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Debtors in Possession*

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**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)

(Joint Administration Requested)

**DEBTORS' MOTION  
FOR ENTRY OF INTERIM AND  
FINAL ORDERS AUTHORIZING THE  
DEBTORS TO (A) CONTINUE TO OPERATE THEIR CASH**

<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' proposed claims and noticing agent at [www.kccllc.net/invitae](http://www.kccllc.net/invitae). The Debtors' service address in these chapter 11 cases is 1400 16<sup>th</sup> Street, San Francisco, California 94103.



**MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION  
OBLIGATIONS RELATED THERETO, (C) MAINTAIN EXISTING  
BUSINESS FORMS, AND (D) PERFORM INTERCOMPANY TRANSACTIONS**

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TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this motion (this “Motion”):<sup>2</sup>

**Relief Requested**

1. The Debtors seek entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (respectively, the “Interim Order” and “Final Order”), authorizing the Debtors to (a) continue to operate their Cash Management System and maintain their existing Debtor Bank Accounts, (b) honor certain prepetition or postpetition obligations related thereto, (c) maintain existing Business Forms and Books and Records in the ordinary course of business, and (d) continue to perform Intercompany Transactions consistent with historical practice. In addition, the Debtors request that the Court schedule a final hearing within approximately thirty (30) days after the commencement of these chapter 11 cases to consider entry of the Final Order.

**Jurisdiction and Venue**

2. 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*, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.). The Debtors confirm their consent to the Court entering a

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<sup>2</sup> A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ 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* (the “First Day Declaration”), filed contemporaneously herewith. Capitalized terms used but not immediately defined are defined later in this Motion, in the First Day Declaration, or in the Cash Collateral Motion, as applicable.

final order in connection with this Motion 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.

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

4. The bases for the relief requested herein are sections 105, 345, 363, 364, and 503 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002, 6003, and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 9013–1 and 9013–5 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”).

### **Background**

5. On February 13, 2024 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrent with the filing of this Motion, the Debtors filed a motion requesting procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

### **The Cash Management System**

#### **I. Overview.**

6. In the ordinary course of business, the Debtors operate a cash management system (the “Cash Management System”), a schematic of which is attached as Exhibit 1 to **Exhibit A** and **Exhibit B** hereto. The Debtors use the Cash Management System to collect, transfer, and disburse funds, and to facilitate cash monitoring, forecasting, and reporting. The Debtors’ treasury department maintains daily oversight of the Cash Management System and implements cash management controls for accepting, processing, and releasing funds, including in connection with

Intercompany Transactions. The Debtors' accounting department reconciles the Debtors' books and records on a monthly basis to ensure that all transfers are accounted for properly.

7. The Cash Management System is similar to those commonly employed by other similarly sized companies to help manage funds, reduce administrative expenses, and ensure cash availability for each entity and to meet obligations. As of the Petition Date, there is approximately \$142 million in cash in the Debtor Bank Accounts.

8. Because of the nature of the Debtors' business, any disruption to the Cash Management System would have an immediate and significant adverse effect on the Debtors' business and operations, to the detriment of their estates and stakeholders. Accordingly, to minimize the disruption caused by these chapter 11 cases, the Debtors request authority to continue to use their existing Cash Management System during the pendency of these chapter 11 cases, subject to the terms described herein.

## **II. The Bank Accounts and Flow of Funds.**

9. As of the Petition Date, Invitae Corporation's (and together with its affiliates and subsidiaries, the "Company") Cash Management System is composed of twenty-six (26) bank accounts (each, a "Bank Account" and, collectively, the "Bank Accounts").<sup>3</sup> Of those Bank Accounts, sixteen (16) are owned and controlled by the Debtors (the "Debtor Bank Accounts") and ten (10) are owned and controlled by non-Debtor foreign affiliates (the "Non-Debtor Foreign Bank Accounts") that are direct and indirect subsidiaries of the Debtors. The Debtor Bank

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<sup>3</sup> For the avoidance of doubt, the Bank Accounts do not include three (3) of the fourteen (14) accounts held by HSBC Bank USA, N.A. ("HSBC") and its foreign branches. The three (3) HSBC accounts that are not included are for letter of credit cash collateralization purposes and are identified as the Letter of Credit Collateral Accounts on the schematic attached as Exhibit 1 to the Interim Order and Final Order. The Debtors typically have an interest in such accounts but do not maintain unilateral control over the funds deposited in them.

Accounts include: (a) ten (10) accounts maintained at Silicon Valley Bank (“SVB”); (b) one (1) account maintained at U.S. Bank National Association (“U.S. Bank”); (c) three (3) accounts maintained at HSBC; and (d) two (2) accounts maintained at JPMorgan Chase & Co. (“JPMC”).

10. The Debtor Bank Accounts consist of (a) the Master Operating Account, (b) the CAG Cash and Cash Equivalents Account, (c) five (5) Lockbox Accounts, (d) two (2) Disbursement Accounts, (e) the Corporate Analyzed Checking Account, (f) the Collaboration Lockbox Account, (g) the ArcherDX Accounts, and (h) the Overnight Sweep Account. The Debtors maintain a primary operating account and general corporate disbursement account (the “Master Operating Account”) at Invitae Corporation. As the Debtors collect receipts from customers and other parties, funds are deposited into the Lockbox Accounts via checks, lockbox payments, ACH, and wire transfers. At the end of each business day, the Debtors’ funds in the Lockbox Accounts are automatically swept into the Master Operating Account.

11. The vast majority of cash from the Debtors’ capital raises are held in a capital advisors group cash and cash equivalents account (the “CAG Cash and Cash Equivalents Account”), with small amounts also held in the Corporate Analyzed Checking Account. On a weekly basis, the Debtors determine whether additional funds will need to be swept from the CAG Cash and Cash Equivalents Account to the Master Operating Account to cover disbursements, Intercompany Transactions, and other funding requests in the ordinary course of business. Historically, any funds the Debtors identified for investment were invested in the CAG Cash and Cash Equivalents Account. However, the Debtors’ investment positions in the CAG Cash and Cash Equivalents Account were liquidated prior to the Petition Date.

12. The Debtors also collect funds in the Collaboration Lockbox Account from biopharma sponsors participating in the Debtors' Sponsored Genetic Testing Programs (the "Sponsored Genetic Testing Programs"), as further described in the Customer Programs Motion.<sup>4</sup> Funds from the Collaboration Lockbox Account flow to the Corporate Analyzed Checking Account and are used to fund the Non-Debtor Foreign Bank Accounts on an as needed basis, or flow to the Master Operating Account.

