

**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*)  
William E. Arnault, 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  
william.arnault@kirkland.com

*Co-Counsel to the Plan Administrator and Wind-Down Debtors*

**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 Plan Administrator and Wind-Down Debtors*

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

In re:

INVITAE CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

<sup>1</sup> The last four digits of Debtor Invitae Corporation's tax identification number are 1898. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/invitae>. The Debtors' service address in these chapter 11 cases is 1400 16<sup>th</sup> Street, San Francisco, California 94103.



**PLAN ADMINISTRATOR’S FIFTH  
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM  
PURSUANT TO SECTIONS 502(B) AND 503(B) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-2**

---

TO THE HONORABLE CHIEF JUDGE MICHAEL B. KAPLAN UNITED STATES  
BANKRUPTCY JUDGE FOR THE DISTRICT OF NEW JERSEY:

Andrew Spirito, as the plan administrator (the “Plan Administrator”) for the above-captioned wind-down debtors (collectively, the “Debtors,” or as may be referred to after the Effective Date, the “Wind-Down Debtors”), respectfully states as follows in support of this omnibus claims objection (this “Objection”).<sup>2</sup>

**Relief Requested**

1. The Plan Administrator respectfully requests entry of an order substantially in the form attached hereto as **Exhibit A** (the “Order”), (i) disallowing and expunging each proof of claim identified on Schedule 1 to the Order (collectively, the “No Liability Claims”) because the Debtors are not liable for these claims; (ii) reclassifying and expunging each proof of claim identified on Schedule 2 to the Order (collectively, the “Equity Reclassified Claims”) because each such claim is an equity claim and should be classified accordingly; (iii) reducing each claim identified on Schedule 3 to the Order (collectively, the “Reduced Claims”) because each such claim has been partially satisfied or otherwise incorrectly asserts amounts that are not owed by the Debtors; and (iv) disallowing and expunging each proof of claim identified on Schedule 4 to the Order (collectively, the “No Supporting Documentation Claims,” and together with the No Liability Claims, Equity Reclassified Claims, and Reduced Claims, the “Fifth Omnibus Claims”, and the related claimants, the “Claimants”) because each such claim fails to sufficiently specify

---

<sup>2</sup> A detailed description of the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of Ana Schrank, Chief Financial Officer of Invitae Corporation, in Support of Chapter 11 Filing, First Day Motions, and Access to Cash Collateral* [Docket No. 21].

the basis for the claim or provide sufficient documentation in support of such claim. As such, each of the Fifth Omnibus Claims listed on Schedules 1, 2, 3, and 4 to the Order (collectively, the “Schedules”) should be disallowed, expunged, reduced and/or reclassified, as applicable.

2. In support of this Objection, the Plan Administrator submits the *Declaration of Andrew Spirito in Support of the Plan Administrator’s Fifth Omnibus Objection to Certain Proofs of Claim Pursuant to Sections 502(b) and 503(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 and 3007-2* (the “Spirito Declaration”), attached hereto as **Exhibit B**.

### **Jurisdiction**

3. 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 of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). The Wind-Down Debtors confirm their consent to the Court entering a final order in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory bases for the relief sought herein are sections 502(b) and 503(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). This Objection complies in all respects with rules 3007-1 and 3007-2 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”).

### **Background**

6. On February 13, 2024 (the “Petition Date”), each Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

7. These Chapter 11 Cases are being jointly administered under lead Case No. 24-11362.

8. On March 1, 2024, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 131].

9. On August 2, 2024, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Third Amended Joint Plan of Invitae Corporation and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 913] (the “Confirmation Order”) confirming the *Third Amended Joint Plan of Invitae Corporation and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 913, Exhibit A] (the “Plan”).<sup>3</sup>

10. On August 7, 2024, the Effective Date (as defined in the Plan) occurred and the Plan Administrator was appointed. *See Notice of (A) Entry of the Order Confirming the Third Amended Joint Plan of Invitae Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 932].

### **Claims Reconciliation Process**

11. On March 18, 2024, the Court entered the *Order (I) Setting Bar Dates for Submitting Proofs of Claim, Including Requests for Payment Under Section 503(B)(9), (II) Establishing an Amended Schedules Bar Date and a Rejection Damages Bar Date,*

