENSE**

In re: Invitae Corporation, et al.	Chapter 11 Case Number: 24-11362(MBK)	THIS SPACE IS FOR COURT USE ONLY
NOTE: This form should not be used for an unsecured claim arising prior to the commencement of the case. In such instances, a proof of claim should be filed.		
Name of Creditor: Datasite LLC (The person or other entity to whom the debtor owed money or property.) <hr/> Name and Addresses Where Notices Should Be Sent: Magdalena Izabela Zalewski, Esq. THE LAW OFFICE OF MAGDALENA ZALEWSKI PLLC 1250 Broadway, 36th Floor New York, NY 10001	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:		Check here if this request: <input type="checkbox"/> replaces a previously filed request, dated: <input type="checkbox"/> amends a previously filed request, dated:
1. BASIS FOR CLAIM <input type="checkbox"/> Goods Sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other (Describe briefly)		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. §1114(a) <input type="checkbox"/> Wages, salaries and compensations (Fill out below) Provide last four digits of your social security number _____
2. DATE DEBT WAS INCURRED: see attached document in support		
3. TOTAL AMOUNT OF REQUEST AS OF ABOVE DATE: \$188,760.87 <input type="checkbox"/> Check this box if the request includes interest or other charges in addition to the principal amount of the request. Attach itemized statement of all interest or additional charges.		
4. Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) _____ Value of Collateral: \$ _____ <input type="checkbox"/> Check this box if there is no collateral or lien securing your claim.		
5. Credits: The amount of all payments have been credited and deducted for the purposes of making this request for payment of administrative expenses. 6. Supporting Documents: <i>Attach copies of supporting documents</i> , such as purchase orders, invoices, itemized statements of running accounts, contracts as well as any evidence of perfection of a lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 7. Date-Stamped Copy: To receive an acknowledgment of the filing of your request, enclose a self-addressed envelope and copy of this request.		THIS SPACE IS FOR COURT USE ONLY
Date: 12/9/2024	Sign and print below the name and title, if any, of the creditor or other person authorized to file this request (attach copy of power of attorney, if any). /s/Magdalena Izabela Zalewski	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

NOTE: The filing of this request will not result in the scheduling of a hearing to consider payment of your administrative claim but will result in the registry of your administrative claim with the Bankruptcy Court. If you wish to have a hearing scheduled on your claim, you must file a motion in accordance with D.N.J. LBR 3001-1(b). rev.8/1/15

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p> <hr/> <p>Caption in Compliance with D.N.J. LBR 9004-1(b) Ronald S. Gellert (NJ 019321997) GELLERT SEITZ BUSENKELL & BROWN LLC 1201 North Orange Street, 3rd Floor Wilmington, DE 19801 Phone: 302-425-5806 E-mail: rgellert@gsbblaw.com</p> <p>and</p> <p>Magdalena Izabela Zalewski, Esq. THE LAW OFFICE OF MAGDALENA ZALEWSKI PLLC 1250 Broadway, 36th Floor New York, NY 10001 Tel. (646) 891-4864 Fax (646) 891-4868 Email: mz@magdalenazalewski.com</p> <hr/> <p><i>Counsel for Datasite LLC</i></p> <hr/> <p>In re:</p> <p>INVITAE CORPORATION, et al.,</p> <p>Wind-Down Debtors</p>	<p>Case No. 24-11362 (MBK) Chapter 11</p> <p>(Jointly Administered)</p>
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**Document in Support of Datasite LLC's
Request for Payment of Administrative Expense Claim**

Invitae Corporation is a medical genetics company that is in the business of delivering genetic testing services, digital health solutions, and health data services.

On February 13, 2023 (the "Petition Date"), Invitae Corporation and its affiliates filed their Chapter 11 bankruptcy petitions.

Datasite is a Delaware limited liability company located at 733 S. Marquette Ave., Minneapolis, MN 55402, USA. It is engaged in the business of providing cloud technology.

On September 26, 2023, Debtor Invitae Corporation and Datasite entered into a service agreement comprising of “Americas General Terms and Conditions” and “Statement of Work: Datasite Diligence™” (the “Agreement”) pursuant to which Datasite provided to the Debtors, cloud services, specifically called “Datasite Diligence™”, which is a virtual data room with complete support for sell and buy side financial transactions (the “Services”). A copy of the Agreement is attached as ***Exhibit “A1”*** and incorporated herein by reference.

Since the signing of the Service Agreement, Datasite provided the Debtors the Services pursuant to the Agreement to the post-petition Debtor.

On August 7, 2024, the Datasite's platform to the Debtors was closed, and an Archive was opened the same day.

As of the date of filing this Request for Payment, the following invoices remained open for Datasite's post-petition Services to the Debtors:

	Invoice No.	Invoice Date	Original Amount	Balance Due	Days late	Project
1	INV-667589	March 15, 2024	\$203.00	\$203.00	193	White House 2024-04-13
3	INV-710989	August 8, 2024	\$188,557.87 For partial usage	\$188,557.87	47	Ionic

See "***Exhibit A2***" - The Copies of the invoices.