13. In the ordinary course of business, the Debtors make disbursements to vendors, employees, and other third parties from the (a) the Master Operating Account, (b) the Payroll Account, and (c) the Benefits Account (with the Payroll Account, the "Disbursement Accounts"). Payments are typically made by ACH, wire transfer, or electronic fund transfer. The Disbursement Accounts are funded from the Master Operating Account based on debit requests made for each Disbursement Account by the Debtors' accounts payable or human resources departments or, in the case of the Benefits Account, from an insurance administrator on behalf of self-insured patients. Disbursement requests from the Payroll Account and the Benefits Account are typically reviewed weekly by the Debtors' treasury department, and funds are transferred from the Master Operating Account to the Disbursement Accounts on an as needed basis to cover disbursement requests made against the Disbursement Accounts. However, funds from the Master Operating Account are automatically transferred to the Benefits Account on a same-day basis in response to disbursement requests made by the administrator of the Debtors' self-insured employee medical plan, including Anthem Blue Cross Blue Shield. All other disbursement activity flows directly

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<sup>4</sup> Contemporaneously herewith, the Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Maintain and Administer Their Customer Programs and (II) Honor Certain Prepetition Obligations Related Thereto* (the "Customer Programs Motion").

from the Master Operating Account and includes disbursements to various vendors, utility providers, landlords, and taxing authorities.

14. Debtor ArcherDX, LLC (“ArcherDX”) maintains an operating account (the “ArcherDX Operating Account”), a deposit account (the “ArcherDX Deposit Account,”) and a Euro-denominated, United States based business account (the “ArcherDX Euro Business Account,” and together with the ArcherDX Operating Account and Archer DX Deposit Account, the “ArcherDX Accounts”) at SVB. Funds from the specific business segments and product lines within ArcherDX and clinical trials are collected in the ArcherDX Deposit Account, then the funds are transferred to the ArcherDX Operating Account at the end of each day. The ArcherDX Euro Business Account collects funds from certain European customers and transfers funds to the ArcherDX Operating Account and the Master Operating Account on an as needed basis. When ArcherDX requires additional funding to support its operations, the Debtors transfer the necessary funds from the Master Operating Account into the ArcherDX Operating Account.

15. The non-Debtor foreign affiliates maintain several Non-Debtor Foreign Bank Accounts that are used to fund the Company’s non-Debtor foreign affiliates in Europe, Canada, Israel, Brazil, Australia, India, and Asia Pacific.<sup>5</sup> Prior to the Petition Date, the non-Debtor foreign affiliates required regular funding from the Debtors to maintain their business operations, as the non-Debtor foreign affiliates do not generate funds locally. In the ordinary course of business,

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<sup>5</sup> As of the Petition Date, the only non-Debtor foreign affiliates still in operation are Invitae Canada Inc. (“Invitae Canada”), Invitae Australia Pty. Ltd. (“Invitae Australia”), Invitae Latvia SIA (“Invitae Latvia”), and Genelex India Pvt Ltd. (“Genelex India”). The Non-Debtor Foreign Bank Accounts held by Invitae Netherlands B.V. (“Invitae Netherlands”), Orbicule B.V. d/b/a Diploid (“Diploid”), Invitae Israel Inc. Ltd. (“Invitae Israel”), Invitae Medical Genetics Brasil Ltda. (“Invitae Brazil”), Invitae Japan K.K (“Invitae Japan”), and Invitae Singapore Pte. Ltd. (“Invitae Singapore”) have minimal activity as the Debtors wind-down these entities. HSBC’s foreign branches maintain the Non-Debtor Foreign Bank Accounts for Invitae Canada, Invitae Australia, Invitae Latvia, Invitae Netherlands, Diploid, Invitae Israel, Invitae Singapore, and Invitae Japan. Axis Bank Limited (“Axis Bank”) maintains the Non-Debtor Foreign Bank Account for Genelex. Banco Santander S.A. (“Santander”) maintains the Non-Debtor Foreign Bank Account for Invitae Brazil.

when a non-Debtor foreign affiliate required funding, the Debtors would initiate a transfer of funds from either the Collaboration Lockbox Account or the Master Operating Account to the Corporate Analyzed Checking Account, then the funds would be transferred to the applicable Non-Debtor Foreign Bank Account via an ordinary course Intercompany Transaction. As of the Petition Date, the Debtors do not anticipate there being a flow of funds between the Non-Debtor Foreign Accounts and the Debtor Bank Accounts.

16. The Bank Accounts are identified on Exhibit 2 to Exhibit A and Exhibit B attached hereto. The Bank Accounts and the Cash Management System are described further in the following table:

<b>Bank Accounts</b>	<b>Descriptions of Accounts</b>
<b>Master Operating Account</b>  <i>SVB</i> x4702	Invitae Corporation maintains the Master Operating Account at SVB ending in 4702. The Master Operating Account is the Debtors’ primary bank account. All incoming receipts are transferred automatically from the Lockbox Accounts to the Master Operating Account on a daily basis. The Debtors’ disbursements with respect to payroll, employee benefits, and requests from insurance providers are made through the Disbursement Accounts. All other disbursements are paid directly from the Master Operating Account. Funds are processed via ACH, wire transfers, or electronic payment processes.
<b>Disbursement Accounts</b>  Payroll Account <i>SVB</i> x8723  Benefits Account <i>SVB</i> x7197	Invitae Corporation maintains two Disbursement Accounts at SVB. Payments are typically made by ACH, wire transfer, or electronic fund transfer. The Disbursement Accounts are funded from the Master Operating Account based on debit requests made for each Disbursement Account by the Debtors’ accounts payable or human resources departments, or in the case of the Benefits Account, from the administrator of the Debtors’ self-insured employee medical plan. Disbursement requests from the Payroll Account and the Benefits Account (except as it relates to the process outlined above) are typically reviewed weekly by the Debtors’ treasury department, and funds are manually transferred from the Master Operating Account to the Disbursement Accounts on an as needed basis to cover disbursement requests made against the Disbursement Accounts.  Invitae Corporation maintains a payroll account (the “ <u>Payroll Account</u> ”) at SVB ending in 8723. The Payroll Disbursement Account funds employee payroll, employee payroll tax withholdings, and employee 401(k) contributions.  Invitae Corporation maintains a benefits account (the “ <u>Benefits Account</u> ”) at SVB ending in 7197. The Benefits Account funds self-insured medical claims and other benefits programs offered by the Debtors to their employees.
<b>CAG Cash and Cash Equivalents Account</b>	Invitae Corporation maintains a cash and cash equivalents account (the “ <u>CAG Cash and Cash Equivalents Account</u> ”) at U.S. Bank ending in 4680. The CAG Cash and Cash Equivalents Account holds the vast majority of the cash from the