---

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

*(III) Approving the Form, Manner, and Procedures for Filing Proofs of Claim, and (IV) Approving Notice Thereof* [Docket No. 189] (the “Bar Date Order”) establishing certain dates and deadlines for filing proofs of Claims (collectively, the “Proofs of Claim”) in these Chapter 11 Cases. The Bar Date Order established (a) April 15, 2024 at 4:00 p.m. (prevailing Eastern Time) as the last date and time for certain creditors other than governmental units to file Proofs of Claim based on prepetition Claims against any Debtor (the “Claims Bar Date”), (b) August 11, 2024 at 4:00 p.m. (prevailing Eastern Time) as the last date and time for each governmental unit to file Proofs of Claim against any Debtor (the “Governmental Bar Date”), (c) the later of (i) the applicable Bar Date and (ii) any date this Court may fix in the applicable order authorizing rejection of any executory contract or unexpired lease of the Debtors and, if no such date is provided, thirty (30) calendar days from the date of entry of such order, as the deadline by which claimants asserting Claims resulting from the Debtors’ rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from such rejection, and (d) at least thirty (30) calendar days from the date on which the Debtors provided notice of an amendment or supplement to the Schedules (as defined below), as the deadline for when claimants holding Claims that the filing, amendment, or supplement affected must file Proofs of Claim with respect to such claim.

12. As of the date hereof, over 1,300 Proofs of Claim have been filed against the Debtors. The Debtors, prior to the Effective Date, and the Plan Administrator (on behalf of the Wind-Down Debtors) following the Effective Date, together with their advisors, have commenced the Claims reconciliation process, including reviewing, analyzing and reconciling claims to ensure that the Claims Register is accurate so the Plan Administrator may make distributions in compliance with the Plan.

13. In connection with that process, on August 30, 2024, the Plan Administrator filed the *Plan Administrator's Motion for Entry of an Order (A) Approving (I) Omnibus Claims Objection Procedures and Form of Notice, (II) Omnibus Substantive Claims Objections, and (III) Satisfaction Procedures and Form of Notice and (B) Waiving Bankruptcy Rule 3007(e)* [Docket No. 999] and on September 26, 2024, the Court entered the *Order Granting Plan Administrator's Motion for Entry of an Order (A) Approving (I) Omnibus Claims Objection Procedures and Form of Notice, (II) Omnibus Substantive Claims Objections, and (III) Satisfaction Procedures and Form of Notice and (B) Waiving Bankruptcy Rule 3007(e)* [Docket No. 1057] (the "Claims Objections Procedures Order").

14. Pursuant to the Claims Objections Procedures Order the Plan Administrator is authorized to object to multiple Proofs of Claim in an omnibus format on grounds other than those set forth in Bankruptcy Rule 3007(d) and, in accordance with Rule 3007(d) and the Claims Objections Procedures Order, the Plan Administrator files this Objection.

### **Relief Requested**

15. By this Objection, the Plan Administrator objects to the Fifth Omnibus Claims pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and the Claims Objection Procedures Order. The Plan Administrator respectfully requests entry of the Proposed Order disallowing, expunging, reducing and/or reclassifying each of the Fifth Omnibus Claims as set forth on the Schedules.

### **Objection**

#### **I. Legal Standard of Claims.**

16. Section 502(a) of the Bankruptcy Code provides that "[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . .

objects.” 11 U.S.C. § 502(a). The burden of proof for determining the validity of claims rests on different parties at different stages of the claims-objection process. As explained by the United States Court of Appeals for the Third Circuit:

The burden of proof for claims brought in the bankruptcy court under 11 U.S.C.A. § 502(a) rests on different parties at different times. Initially, the claimant must allege facts sufficient to support the claim. If the averments in his filed claim meet this standard of sufficiency, it is ‘*prima facie*’ valid [citations omitted]. In other words, a claim that alleges facts sufficient to support legal liability to the claimant satisfies the claimants’ initial obligation to go forward. The burden of going forward then shifts to the objector to produce evidence sufficient to negate the *prima facie* validity of the filed claim. . . . In practice, the objector must produce evidence which, if believed, would refute at least one of the allegations that is essential to the claim’s legal sufficiency. If the objector produces sufficient evidence to negate one or more of the sworn facts in the proof of claim, the burden reverts to the claimant to prove the validity of the claim by a preponderance of the evidence.

*In re Allegheny Int’l Inc.*, 954 F.2d 167, 173–74 (3d Cir. 1992) (citation omitted). Once the *prima facie* validity of a claim is rebutted, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *Id.* at 173. The burden of persuasion is always on the claimant. *Id.* at 174.

17. A claim, however, should not be allowed if that claim is unenforceable against a debtor and property of a debtor, under any agreement or applicable law. *See* 11 U.S.C. § 502(b)(1). If an objection is made to the proof of claim, the claimant has the ultimate burden of persuasion as to the validity and amount of the claim. *See Allegheny Int’l*, 954 F.2d at 172.