Reservation of Rights

Datasite's filing of this Request for Payment of Administrative Claim is not and should not be construed to be a consent to the jurisdiction of this Court with respect to any proceeding commenced against or otherwise involving Datasite; (3) consent by Datasite to the treatment of any non-core claim against it as a core claim; (4) a waiver of the right to withdraw the reference with respect thereto, or any other proceedings commenced in this case against or otherwise involving Datasite; or (5) an election of remedy which waives or otherwise affects any other remedy of Datasite. Further, the counsel signing the attached Request for Payment of Administrative Claim is not authorized by Datasite to consent to the jurisdiction of this Court. Datasite files this Request for Payment of Administrative Claim in full reservation of, and without prejudice to its rights. Datasite expressly reserves the right to amend or supplement this Request for Payment of Administrative Claim in any respect, including, without limitation, with respect to the filing of an Amended Administrative Claim for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, filing additional Proofs of Administrative Claim for additional claims, adding additional amounts due for attorney fees and expenses and any other interest, cost, and expenses to the extent permitted by applicable law.

Exhibit A1



Statement of Work ("SOW"): Datasite® Diligence™

CUSTOMER & PROJECT INFORMATION (required) Is Customer same as Bill-To Company below? ☐

Company:	Invitae Corporation
Name:	Tom Brida
Title:	General Counsel
Street Address:	1400 16th Street
City:	San Francisco
Zip/Post Code:	94103

Project Name:	Iconic
Email:	tom.brida@invitae.com
Agreement #:	2309216841
State/Province:	California
Country:	United States

This SOW is governed by the then-current General Terms and Conditions entitled "United States Terms and Conditions" located at <https://www.datasite.com/services-agreement> ("Legal Terms"), for this project and any subsequent project launched hereunder. Capitalized terms not defined herein are as defined in the Legal Terms. If there is a conflict between the terms of this SOW and the Legal Terms, the terms of the SOW will govern. This SOW is effective as of Customer's signature date, and if not dated, the date when the Website is made available to Customer ("Effective Date").

DEFINITION OF SERVICE: Datasite Diligence®. The VDR "virtual data room" with complete support for sell and buy side financial transactions.

TERM: This SOW has an "Initial Term" of three (3) months, beginning on the Go Live Date (defined below) and will automatically renew on a month-to-month basis (each additional month being a "Renewal Term", collectively together with the Initial Term, the "Term"), unless Customer's Administrator carries out Datasite's closing instructions on the Website in order to provide advance written notice of Customer's intent not to renew the Term.

The "Go Live Date" is the earlier of (i) the date when the Website is made available to External Users or (ii) thirty (30) days after the date the project is created. "External Users" are those Users who are given access to the Website by Customer but are not employees, advisors, or agents of the Customer.

PRICING: All pricing in USD

NUMBER OF pages	PRICE PER PAGE [USD]
Up to 10,000	\$ 0.33
From 10,001 to 20,000	\$ 0.30
From 20,001 to 50,000	\$ 0.27
From 50,001 to 100,000	\$ 0.24
100,001 +	\$ 0.21

A discount of 15% will apply at 'Go Live'

Pricing does not include shipping, Taxes or optional products and Services, which may include but are not limited to items outlined below. Invoices are initiated on the Go Live Date and subsequently issued on a monthly basis for additional pages processed to the project and any optional products and Services. If applicable, upon entering into a Renewal Term, Customer will be invoiced for all Content hosted and processed in the staging folder ("Sandbox") at 50% of the Continuation rates described herein.



Statement of Work ("SOW"): Datasite[®] Diligence[™]

OPTIONAL PRODUCTS AND SERVICES	Price [USD]
Special media (e.g. video/audio files) per MB	\$ 11.00
Continuation - per page per month	\$ 0.25
Hibernation - per page per month	\$ 0.12
Special media - Continuation, per month per MB	\$ 2.75
Special media - Hibernation, per month per MB	\$ 1.38
Encrypted media	1 included
Additional encrypted media	\$ 1,000.00
Redaction - standard	included
Redaction AI - NEW! Advanced redaction toolkit	extra fee


CUSTOMER SUPPORT: Datasite[®] provides 24/7/365 customer support to address problems and answer questions.

SUBSEQUENT OR ADDITIONAL PROJECT: A new Diligence Project may be initiated by (a) Customer signing a new SOW, or (b) an email request from Customer's Administrator to service@datasite.com. Datasite[®] requires a satisfactory credit check on Customer prior to creating a project.