Bank Accounts	Descriptions of Accounts
<p><i>U.S. Bank</i> x4680</p>	<p>Debtors’ capital raises. The CAG Cash and Cash Equivalents Account transfers funds necessary to maintain the Debtors’ business operations to the Master Operating Account on at least a weekly basis.</p> <p>Historically, the Debtors invested funds in the CAG Cash and Cash Equivalents Account. Prior the Petition Date, the Debtors’ positions were liquidated. For the avoidance of doubt, the Debtors will not invest any funds in the CAG Cash and Cash Equivalents Account during the pendency of these chapter 11 cases.</p>
<p><b>Overnight Sweep Account</b></p> <p><i>SVB</i> x3426</p>	<p>Invitae Corporation maintains an overnight sweep account (the “<u>Overnight Sweep Account</u>”) at SVB ending in 3426. The Overnight Sweep Account is currently dormant.</p> <p>Historically, the Master Operating Account swept funds over a threshold of \$1 million into the Overnight Sweep Account, which would then be invested into AAA-rated government back money market mutual funds. However, the Debtors shut off the sweeping mechanism prior to the Petition Date and the account is now dormant. For the avoidance of doubt, the Debtors will not reactivate the sweeping mechanism nor invest funds in the Overnight Sweep Account during the pendency of these chapter 11 cases.</p>
<p><b>Collaboration Lockbox Account</b></p> <p><i>HSBC</i> x9536</p>	<p>Invitae Corporation maintains a lockbox account (the “<u>Collaboration Lockbox Account</u>”) at HSBC ending in 9536. The Collaboration Lockbox account collects funds from biopharma partners participating in the Debtors’ research partnerships for genetic testing programs. Funds from the Collaboration Lockbox Account flow to the Corporate Analyzed Checking Account as needed by the Debtors, which then either flow to the Master Operating Account or to the Non-Debtor Foreign Bank Accounts to fund the operations of the Debtors’ non-Debtor foreign affiliates. For the avoidance of doubt, as of the Petition Date, the Debtors do not anticipate there being a flow of funds to the Non-Debtor Foreign Accounts from the Debtor Bank Accounts</p>
<p><b>Corporate Analyzed Checking Account</b></p> <p><i>HSBC</i> x3311</p>	<p>Invitae Corporation maintains a checking account (the “<u>Corporate Analyzed Checking Account</u>”) at HSBC ending in 3311. Funds from the Collaboration Lockbox Account are manually transferred to the Corporate Analyzed Checking Account. Funds then flow to the Master Operating Account or the Non-Debtor Foreign Bank Accounts on an as needed basis. For the avoidance of doubt, as of the Petition Date, the Debtors do not anticipate there being a flow of funds between the Non-Debtor Foreign Accounts and the Debtor Bank Accounts.</p>
<p><b>Lockbox Accounts</b></p> <p>SVB Lockbox Account <i>SVB</i> x3836</p> <p>Collaboration Revenue Account <i>SVB</i> x5516</p> <p>Customer Collections Lockbox Account <i>SVB</i></p>	<p>Invitae Corporation maintains five lockbox accounts at SVB, HSBC, and JPMC, (collectively, the “<u>Lockbox Accounts</u>”). All receipts from the Debtors’ customer receipts and other third-party payments are received into the Lockbox Accounts via incoming lockbox checks, electronic transfers, and ACH wire transfers. At the end of each business day, funds in the Lockbox Accounts are automatically transferred to the Master Operating Account.</p> <p>Invitae Corporation maintains a lockbox account at SVB (the “<u>SVB Lockbox Account</u>”) ending in 3836. The SVB Lockbox Account receives payments for billing, including from insurance companies, patients, and customers. Funds from the SVB Lockbox Account are automatically transferred to the Master Operating Account on a daily basis.</p>

Bank Accounts	Descriptions of Accounts
<p>x6069</p> <p>JPMC Lockbox Deposit Account <i>JPMC</i> x0310</p> <p>HSBC Lockbox Deposit Account <i>HSBC</i> x1182</p>	<p>Invitae Corporation maintains a lockbox account (the “<u>Collaboration Revenue Account</u>”) at SVB ending in 5516. The Collaboration Revenue Account receives payments from customers for certain testing programs, including the research partnerships for genetic testing programs. Funds from the Collaboration Revenue Account are automatically transferred to the Master Operating Account on a daily basis.</p> <p>Invitae Corporation maintains a lockbox account at SVB (the “<u>Customer Collections Lockbox Account</u>”). The Customer Collections Lockbox Account receives direct customer payments for patients who self-pay for their services. Funds from the Customer Collections Lockbox Account are automatically transferred to the Master Operating Account on a daily basis.</p> <p>Invitae Corporation maintains a lockbox account at JPMC (the “<u>JPMC Lockbox Account</u>”) ending in 0310. As of the Petition Date, the JPMC Lockbox Account is not utilized.</p> <p>Invitae Corporation maintains a lockbox deposit account at HSBC (the “<u>HSBC Lockbox Deposit Account</u>”) ending in 1182. The HSBC Lockbox Account receives payments for certain testing programs. Funds from the HSBC Lockbox Account are automatically transferred to the Master Operating Account on a daily basis.</p>
<p><b>ArcherDX Operating Account</b></p> <p><i>SVB</i> x3560</p>	<p>ArcherDX maintains the ArcherDX Operating Account at SVB ending in 3560. Funds from the specific business segments and product lines within ArcherDX and clinical trials are collected in the ArcherDX Deposit Account, then the funds are swept into the ArcherDX Operating Account. When ArcherDX requires additional funding to support its operations, the Debtors transfer the necessary funds from the Master Operating Account into the ArcherDX Operating Account.</p>
<p><b>ArcherDX Deposit Account</b></p> <p><i>SVB</i> x3575</p>	<p>ArcherDX maintains the ArcherDX Deposit Account at SVB ending in 3575. The ArcherDX Deposit Account collects funds from specific business segments and product lines within ArcherDX and clinical trials and transfers the funds to the ArcherDX Operating Account to support ArcherDX’s operations.</p>
<p><b>ArcherDX Euro Business Account</b></p> <p><i>SVB</i> x6710</p>	<p>ArcherDX maintains the ArcherDX Euro Business Account at SVB ending 6710. The ArcherDX Euro Business Account is a Euro-denominated United States based business account that collects funds from certain European customers and transfers funds to the ArcherDX Operating Account and the Master Operating Account on an as needed basis.</p>
<p><b>Non-Debtor Foreign Bank Accounts</b></p> <p><i>HSBC</i> x8598, x2001, x8881, x6485, x9748, x8785, x7001, x5001</p> <p><i>Axis Bank</i> x7525</p> <p><i>Santander</i> x4975</p>	<p>The Company’s non-Debtor foreign affiliates maintain eight (8) Non-Debtor Foreign Bank Accounts at HSBC’s foreign branches, one (1) Non-Debtor Foreign Bank Account at Axis Bank, and one (1) Non-Debtor Foreign Bank Account at Santander. Each Non-Debtor Foreign Bank Account acts as a concentration account for the applicable non-Debtor foreign-based affiliate. The Non-Debtor Foreign Bank Accounts are used to support the Company’s non-Debtor foreign affiliates in Canada, Australia, the Netherlands, Latvia, Belgium, Israel, Japan, Singapore, Brazil, and India. As of the Petition Date, the only non-Debtor foreign affiliates still in operation are Invitae Canada, Invitae Australia, Invitae Latvia, and Genelex India. The Non-Debtor Foreign Bank Accounts held by Invitae Netherlands, Diploid, Invitae Israel, Invitae Brazil, Invitae Japan, and Invitae Singapore have minimal activity as the Debtors wind-down these entities.</p>