18. A party moving for administrative expense priority treatment bears a heavy burden to establish entitlement to priority treatment. *Howard Delivery Serv., Inc. v. Zurich Am. Ins. Co.*, 547 U.S. 651, 667 (2006) (“To give priority to a claimant not clearly entitled thereto is not only inconsistent with the policy of equality of distribution; it dilutes the value of the priority for those creditors Congress intended to prefer.”) (citation omitted); *Calpine Corp. v. O’Brien*

*Envtl. Energy, Inc. (In re O'Brien Env'tl. Energy, Inc.)*, 181 F.3d 527, 533 (3d Cir. 1999) (“A party seeking payment of costs and fees as an administrative expense must . . . carry the heavy burden of demonstrating that the costs and fees for which it seeks payment provided an actual benefit to the estate and that such costs and expenses were necessary to preserve the value of the estate assets.”) (citation omitted); *In re Bernard Techs., Inc.*, 342 B.R. 174, 177 (Bankr. D. Del. 2006) (“In order to hold administrative expenses to a minimum and to maximize the value of the bankruptcy estate, section 503(b) is narrowly construed.”) (citing *Burlington N. R.R. Co. v. Dant & Russell, Inc. (In re Dant & Russell, Inc.)*, 853 F.2d 700, 706 (9th Cir.1988)); *Woburn Assocs. v. Kahn (In re Hemingway Transp., Inc.)*, 954 F.2d 1, 4-5 (1st Cir. 1992) (“The traditional presumption favoring ratable distribution among all holders of unsecured claims counsels strict construction of the Bankruptcy Code provisions governing requests for priority payment of administrative expenses.”) (citing *S. Ry. Co. v. Johnson Bronze Co.*, 758 F.2d 137 (3d Cir. 1985)). To meet its burden, a party moving for payment of an administrative priority claim generally must demonstrate that the claim (i) arises from a post-petition transaction between the party claiming the administrative priority and debtor in possession, and (ii) conferred benefit upon the bankruptcy estate. See *In re Energy Future Holdings Corp.*, 990 F.3d 728, 741 (3d Cir. 2021) (citing *In re Women First Healthcare, Inc.*, 332 B.R. 115, 121 (Bankr. D. Del. 2005)).

19. Bankruptcy Rule 3007 provides certain grounds upon which “objections to more than one claim may be joined in an omnibus objection”, including claims that “were not timely filed” and claims that are “interests, rather than claims.” See Bankruptcy Rule 3007(d)(4) and (7). Local Rule 3007-2 expands on the those claims for which an omnibus objection may be filed, including that “[a]n omnibus objection to claims may be filed to reduce the amount of a claim or to modify a claim’s priority status.” D.N.J. LBR 3007-2. The Claims Objections



Procedures Order also provides that the Plan Administrator may object to claims on the grounds that such claims “fail to sufficiently specify the basis for the Claim or provide sufficient supporting documentation in support of such Claim” or “are classified incorrectly or improperly” See Claims Objection Procedures Order, Exhibit 1, ¶ 1.c. and 1.e. In order to ensure due process, pursuant to Local Rule 3007-2 and the Claims Objections Procedures Order, the *Notice of Objection to Your Claim*, the form of which was attached to the Claims Objections Procedures Order as **Exhibit 2**, must be filed and served on the relevant individual Claimants.

## **II. No Liability Claims**

20. For the reasons set forth in this Objection, Schedule 1, and the Spirito Declaration, the Plan Administrator submits that each of the No Liability Claims asserts a claim against the Debtors for which the Debtors have no legal responsibility to pay. As indicated on Schedule 1 to the Order, each claim should be disallowed and expunged in its entirety.

21. Based on the Plan Administrator’s careful review of the Debtors’ books and records, the Schedules, and the No Liability Claims, including supporting documentation provided by the Claimant, if any, the Plan Administrator has determined that the Wind-Down Debtors do not have any liability with respect to the No Liability Claims. Unless the No Liability Claims are disallowed and expunged as requested herein, the Claims Register will reflect Claims which the Debtors have no liability for, in contravention of the provisions and policies of the Bankruptcy Code and the Plan, and to the direct detriment of the Wind-Down Debtors and their estates and other creditors.

22. Accordingly, for all the foregoing reasons, the No Liability Claims identified on Schedule 1 should be disallowed and expunged as requested.

### **III. Equity Reclassified Claims**

23. For the reasons set forth in this Objection, Schedule 2, and the Spirito Declaration, each of the Equity Reclassified Claims assert a general unsecured claim that is not supported by the asserted proof of claim, the supporting documentation attached thereto, if any, and/or under the Bankruptcy Code or the confirmed Plan. Each of the Equity Reclassified Claims asserts a claim on account of equity interests in the Debtors and fails to provide, and the Plan Administrator is unaware of any facts, to support the Claimants entitlement to a general unsecured claim as asserted. Further, the Plan provides that all Equity Interests shall be cancelled, released, extinguished, and discharged and will be of no further force or effect. *See* Plan, Article III.C.10. and Confirmation Order, ¶ 70.