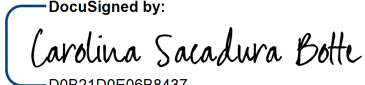
Bill-To Company Information (this section must be completed)

Bill-To Company:	Invitae Corporation	Tax ID	27-1701898
Street Address:	1400 16th Street	PO Num:	
City:	San Francisco	State/Province:	California
Zip/Post Code:	94103	Country:	United States
Bill-To Contact:	Accounts Payable	Bill-To Email:	ap@invitae.com

Customer: Invitae Corporation

By (Signature):	 DocuSigned by: 30A43334CA434C4...
Name (Print):	Tom Brida
Title:	General Counsel & Secretary
Date:	2023-Sep-26 1:03 PM PDT

DATASITE LLC¹

By (Signature):	 DocuSigned by: D0B21D0E06B8437...
Name (Print):	Carolina Sacadura Botte
Title:	Sales Director
Date:	2023-Sep-26 1:03 PM PDT

Note 1. Datasite LLC, a Delaware limited liability company, located 733 S. Marquette Ave, Minneapolis, MN 55402 USA

Exhibit A2

Datasite LLC
Baker Center
733 S Marquette Ave, Suite 600
Minneapolis, MN 55402
United States

Invitae Corporation 1400 16th Street San Francisco CA 94103 ATTN : Accounts Payable	Invoice Number	INV-710989
	Invoice Date	08-Aug-24
	Invoice Due Date	07-Sep-24
	Billing Period	01-Aug-24 to 23-Aug-24
	Invoice Total	USD 188,557.87
PO Number		
Tax Number	27-1701898	

Description	Quantity	Price	Amount
Project Name: Ionic Project Id: 02iUi00000071AfIAI Effective: 23-Sep-23 Term: 3 Months Closed: 07-Aug-24			
Pages Processed	239	USD 0.210	USD 50.19
Pages Hosted In Continuation 01-Aug-24 to 23-Aug-24	998,153		USD 185,141.25
Gigabytes Special Media Hosted In Continuation 01-Aug-24 to 23-Aug-24	1.57562		USD 3,291.93
Sandbox Pages Hosted In Continuation 01-Aug-24 to 23-Aug-24	803		USD 74.50
Project Subtotal			USD 188,557.87

Subtotal	USD 188,557.87
Tax	USD 0.00
Total Invoice Amount	USD 188,557.87

Remit To Information	
Remit Check Payment to: Datasite LLC P. O. Box 74007252 Chicago, IL 60674-7252 PLEASE PAY FROM THIS INVOICE (1.5% SERVICE CHARGE PER MONTH ADDED TO PAST DUE ACCOUNTS) Tax ID No. 41-2007271	Remit ACH/Fed Wire Payment to: Datasite LLC Account #: 4451043298 Bank of America 100 West 33rd Street New York, NY 10001 ACH Routing: 111000012 Wire ABA Routing: 026009593 SWIFT CODE: BOFAUS3N

Please reference Datasite invoice # on your payment
[Pay your invoices in our new billing center.](#)

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p> <hr/> <p>Caption in Compliance with D.N.J. LBR 9004-1(b) Ronald S. Gellert (NJ 019321997) GELLERT SEITZ BUSENKELL & BROWN LLC 1201 North Orange Street, 3rd Floor Wilmington, DE 19801 Phone: 302-425-5806 E-mail: rgellert@gsbblaw.com</p> <p>and</p> <p>Magdalena Izabela Zalewski, Esq. THE LAW OFFICE OF MAGDALENA ZALEWSKI PLLC 1250 Broadway, 36th Floor New York, NY 10001 Tel. (646) 891-4864 Fax (646) 891-4868 Email: mz@magdalenazalewski.com</p> <hr/> <p><i>Counsel for Datasite LLC</i></p> <hr/> <p>In re:</p> <p>INVITAE CORPORATION, <i>et al.</i>,</p> <p>Wind-Down Debtors</p>	<p>Case No. 24-11362 (MBK) Chapter 11</p> <p>(Jointly Administered)</p>
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**ORDER GRANTING DATASITE LLC'S MOTION TO ALLOW
LATE FILED ADMINISTRATIVE EXPENSE CLAIM UNDER 11 U.S.C. §503(b)(1)(A)
AND FOR ALLOWANCE AND IMMEDIATE PAYMENT OF AN
ADMINISTRATIVE EXPENSE CLAIM**

The relief set forth on the following page, is **ORDERED**.

Upon consideration of the Datasite LLC's Motion to Allow Late Filed Administrative Expense Claim under 11 U.S.C. §503(B)(1)(A) and for Allowance and Immediate Payment of an Administrative Expense Claim (the "Motion"), the Court having determined that granting the relief requested in the Motion is appropriate; it appearing that due and adequate notice of the Motion had been given, and that no other further notice is necessary; and after due deliberation and sufficient cause appearing therefore; it is hereby ORDERED, that:

1. The Motion is granted to the extent set forth herein.
2. Datasite LLC is allowed to file a late administrative expense claim pursuant to 11 U.S.C. § 503(b)(1) in the amount of \$188,760.87.
3. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.