Bank Accounts	Descriptions of Accounts
	<p>The Company’s non-Debtor foreign affiliates do not generate funds locally. Accordingly, prior to the Petition Date, the non-Debtor foreign affiliates required regular funding from the Debtors to maintain their business operations. In the ordinary course of business, when a non-Debtor foreign affiliate required funding, the Debtors would initiate a transfer of funds from either the Collaboration Lockbox Account or the Master Operating Account to the Corporate Analyzed Checking Account, then the funds would be transferred to the applicable Non-Debtor Foreign Bank Account via an ordinary course Intercompany Transaction. As of the Petition Date, the Debtors do not anticipate there being a flow of funds from the Non-Debtor Foreign Accounts to the Debtor Bank Accounts.</p>
<p><b>Adequate Assurance Account</b>  JPMC x0155</p>	<p>Invitae Corporation maintains an Adequate Assurance Account at JPMC ending in 0155. The Adequate Assurance Account will hold approximately \$53,000 as adequate assurance for utility providers as further described in the Utilities Motion.<sup>6</sup></p>

**III. Compliance with the Bankruptcy Code and Guidelines.**

**A. Compliance with U.S. Trustee Guidelines and Section 345 of the Bankruptcy Code.**

17. Section 345(a) of the Bankruptcy Code governs a debtor’s cash deposits during a chapter 11 case and authorizes deposits of money as “will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment.” To comply with section 345 of the Bankruptcy Code, the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees* (the “U.S. Trustee Guidelines”) for the United States Trustee for the District of New Jersey (the “U.S. Trustee”) generally require chapter 11 debtors to, among other things, deposit all estate funds into an account with an authorized depository that agrees to comply with certain requirements set by the U.S. Trustee (an “Authorized Depository”).

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<sup>6</sup> Contemporaneously herewith, the Debtors filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Approving the Debtor’s Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, and (III) Approving the Debtors’ Proposed Procedures for Resolving Adequate Assurance Requests* (the “Utilities Motion”).

Section 345(b) of the Bankruptcy Code requires a debtor’s bank to post a bond unless a debtor’s funds are “insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States.” 11 U.S.C. § 345(b).

18. All the banks where the Debtor Bank Accounts are held—SVB, U.S. Bank, HSBC, and JPMC (collectively, the “Cash Management Banks”)—are Authorized Depositories under the U.S. Trustee Guidelines.<sup>7</sup> Likewise, all of the Debtor Bank Accounts are insured by the Federal Deposit Insurance Corporation (the “FDIC”). Thus, the Cash Management System is compliant with the U.S. Trustee Guidelines. For the avoidance of doubt, the remaining Non-Debtor Foreign Bank Accounts are maintained by non-Debtor foreign affiliates and are thus not subject to the U.S. Trustee Guidelines.

19. Out of an abundance of caution, to the extent the Court does not determine that the requirements of section 345(b) of the Bankruptcy Code are satisfied, the Debtors request that the Court grant the Debtors a thirty (30) day extension, without prejudice to the Debtors’ right to seek and additional extension after the entry of the Interim Order, to either (a) bring the applicable Debtor Bank Accounts into compliance with section 345(b) of the Bankruptcy Code or (b) seek appropriate relief from the Court.

**B. Compliance with U.S. Trustee Guidelines as to Business Forms and Books and Records.**

20. As part of the Cash Management System, the Debtors use a variety of preprinted business forms (including letterhead, correspondence forms, invoices, and other business forms) in the ordinary course of business (collectively, and as they may be modified from time to time,

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<sup>7</sup> As of March 2023, SVB was acquired and is now functioning as a division of First Citizens Bank & Trust Company, which executed a uniform depository agreement and is an Authorized Depository.

the “Business Forms”). The Debtors also maintain books and records to document their financial results and a wide array of operating information (collectively, the “Books and Records”). To avoid a material disruption to their business operations and to minimize administrative expense to their estates, the Debtors request authorization to continue using all of the Business Forms and Books and Records in a manner consistent with prepetition practice, without reference to the Debtors’ status as chapter 11 debtors in possession.