24. The Equity Reclassified Claims, including any unliquidated amounts thereto, should be modified where appropriate under section 502(b)(1) of the Bankruptcy Code and Bankruptcy Rule 3007, and consistent with the confirmed Plan. If the Equity Reclassified Claims are not formally reclassified and expunged as requested herein, the relevant claimants may receive a better recovery than other similarly situated creditors, even though such recovery is not warranted. The relief requested in this Objection is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims process. The Plan Administrator requests that the Court enter the Order reclassifying and expunging the Equity Reclassified Claims identified on Schedule 2 to the Order.

### **IV. Reduced Claims**

25. For the reasons set forth in this Objection, Schedule 3, and the Spirito Declaration, the Plan Administrator submits that each of the Reduced Claims asserts a claim

against the Debtors that has been partially satisfied or otherwise incorrectly asserts amounts that are not owed by the Debtors.

26. Based on the Plan Administrator's careful review of the Debtors' books and records, the Schedules, and the Reduced Claims, including supporting documentation provided by the Claimant, if any, the Plan Administrator has determined that each of the Reduced Claims incorrectly asserts administrative expense priority status for amounts that are not owed by the Debtors. The Reduced Claims should therefore be modified as requested herein, to ensure that the Claims Register accurately reflects outstanding claims against the Wind-Down Debtors and to ensure that the Claimant does not receive a distribution in the chapter 11 cases in contravention of the provisions and policies of the Bankruptcy Code and the Plan, and to the direct detriment of the Wind-Down Debtors and their estates and other creditors.

27. As indicated on Schedule 3 to the Order, each Reduced Claim should be reduced to the amount reflected therein. Accordingly, the Plan Administrator seeks entry of the Order reducing the Reduced Claims and authorizing the Plan Administrator to update the Claims Register.

#### **V. No Supporting Documentation Claims**

28. For the reasons set forth in this Objection, Schedule 4, and the Spirito Declaration, the Plan Administrator submits that each of the No Supporting Documentation Claims asserts a claim against the Debtors that is not supported by the asserted proof of claim, the supporting documentation attached thereto, if any, and/or under the Bankruptcy Code or the confirmed Plan.

29. Each of the No Supporting Documentation Claims asserts an administrative, priority or general unsecured claim without sufficient documentation for the Plan Administrator

to determine the validity of the claim. Pursuant to the Claims Objection Procedures Order, on November 7, 2025, the Plan Administrator sent each of the underlying Claimants a notice requesting additional documentation to support their claims. *See* Claims Objection Procedures Order, Ex 1, ¶ 1. c.<sup>4</sup> To date, the Claimants who filed the No Supporting Documentation Claims have not provided additional documentation to support their claims. If the No Supporting Documentation Claims are not disallowed and expunged, the relevant claimants may receive a better recovery than other similarly situated creditors, even though such recovery is not warranted. The relief requested in this Objection is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims process.

30. Accordingly, the Plan Administrator seeks entry of the Order disallowing and expunging the No Supporting Documentation Claims as set forth in Schedule 4 and authorizing the Plan Administrator to update the Claims Register.

#### **Separate Contested Matters**

31. To the extent that a response is filed regarding any claim identified in this Objection and the Plan Administrator is unable to resolve the response, the objection by the Plan Administrator to each such claim asserted herein shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. The Plan Administrator respectfully requests that any order entered by the Court regarding an objection asserted in this Objection shall be deemed a separate order with respect to each such claim.

#### **Reservation of Rights**

32. The Plan Administrator hereby reserves his right to amend, modify, and supplement this Objection, prior to the hearing before the Court on this Objection, if any;

---

<sup>4</sup> On January 9-10, 2025, the Plan Administrator sent notices to Broadridge Financial Solutions (Claim No. 18) requesting additional documentation in support of its claim.

*provided, however*, that nothing in this Objection shall affect the Plan Administrator's right to object to any other proof of claim at a future date on a basis other than as set forth in this Objection as permitted by bankruptcy or nonbankruptcy law, subject to any limitations set forth in the Local Rules or in the Order.

33. Notwithstanding anything to the contrary herein, nothing contained in this Objection or any actions taken pursuant to any order granting the relief requested by this Objection is intended or should be construed as (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Wind-Down Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Wind-Down Debtors', Plan Administrator's, or any other party in interest's rights to dispute any claim (or portion thereof) identified on Schedule 1, Schedule 2, Schedule 3, or Schedule 4 to the Order on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in the Objection or the Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Plan Administrator as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Wind-Down Debtors' estates; (g) a waiver or limitation of the Plan Administrator's, the Wind-Down Debtors', or any other party in interest's, claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Plan Administrator or Wind-Down Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the

relief requested in the Objection are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; or (j) otherwise affecting the Plan Administrator's or Wind-Down Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease.