**IV. Bank Fees.**

21. In the ordinary course of business, the Debtors incur periodic service charges and other fees in connection with maintaining the Cash Management System (collectively, the “Bank Fees”). In the twelve (12)-month period before the Petition Date, the Debtors incurred an average of approximately \$42,000 in monthly Bank Fees, in the aggregate. As of the Petition Date, the Debtors owe approximately \$50,000 in prepetition Bank Fees. To maintain the integrity of their Cash Management System, the Debtors request authority to pay any outstanding Bank Fees, including for any prepetition amounts, and to continue to pay the Bank Fees in the ordinary course on a postpetition basis. Payment of the Bank Fees will minimize disruption to the Debtors’ operations and is therefore in the best interests of their estates. Absent payment of the Bank Fees, the Cash Management Banks might assert setoff rights against the funds in the Bank Accounts, freeze the Debtor Bank Accounts, and/or refuse to provide banking services to the Debtors.

**V. Credit Card Program.**

22. As part of the Cash Management System, in the ordinary course of business and in accordance with the terms of the existing agreements between the Debtors and SVB, the Debtors provide a limited number of employees with access to credit cards issued by SVB under a corporate credit card program (the “Credit Card Program”). The Credit Card Program is used to cover

certain payments for general corporate expenses, office supplies, travel expenses, such as hotel stays and meals, and other necessary and approved company expenditures.

23. As of the Petition Date, the Debtors have issued seventeen (17) credit cards under the Credit Card Program to employees of the Debtors. Invitae Corporation is liable for all obligations owing under the Credit Card Program, (collectively, the “Credit Card Obligations”). On average, the Credit Card Obligations amount to approximately \$120,000 in the aggregate per month with approximately \$21,000 outstanding as of the Petition Date. Payments made in respect of the Credit Card Obligations are made monthly to SVB from the Master Operating Account.

24. The Credit Card Program is an integral part of the Debtors’ Cash Management System. Employees’ continued use of the Credit Cards for procurement and travel purposes is essential to the continued operation of the Debtors’ businesses. To the extent not otherwise authorized under any order of this Court granting the relief requested in the Wages Motion,<sup>8</sup> the Debtors seek authority to (a) continue using credit cards and incurring Credit Card Obligations on a postpetition basis pursuant to the Credit Card Program and (b) honor all past and future Credit Card Obligations of any of the Debtors to SVB and any of its affiliates in connection with the Credit Card Program, in the ordinary course of business on a postpetition basis, including, without limitation, making timely payments on account of charges that were made under the Credit Card Program both prior to and after the Petition Date.

## **VI. Intercompany Transactions.**

25. The Company operates as a single, integrated global enterprise under common management, and thus, in the ordinary course of business, the Debtors maintain and engage in

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<sup>8</sup> Contemporaneously herewith, the Debtors filed the *Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (II) Continue Employee Benefits Programs* (the “Wages Motion”).

routine business relationships with each other and their non-Debtor foreign affiliates (such transactions, the “Intercompany Transactions”), resulting in intercompany receivables and payables (the “Intercompany Balances”). The Intercompany Transactions are an essential component of the Debtors’ complex global operations, and they are integral to the Debtors’ ability to process payroll and payments to third-party vendors, provide enterprise-wide management and support services, and otherwise facilitate operations on a daily basis.

26. The Debtors generally account for and record all Intercompany Transactions and Intercompany Balances in their centralized accounting system, the results of which are recorded on the Debtors’ balance sheets and regularly reconciled. The Debtors will continue to track postpetition Intercompany Transactions consistent with historical practice and ensure that any setoff of a postpetition obligation owed to a Debtor against any prepetition obligation owed by a Debtor to a non-Debtor foreign affiliate will not be to the disadvantage of the Debtors.

27. The non-Debtor foreign-based affiliates do not generate funds locally and are dependent on regular funding from the Debtors to maintain their operations. Prior to the Petition Date, when a non-Debtor foreign affiliate required funding, the Debtors transferred funds from the Corporate Analyzed Checking Account to the applicable Non-Debtor Foreign Bank Account via an ordinary course Intercompany Transaction to cover business operations and costs, such as employee payroll, vendor payments, rent, utilities, taxes, and other operational costs and expenses incurred by the international offices.

28. As of the Petition Date, the Debtors do not anticipate there being a flow of funds to the Non-Debtor Foreign Accounts from the Debtor Bank Accounts. The Debtors anticipate that the Non-Debtor Foreign Banks Accounts currently have sufficient liquidity to operate. However, in the event funding is needed in the future, the Debtors seek authority to make postpetition

transfers to the Non-Debtor Foreign Bank Accounts in the ordinary course of business in accordance with past practices.

29. The Intercompany Transactions are an essential component of the Debtors' operations and Cash Management System. Any interruption of the Intercompany Transactions would severely disrupt the Debtors' operations and greatly harm the Debtors' estates and their stakeholders. Accordingly, the Debtors seek authority—and, to the extent applicable, relief from the automatic stay—to continue the Intercompany Transactions (including with respect to “netting” or setoffs) in the ordinary course of business on a postpetition basis, in a manner substantially consistent with the Debtors' past practice and to grant administrative expense status to Intercompany Balances due from the Debtors to other Debtors or non-Debtor affiliates as a result of Intercompany Transactions.<sup>9</sup>

### **Basis for Relief**

#### **I. Maintaining the Existing Cash Management System Is Essential to Maximizing the Value of the Debtors' Estates.**

30. The Cash Management System constitutes an ordinary course and essential business practice of the Debtors. The Cash Management System provides material benefits to the Debtors including, among other things, the ability to control corporate funds, ensure the availability of funds when necessary, and reduce costs and administrative expenses by facilitating the movement of funds and developing timely and accurate account balance information. Thus, to ensure the stable operation of the Debtors' businesses and realize the benefits of the Cash

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<sup>9</sup> This Motion provides an overview of the Debtors' typical Intercompany Transactions. The relief requested herein is applicable with respect to all Intercompany Transactions and is not limited to those Intercompany Transactions described in this Motion. To the extent that there are any outstanding prepetition obligations related to Intercompany Transactions not described herein, the Debtors, out of an abundance of caution, seek authority to honor such obligations.



Management System, the Debtors should be allowed to continue using the Cash Management System and should not be required to open new bank accounts.

31. Pursuant to 28 U.S.C. § 586(a)(3) and the U.S. Trustee Guidelines, debtors in possession are required to, among other things: (a) close all existing bank accounts and open new debtor in possession accounts; (b) establish one debtor in possession bank account for all estate monies required for the payment of taxes, including payroll taxes; and (c) maintain a separate debtor in possession account for cash collateral (collectively, the “Accounting Requirements”). The Accounting Requirements are intended to provide a clear line of demarcation between prepetition and postpetition transactions and operations and to prevent inadvertent payment of prepetition claims. Considering the breadth and complexity of the Debtors’ international businesses and financial affairs and the sheer number of collections, disbursements, and movement of funds through the Cash Management System on a daily basis, enforcement of the Accounting Requirements during these chapter 11 cases would severely disrupt the ordinary financial operations by reducing efficiencies and causing unnecessary expense.

32. Notwithstanding the Accounting Requirements, continuation of the Cash Management System is permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes a debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). Bankruptcy courts routinely treat requests for authority to continue using existing cash management systems as a relatively “simple matter.” *In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987). In addition, in granting such relief, courts recognize that an integrated cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” *In re Columbia Gas Sys., Inc.*, 136

B.R. 930, 934 (Bankr. D. Del. 1992), *aff'd in relevant part*, 997 F.2d 1039, 1061 (3rd Cir. 1993). As a result, courts have concluded that the requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” *Columbia Gas*, 997 F.2d at 1061; *see also Southmark Corp. v. Grosz (In re Southmark Corp.)*, 49 F.3d 1111, 1114 (5th Cir. 1995) (noting that debtor’s a cash management system allowed it “to administer more efficiently and effectively its financial operations and assets”).

33. To accomplish the goals of the Accounting Requirements without the burden and expense of overhauling the Cash Management System in the early days of these chapter 11 cases, the Debtors, with the assistance of their advisors, have implemented internal control procedures that prohibit payments on account of prepetition debts without the prior approval of the Debtors’ treasury department. In light of such protective measures, the Debtors submit that parties in interest will not be harmed by their maintenance of the Cash Management System.

34. Requiring the Debtors to adopt a new, segmented cash management system during these chapter 11 cases would be expensive, burdensome, and unnecessarily disruptive to the Debtors’ operations. Importantly, the Cash Management System provides the Debtors with the ability to track and report the location and amount of funds, which, in turn, allows management to track and control such funds, ensure cash availability, and reduce administrative costs through a centralized method of coordinating the collection and movement of funds. Any disruption of the Cash Management System could have a negative effect on the Debtors’ restructuring efforts.

35. By contrast, maintaining the current Cash Management System will facilitate the Debtors’ transition into chapter 11 by, among other things, minimizing delays in paying postpetition debts and eliminating administrative inefficiencies. Maintaining the current Cash Management System will also allow the Debtors’ treasury and accounting employees to

focus on their daily responsibilities. The Debtors can distinguish between prepetition and postpetition obligations and payments without closing the Bank Accounts and opening new ones. With the protective measures put in place by the Debtors and their advisors, the benefits of continuing the Cash Management System decidedly outweigh the costs.

36. In addition, all Cash Management Banks where the Debtors maintain Debtor Bank Accounts have been or are in the process of being advised not to honor checks, drafts, or other requests for payment issued prior to the Petition Date, except as otherwise expressly permitted by an order of the Court and as directed by the Debtors. Therefore, the goals of the U.S. Trustee Guidelines can be satisfied, and the Debtors' creditors will be protected without closing the Debtor Bank Accounts.

37. As part of the requested relief, the Debtors also seek a waiver of the requirement to establish specific bank accounts for tax payments. The Debtors' tax obligations can be paid out of the Debtor Bank Accounts as they are in the ordinary course of business, and the U.S. Trustee can adequately monitor the flow of funds into, among, and out of the accounts, as set forth in the required reporting. Moreover, the creation of a new debtor-in-possession account designated solely for tax obligations would be unnecessary and inefficient.

38. For these reasons, the Debtors submit that cause exists to continue to allow the Debtors to use the existing Debtor Bank Accounts as described herein. The Debtors will work in good faith with the U.S. Trustee, however, to resolve any concerns regarding the continued use of these accounts on a postpetition basis.

39. Courts in this district have regularly allowed debtors in large chapter 11 cases to maintain their existing cash management systems and such relief generally is non-controversial. *See, e.g., In re WeWork Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. Feb. 6, 2024) (authorizing the

debtors to continue using the cash management system maintained by the debtors prepetition on a final basis); *In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Jan. 24, 2024) (authorizing the debtors to continue using the cash management system maintained by the debtors prepetition on an interim basis); *In re Rite Aid Corp.*, No. 23-18993 (MBK) (Bankr. D.N.J. Dec. 22, 2023) (authorizing the debtors to continue using the cash management system maintained by the debtors prepetition on a final basis); *In re Whittaker, Clark & Daniels, Inc.*, No. 23-13575 (MBK) (Bankr. D.N.J. July 26, 2023) (same); *In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. July 28, 2023) (same).<sup>10</sup>

## **II. Authorizing the Debtors to Continue Using Debit, Wire, Credit Card, and ACH Payments Is Warranted.**

40. The Debtors request that the Court grant further relief from the U.S. Trustee Guidelines to the extent such guidelines require the Debtors to make all disbursements by check. In particular, the U.S. Trustee Guidelines state that all disbursements of estate funds should be made by check. As discussed above, in the ordinary course of business, the Debtors conduct transactions through wires, ACH transactions, direct deposits, and other similar methods. If the Debtors' ability to conduct transactions by these methods is impaired, the Debtors may be unable to perform under certain contracts, their business operations may be unnecessarily disrupted, and their estates will incur additional costs.

## **III. Authorizing the Cash Management Banks to Continue to Maintain, Service, and Administer the Debtor Bank Accounts in the Ordinary Course of Business Is Warranted.**

41. As discussed above, implementing the U.S. Trustee Guidelines would needlessly interrupt the Debtors' operations and impair the Debtors' efforts to preserve the value of their

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<sup>10</sup> Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

estates and restructure in an efficient manner. Thus, the Debtors respectfully request the Court authorize the continued use of the existing Cash Management System to facilitate the Debtors' transition into these chapter 11 cases. Specifically, the Debtors respectfully request that the Court authorize the Cash Management Banks to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business. In this regard, the Cash Management Banks should be authorized to receive, process, honor, and pay any and all checks, ACH transfers and other instructions, and drafts payable through, drawn, or directed on such Debtor Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto. Notwithstanding the foregoing, any check, draft, or other notification that the Debtors advise the Cash Management Banks to have been drawn, issued, or otherwise presented before the Petition Date may be honored by the Cash Management Banks only to the extent authorized by order of the Court. If the Debtors' ability to conduct transactions by these methods is impaired, the Debtors may be unable to perform under certain contracts, and payments to vendors could be delayed, resulting in unnecessary disruption to their business operations and additional costs to their estates.