**Statement of Compliance with Local Rules**

34. Counsel for the Plan Administrator has reviewed the requirements of Local Rule 3007-1 and certifies that this Objection substantially complies with such Local Rule. To the extent that the Objection does not comply in all respects with the requirements of Local Rule 3007-1, the Plan Administrator believes such deviations are not material and respectfully request that any such requirement be waived. The Plan Administrator, in compliance with Local Rule 3007-2, will serve a *Notice of Objection to Your Claim* in response to the Claimants' proofs of claim upon the Claimants listed in the Schedules.

**Notice**

35. The Plan Administrator will provide notice of this Objection to the following parties or their respective counsel: (a) the office of the United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, NJ 07102; (b) counsel to the Committee; (c) counsel to the agent to the Secured Notes; (d) the indenture trustee to the 2024 Convertible Notes; (e) the indenture trustee to the 2028 Convertible Notes; (f) Sullivan & Cromwell LLP, as counsel to the Required Holders; (g) Wollmuth Maher & Deutsch LLP, as counsel to the Required Holders; (h) counsel to the 2028 Convertible Noteholders; (i) the U.S. Securities and Exchange Commission; (j) the United States Attorney's Office for the District of New Jersey; (k) the attorneys general in the states where the Debtors conduct their business operations; (l) the Internal Revenue Service; (m) the Claimants listed in the Schedules attached to the Order; and

(n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Plan Administrator submits that, in light of the nature of the relief requested, no other or further notice need be given.

**WHEREFORE**, the Plan Administrator respectfully requests entry of the Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

*[Remainder of Page Intentionally Left Blank.]*

Dated: April 7, 2025

Respectfully Submitted,

/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

**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*)  
William E. Arnault, P.C. (admitted *pro hac vice*)  
333 West Wolf Point Plaza  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: spencer.winters@kirkland.com  
william.arnault@kirkland.com

*Co-Counsel to the Plan Administrator and Wind-Down Debtors*



**Exhibit A**

**Proposed Order**

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
In re:  INVITAE CORPORATION, <i>et al.</i> ,  Debtors. <sup>1</sup>	Chapter 11  Case No. 24-11362 (MBK)  (Jointly Administered)

**ORDER SUSTAINING PLAN ADMINISTRATOR’S  
FIFTH OMNIBUS OBJECTION TO CERTAIN PROOFS  
OF CLAIM PURSUANT TO SECTIONS 502(B) AND 503(B) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-2**

---

The relief set forth on the following pages, numbered three (3) through six (6) is

**ORDERED.**

---

<sup>1</sup> The last four digits of Debtor Invitae Corporation’s tax identification number are 1898. A complete list of the Debtors in these chapter 11 cases and each such Debtor’s tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/invitae>. The Debtors’ service address in these chapter 11 cases is 1400 16<sup>th</sup> Street, San Francisco, California 94103.

**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*)

William E. Arnault, 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

william.arnault@kirkland.com

**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 Plan Administrator and Wind-Down Debtors*

(Page | 3)

Debtors: Invitae Corporation, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: ORDER SUSTAINING PLAN ADMINISTRATOR'S FIFTH OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIM PURSUANT TO  
SECTIONS 502(B) AND 503(B) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-  
2

---

Upon consideration of the *Plan Administrator's Fifth Omnibus Objection to Certain Proofs of Claim Pursuant to Sections 502(B) And 503(B) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 And 3007-2* (the "Objection")<sup>1</sup> on behalf of Andrew Spirito, as the plan administrator (the "Plan Administrator") for the above-captioned wind-down debtors (collectively, the "Wind-Down Debtors"), for entry of an order (this "Order"), modifying the claims set forth in **Schedules 1, 2, 3, and 4** attached hereto, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* from the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Objection and opportunity for a hearing on the Objection were appropriate and no other notice need be provided; and this Court having reviewed the Objection and having heard the

---

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

(Page | 4)

Debtors: Invitae Corporation, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: ORDER SUSTAINING PLAN ADMINISTRATOR'S FIFTH OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIM PURSUANT TO  
SECTIONS 502(B) AND 503(B) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-  
2

---

statements in support of the relief requested therein at a hearing before this Court (the "Hearing"), if any; and this Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. Each Fifth Omnibus Claim identified on **Schedule 1, Schedule 2 and Schedule 4** attached to this Order is hereby disallowed and expunged in its entirety.
3. Each Fifth Omnibus Claim identified on **Schedule 3** attached to this Order is hereby modified as set forth thereon (the "Modified Claims"). The Modified Claims will remain on the Claims Register and such claims are neither allowed nor disallowed at this time, and may be subject to any future objection on any basis. Nothing herein shall constitute, nor shall it be deemed to constitute, the allowance of any of the Modified Claims.
4. Kurtzman Carson Consultants, LLC (the "Claims Agent") is authorized and directed to modify the Claims Register in accordance with entry of the relief granted in this Order.
5. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any particular claim against the Wind-Down Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Wind-Down