42. The Debtors further request that the Court authorize the Cash Management Banks to accept and honor all representations from the Debtors as to which checks, drafts, wires, ACH, or other transfer drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, wires, ACH, or other transfers are dated before or after the Petition Date. The Debtors also request that, to the extent a bank honors a prepetition check or other item drawn on any account either (a) at the direction of the Debtors; (b) in a good-faith belief that the Court has authorized such prepetition check or item to be honored; or (c) as a result of a mistake made despite implementation of reasonable customary handling

procedures, shall not be deemed to be nor shall be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition, or otherwise, such bank will not be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item honored postpetition. The Debtors respectfully submit that such relief is reasonable and appropriate because the Cash Management Banks are not in a position to independently verify or audit whether a particular item may be paid in accordance with a Court order or otherwise.

43. Moreover, the Debtors request that the Court authorize the Cash Management Banks to (a) continue to charge the Debtors the Bank Fees, as applicable, and (b) charge back returned items to the Debtor Bank Accounts, whether such items are dated before, on, or subsequent to the Petition Date, in the ordinary course of business and only to the extent consistent with historical practices.

44. In complex chapter 11 cases such as these, courts in this and other districts often waive the U.S. Trustee Guidelines' requirement that debtors establish new postpetition bank accounts, recognizing that such requirement may harm a debtor's postpetition business operations and restructuring efforts to an extent that is out of proportion to the benefits, if any, the requirements afford the debtor's estate or parties in interest. *See, e.g., In re WeWork Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. Feb. 6, 2024) (authorizing cash management banks to continue to maintain, service, and administer debtors' bank accounts as accounts of the debtors as debtors in possession on a final basis); *In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Jan. 24, 2024) (authorizing cash management banks to continue to maintain, service, and administer debtors' bank accounts as accounts of the debtors as debtors in possession on an interim basis); *In re Rite Aid Corp.*, No. 23-18993 (MBK) (Bankr. D.N.J. Dec. 22, 2023) (authorizing cash

management banks to continue to maintain, service, and administer debtors' bank accounts as accounts of the debtors as debtors in possession on a final basis); *In re Whittaker, Clark & Daniels, Inc.*, No. 23-13575 (MBK) (Bankr. D.N.J. July 26, 2023) (same); *In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. July 28, 2023) (same).

#### **IV. The Court Should Authorize Payment of Fees and Prepetition Obligations Related to the Debtor Bank Accounts.**

45. Courts have recognized that it is appropriate to authorize the payment of prepetition obligations where necessary to protect and preserve the estate, including an operating business's going-concern value. *See, e.g., In re Just for Feet, Inc.*, 242 B.R. 821, 825–26 (D. Del. 1999); *see also In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175–76 (Bankr. S.D.N.Y. 1989); *Armstrong World Indus., Inc. v. James A. Phillips, Inc. (In re James A. Phillips, Inc.)*, 29 B.R. 391, 398 (S.D.N.Y. 1983). In so doing, these courts acknowledge that several legal theories rooted in sections 105(a) and 363(b) of the Bankruptcy Code support the payment of prepetition claims.

46. Section 363(b) of the Bankruptcy Code permits a bankruptcy court, after notice and a hearing, to authorize a debtor to “use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). “In determining whether to authorize the use, sale or lease of property of the estate under this section, courts require the debtor to show that a sound business purpose justifies such actions.” *Dai-Ichi Kangyo Bank, Ltd. v. Montgomery Ward Holding Corp. (In re Montgomery Ward Holding Corp.)*, 242 B.R. 147, 153 (D. Del. 1999) (collecting cases); *see also Armstrong World*, 29 B.R. at 397 (relying on section 363 to allow a contractor to pay prepetition claims of suppliers who were potential lien claimants because the payments were necessary for general contractors to release funds owed to debtors); *In re Ionosphere Clubs*, 98 B.R. at 175 (finding that a sound business justification existed to justify

payment of certain prepetition wages); *In re Phx. Steel Corp.*, 82 B.R. 334, 335–36 (Bankr. D. Del. 1987) (requiring the debtor to show a “good business reason” for a proposed transaction under section 363(b)).

47. Courts also authorize payment of prepetition claims in appropriate circumstances based on section 105(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code codifies a bankruptcy court’s inherent equitable powers to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Under section 105(a), courts may authorize pre-plan payments of prepetition obligations when essential to the continued operation of a debtor’s businesses. *See In re Just for Feet*, 242 B.R. at 825–26. Specifically, a court may use its power under section 105(a) of the Bankruptcy Code to authorize payment of prepetition obligations pursuant to the “necessity of payment” rule (also referred to as the “doctrine of necessity”). *See, e.g., In re Ionosphere Clubs*, 98 B.R. at 176; *In re Lehigh & New England Ry Co.*, 657 F.2d 570, 581 (3d Cir. 1981) (stating that courts may authorize payment of prepetition claims when there “is the possibility that the creditor will employ an immediate economic sanction, failing such payment”); *see also In re Columbia Gas Sys., Inc.*, 171 B.R. 189, 191–92 (Bankr. D. Del. 1994) (noting that, in the Third Circuit, debtors may pay prepetition claims that are essential to the continued operation of the business). A bankruptcy court’s use of its equitable powers to “authorize the payment of prepetition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept.” *In re Ionosphere Clubs*, 98 B.R. at 175–76 (citing *Miltenberger v. Logansport, C. & S.W. Ry. Co.*, 106 U.S. 286 (1882)). Indeed, at least one court has recognized that there are instances when a debtor’s fiduciary duty can “only be fulfilled by the preplan satisfaction of a prepetition claim.” *In re CoServ*, 273 B.R. at 497.



48. These standards are satisfied here because the payment of fees, including Bank Fees, and related prepetition obligations are necessary to maintain the Cash Management System and avoid any disruption in the administration of the Debtor Bank Accounts. The Debtors request authority to continue to pay the Bank Fees, including any prepetition Bank Fees, in the ordinary course of business, in light of the material benefit of maintaining the Cash Management System. The relief requested represents a sound exercise of the Debtors' business judgment, is necessary to avoid immediate and irreparable harm to the Debtors' estates, and is therefore justified under sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 6003.