(Page | 5)

Debtors: Invitae Corporation, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: ORDER SUSTAINING PLAN ADMINISTRATOR'S FIFTH OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIM PURSUANT TO  
SECTIONS 502(B) AND 503(B) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-  
2

---

Debtors', Plan Administrator's, or any other party in interest's rights to dispute any claim (or portion thereof) identified on **Schedule 1, Schedule 2, Schedule 3 and Schedule 4** on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in the Objection or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Plan Administrator as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Wind-Down Debtors' estates; (g) a waiver or limitation of the Plan Administrator's, the Wind-Down Debtors', or any other party in interest's, claims, causes of action, or other rights under the Bankruptcy Code or any other applicable law; (h) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code; (i) a concession by the Plan Administrator or Wind-Down Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Objection are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens; or (j) otherwise affecting the Plan Administrator's or Wind-Down Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease.

(Page | 6)

Debtors: Invitae Corporation, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: ORDER SUSTAINING PLAN ADMINISTRATOR'S FIFTH OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIM PURSUANT TO  
SECTIONS 502(B) AND 503(B) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-  
2

---

6. Notice of the Objection as provided therein shall be deemed good and sufficient notice of such Objection and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

7. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

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

**Schedule 1**

**No Liability Claims**



**No Liability Claims**

#	Creditor	Overstated Claim					Grounds for Objection	Modified Claim	Objection Reference
		Claim No.	Date Filed	Debtor	Asserted Claim Amount	Claim Category		Claim Amount	
1	New York State Department of Labor	68	3/13/2024	Invitae Corporation	\$ -	Priority	The Debtors do not have outstanding amounts owed to the claimant. Claimant has no liabilities with the Debtors.	\$ -	Section II, Paragraphs 20-22
2	Health Resources and Services Administration, US DHHS	639	4/10/2024	Invitae Corporation	\$ -	General Unsecured	The Debtors do not have outstanding amounts owed to the claimant. Claimant has no liabilities with the Debtors.	\$ -	Section II, Paragraphs 20-22
3	Texas Health and Human Services Commission	1051	4/16/2024	Invitae Corporation	\$ -	General Unsecured	The Debtors do not have outstanding amounts owed to the claimant. Claimant has no liabilities with the Debtors.	\$ -	Section II, Paragraphs 20-22

**Schedule 2**

**Equity Reclassified Claims**

**Equity Reclassified Claims**

#	Creditor	Claim No.	Date Filed	Debtor	Asserted Secured Amount	Asserted Admin Priority Amount	Asserted Priority Amount	Asserted General Unsecured Amount	Total Asserted Amount	Grounds for Disallowance	Objection Reference
1	Name on File	1333	02/08/2025	Invitae Corporation	\$ -	\$ -	\$ -	\$ 19,708.98	\$ 19,708.98	Claim relates to equity ownership.	Section III, Paragraphs 23-24
2	Name on File	1334	02/24/2025	Invitae Corporation	\$ -	\$ -	\$ -	\$ 3,896.55	\$ 3,896.55	Claim relates to equity ownership.	Section III, Paragraphs 23-24
3	Name on File	1335	03/15/2025	Invitae Corporation	\$ -	\$ -	\$ -	\$ 4,252.96	\$ 4,252.96	Claim relates to equity ownership.	Section III, Paragraphs 23-24
4	Name on File	1336	03/15/2025	Invitae Corporation	\$ -	\$ -	\$ -	\$ 13,266.83	\$ 13,266.83	Claim relates to equity ownership.	Section III, Paragraphs 23-24
5	Name on File	1337	03/31/2025	Invitae Corporation	\$ -	\$ -	\$ -	\$ 1,351.00	\$ 1,351.00	Claim relates to equity ownership.	Section III, Paragraphs 23-24

**Schedule 3**

**Reduced Claims**

**Reduced Claims**

#	Creditor	Overstated Claim					Grounds for Modification	Modified Claim	Objection Reference
		Claim No./ Docket	Date Filed	Debtor	Asserted Claim Amount	Claim Priority		Claim Amount	
1	Alton Tech ADA LLC	1018	9/6/2025	Invitae Corporation	\$ 176,573.00	Admin Priority	Claimant-landlord seeks \$73,564.21 in post-petition legal fees for its appearance and participation in the bankruptcy proceedings. Such fees are not entitled to administrative expense status under Section 503(b) of the Bankruptcy Code and applicable law. Accordingly, all amounts sought by Claimant-landlord for legal fees should be disallowed in their entirety.	\$ 103,008.79	Section IV, Paragraphs 25-27

**Schedule 4**

**No Supporting Documentation Claims**

**No Supporting Documentation Claims**

#	Creditor	Claim No.	Date Filed	Debtor	Claim Amount	Claim Category	Grounds for Objection	Objection Reference
1	FS.COM INC	17	02/21/2024	Invitae Corporation	\$ 15,503.53	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
2	Broadridge Financial Solutions	18	02/22/2024	Invitae Corporation	\$ 113,376.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
3	Name on File	108	03/27/2024	Invitae Corporation	\$ 800.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
4	Name on File	119	03/27/2024	Invitae Corporation	\$ 20,000.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
5	Name on File	131	03/27/2024	Invitae Corporation	\$ 20,000.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
6	Name on File	203	03/27/2024	Invitae Corporation	\$ 1,122.25	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
7	Name on File	209	03/28/2024	Invitae Corporation	\$ 400.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
8	Name on File	219	03/28/2024	Invitae Corporation	\$ 945.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
9	Name on File	246	03/29/2024	Invitae Corporation	\$ 1,494.35	Admin Priority	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
10	Name on File	264	03/30/2024	Invitae Corporation	\$ 151.07	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
11	Name on File	291	03/31/2024	Invitae Corporation	\$ 0.01	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
12	Name on File	296	04/01/2024	Invitae Corporation	\$ 20,154.96	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
13	Name on File	342	04/02/2024	Invitae Corporation	\$ 33,146.76	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
14	Name on File	346	04/02/2024	Invitae Corporation	\$ 2,747.25	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
15	Name on File	371	04/03/2024	Invitae Corporation	\$ 4,800.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
16	Name on File	373	04/02/2024	Invitae Corporation	\$ 205.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
17	Name on File	383	04/03/2024	Invitae Corporation	\$ 148.75	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
18	XIFIN, Inc.	412	04/03/2024	Invitae Corporation	\$ 25,630.36	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
19	INTERPATH LABORATORY INC	418	04/04/2024	Invitae Corporation	\$ 200.00	Admin Priority	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
20	Name on File	422	04/04/2024	Invitae Corporation	\$ 350.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
21	Name on File	438	04/05/2024	Invitae Corporation	\$ 9,829.44	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
22	Name on File	447	04/05/2024	Invitae Corporation	\$ 10,310.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
23	Name on File	475	04/05/2024	Invitae Corporation	\$ 36,538.36	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
24	Name on File	478	04/06/2024	Invitae Corporation	\$ 19,998.29	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
25	Name on File	479	04/06/2024	Invitae Corporation	\$ 10,000.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
26	Name on File	484	04/06/2024	Invitae Corporation	\$ 445.30	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
27	Name on File	488	04/06/2024	Invitae Corporation	\$ 2,028.60	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
28	Name on File	490	04/07/2024	Invitae Corporation	\$ 1,796.84	Admin Priority	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
29	Name on File	537	04/08/2024	Invitae Corporation	\$ 131,836.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
30	Name on File	556	04/08/2024	Invitae Corporation	\$ 23,064.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
31	Name on File	569	04/08/2024	Invitae Corporation	\$ 500.00	Secured		
32	Name on File	597	04/08/2024	Invitae Corporation	\$ 1,450.00	Admin Priority	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
33	Name on File	597	04/08/2024	Invitae Corporation	\$ 1,437.95	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
34	Name on File	647	04/10/2024	Invitae Corporation	\$ 1,828.32	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
35	Name on File	656	04/10/2024	Invitae Corporation	\$ 3,096.00	Priority	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
36	Name on File	707	04/11/2024	Invitae Corporation	\$ 54.28	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
37	Name on File	712	04/10/2024	Invitae Corporation	\$ 1,000.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
38	Name on File	718	04/11/2024	Invitae Corporation	\$ 146.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
39	Name on File	805	04/12/2024	Invitae Corporation	\$ 6,157.30	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
40	Name on File	887	04/13/2024	Invitae Corporation	\$ 17,349.27	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
41	Name on File	915	04/13/2024	Invitae Corporation	\$ 110.30	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
42	Name on File	934	04/14/2024	Invitae Corporation	\$ 3,000.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
43	Name on File	936	04/14/2024	Invitae Corporation	\$ 3,495.90	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
44	Name on File	955	04/15/2024	Invitae Corporation	\$ 7,500.00	Admin Priority	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
45	Name on File	962	04/15/2024	Invitae Corporation	\$ 14,800.50	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
	Name on File	965	04/15/2024	Invitae Corporation	\$ 3,500.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30

**No Supporting Documentation Claims**

#	Creditor	Claim No.	Date Filed	Debtor	Claim Amount	Claim Category	Grounds for Objection	Objection Reference
46	Name on File	995	04/15/2024	Invitae Corporation	\$ 754.20	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
47	Name on File	1005	04/15/2024	Invitae Corporation	\$ 3,313.84	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
48	Name on File	1014	04/15/2024	Invitae Corporation	\$ 553.00	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
49	Name on File	1018	04/15/2024	Invitae Corporation	\$ 592.51	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30
50	Snowflake Inc.	1040	04/15/2024	Invitae Corporation	\$ 22,018.02	General Unsecured	No supporting/insufficient documentation provided.	Section V, Paragraphs 28-30



**Exhibit B**

**Spirito Declaration**

**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*)  
William E. Arnault, 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  
william.arnault@kirkland.com

*Co-Counsel to the Plan Administrator and Wind-Down  
Debtors*

**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 Plan Administrator and Wind-Down  
Debtors*

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

In re:

INVITAE CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

<sup>1</sup> The last four digits of Debtor Invitae Corporation's tax identification number are 1898. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/invitae>. The Debtors' service address in these chapter 11 cases is 1400 16<sup>th</sup> Street, San Francisco, California 94103.

**DECLARATION OF ANDREW SPIRITO  
IN SUPPORT OF PLAN ADMINISTRATOR’S FIFTH  
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM  
PURSUANT TO SECTIONS 502(B) AND 503(B) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULE 3007, AND LOCAL RULES 3007-1 AND 3007-2**

---

I, Andrew Spirito, declare under penalty of perjury:

1. I am a Managing Director at FTI Consulting, Inc. (“FTI”) the plan administrator (the “Plan Administrator”) for the above-captioned wind-down debtors (collectively, the “Debtors”) which retained FTI as their financial advisor in connection with their chapter 11 cases.

2. As Plan Administrator, together with my team at FTI, I am responsible for addressing claims management and reconciliation matters. I am generally familiar with the Debtors’ day-to-day operations, financing arrangements, business affairs, and books and records that reflect, among other things, the Debtors’ liabilities and the amounts thereof owed to their creditors as of the Petition Date.

3. I have read and understood the *Plan Administrator’s Fifth Omnibus Objection to Certain Proofs of Claim Pursuant to Sections 502(B) And 503(B) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rules 3007-1 And 3007-2* (the “Objection”), filed contemporaneously herewith, and am directly, or by and through the Debtors’ advisors and personnel, familiar with the information contained therein and the Schedules attached to the Order.<sup>2</sup>

4. I am authorized to submit this declaration (the “Declaration”) in support of the Objection. All matters set forth in this Declaration are based on: (a) my personal knowledge; (b) my review of relevant documents; (c) my view, based on my experience and knowledge of

---

<sup>2</sup> Capitalized terms used in this Declaration and not defined have the meanings given to such terms elsewhere in the Objection.

the Debtors and the Debtors' operations, books and records, and personnel; (d) information supplied to me by other members of FTI, the Debtors and by others at the Debtors' request; or (e) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance on the advice of counsel or other advisors to the Wind-Down Debtors. If called upon to testify, I could and would testify competently to the facts set forth herein.

5. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, considerable time and resources have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim filed against the Debtors in the chapter 11 cases.

6. Upon a thorough review of the proofs of claim filed in the chapter 11 cases and the supporting documentation thereto, the Wind-Down Debtors have determined that: (i) each of the No Liability Claims listed on Schedule 1 to the Order represents a claim for which the Debtors have no liability and should be disallowed and expunged accordingly; (ii) each of the Equity Reclassified Claims listed on Schedule 2 to the Order represents an equity interest in the Debtors; (iii) each of the Reduced Claims identified on Schedule 3 to the Order asserts amounts that are not owed by the Debtors; and (iv) each of the No Supporting Documentation Claims identified on Schedule 4 to the Order fails to sufficiently specify the basis for the claim or provide sufficient documentation in support of such claim. Accordingly, I believe that the Fifth Omnibus Claims should disallowed, expunged, reduced and/or reclassified, as set forth in the Objection.

7. Modification of the claims as described herein and in the Objection will ensure that Claims Register accurately reflects outstanding claims owned by the Wind-Down Debtors,

subject to the Plan Administrator's right to object to such claims in the future on any grounds permitted by applicable law.

8. Failure to modify the claims on the Schedules to the Order could result in the relevant claimants receiving a recovery against the Wind-Down Debtors, to which they are not entitled and to the detriment of other creditors. Moreover, modification of the Fifth Omnibus Claims as set forth in the Objection will enable the Claims Register maintained in the chapter 11 cases to reflect more accurately the claims asserted against the Wind-Down Debtors. Therefore, the relief requested in the Objection is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims process. Accordingly, I believe that the Court should grant the relief requested in the Objection.

*[Remainder of page intentionally left 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 and belief.

Dated: April 7, 2025

Respectfully submitted,

/s/ Andrew Spirito

Name: Andrew Spirito

Title: Plan Administrator