**V. The Court Should Authorize the Debtors to Continue Using Existing Business Forms and Books and Records.**

49. To avoid disruption of the Cash Management System and unnecessary expenses, the Debtors request authorization to continue to use the Business Forms and Books and Records substantially in the form existing immediately before the Petition Date, without reference to their status as debtors in possession.

50. The Debtors submit that parties in interest will not be prejudiced by this relief. Parties doing business with the Debtors likely will be aware of their status as debtors in possession and, thus, changing Business Forms is unnecessary and would be unduly burdensome. The Debtors further submit that once they have exhausted their existing stock of Business Forms, they shall ensure that any new Business Forms are clearly labeled "Debtors in Possession." With respect to any Business Forms that exist or are generated electronically, the Debtors shall ensure that such electronic Business Forms are clearly labeled "Debtors in Possession."

51. The Debtors should also be permitted to maintain their existing Books and Records rather than open a new set as required under the U.S. Trustee Guidelines. The Debtors use a sophisticated recordkeeping system that enables them to consolidate their Books and Records for

financial reporting purposes while tracking operations and results of individual entities across their corporate structure. Continued use of the Debtors' current Books and Records, therefore, will maximize efficiency and reduce administrative strain on the Debtors in these chapter 11 cases.

**VI. The Court Should Authorize the Debtors to Continue Conducting Intercompany Transactions in the Ordinary Course and Grant Administrative Priority Status to Postpetition Intercompany Claims Among the Debtors and Non-Debtors.**

52. The Debtors' funds move through the Cash Management System as described above. At any given time, there may be intercompany claims (the "Intercompany Claims") owed by one Debtor to another Debtor, or a Debtor to a non-Debtor affiliate (or vice versa). Intercompany Transactions are made between and among the Debtors and their non-Debtor affiliate in the ordinary course as part of the Cash Management System. The Debtors track and reconcile all fund transfers in their accounting system on a monthly basis, and can ascertain, trace, and account for all Intercompany Transactions previously described. The Debtors, moreover, will continue to maintain records of such Intercompany Transactions. If the Intercompany Transactions were to be discontinued, the Cash Management System and related administrative controls would be disrupted to the Debtors' and each of their estates' detriment. Accordingly, the Debtors respectfully submit that the continued performance of the Intercompany Transactions is in the best interest of the Debtors' estates and their creditors and, therefore, the Debtors should be permitted to continue such performance.

53. Because certain of the Intercompany Transactions represent extensions of intercompany credit made in the ordinary course of business that are an essential component of the Cash Management System, the Debtors respectfully request the authority to continue conducting Intercompany Transactions postpetition in the ordinary course of business without the need for further Court order. The Debtors further request that pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all postpetition payments on account of the postpetition

Intercompany Transactions between or among the Debtors or non-Debtor affiliates that give rise to an Intercompany Claim be accorded administrative expense status, which would result in an administrative expense claim in favor of the applicable Debtor payer. This relief will ensure that each entity receiving payments from a Debtor will continue to bear ultimate repayment responsibility for such ordinary course transactions, thereby reducing the risk that these transactions would jeopardize the recoveries available to each Debtor's respective creditors. For the avoidance of doubt, the relief requested herein with respect to the postpetition Intercompany Transactions and the intercompany balances resulting therefrom shall not constitute an admission of the Debtors or any other party as to the validity, priority, or status of any prepetition intercompany balance or the Intercompany Transaction(s) from which such intercompany balance may have arisen.

54. Similar relief has been granted in other comparable multi-debtor chapter 11 cases in this district and others. *See, e.g., In re WeWork Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. Feb. 6, 2024) (authorizing postpetition intercompany transactions between debtors and granting administrative expense status to intercompany claims related thereto on a final basis); *In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Jan. 24, 2024) (authorizing postpetition intercompany transactions between debtors and granting administrative expense status to intercompany claims related thereto on an interim basis); *In re Rite Aid Corp.*, No. 23-18993 (MBK) (Bankr. D.N.J. Dec. 22, 2023) (authorizing postpetition intercompany transactions between debtors and granting administrative expense status to intercompany claims related thereto on a final basis); *In re Whittaker, Clark & Daniels, Inc.*, No. 23-13575 (MBK) (Bankr. D.N.J. July 26, 2023) (same); *In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. July 28, 2023) (same).

**Processing of Checks and Electronic Fund Transfers Should Be Authorized**

55. The Debtors have sufficient funds to pay the amounts described in this Motion in the ordinary course of business by virtue of expected cash flows from ongoing business operations and anticipated access to cash collateral. In addition, under the Debtors' existing cash management system, the Debtors can readily identify checks or wire transfer requests as relating to any authorized payment in respect of the relief requested herein. Accordingly, the Debtors believe that checks or wire transfer requests, other than those relating to authorized payments, will not be honored inadvertently. Therefore, the Debtors respectfully request that the Court authorize all applicable financial institutions, when requested by the Debtors, to receive, process, honor, and pay any and all checks or wire transfer requests in respect of the relief requested in this Motion.

**The Requirements of Bankruptcy Rule 6003(b) Are Satisfied**

56. Bankruptcy Rule 6003 empowers a court to grant relief within the first twenty-one (21) days after the Petition Date "to the extent that relief is necessary to avoid immediate and irreparable harm." Fed. R. Bankr. P. 6003. As set forth in this Motion, the Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of their operations and that any delay in granting the relief requested could hinder the Debtors' operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first twenty-one (21) days of these chapter 11 cases would severely disrupt the Debtors' operations at this critical juncture. For the reasons discussed herein, the relief requested is vital to a smooth transition into chapter 11. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 to support the relief requested herein.

**Waiver of Bankruptcy Rule 6004(a) and 6004(h)**

57. To implement the foregoing successfully, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the fourteen (14) day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

**Waiver of Memorandum of Law**

58. The Debtors respectfully request that the Court waive the requirement to file a separate memorandum of law pursuant to Local Rule 9013-1(a)(3) because the legal basis upon which the Debtors rely is set forth herein and the Motion does not raise any novel issues of law.

**Reservation of Rights**

59. Nothing contained in this Motion or any order granting the relief requested in this Motion, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with any such order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, priority of, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim 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 this Motion or any order granting the relief requested by this Motion, except as otherwise provided in the Motion; (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 as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

**No Prior Request**

60. No prior request for the relief sought in this Motion has been made to this or any other court.

**Notice**

61. The Debtors will provide notice of this Motion to the following parties and/or their respective counsel, as applicable: (a) the office of the United States Trustee for the District of New Jersey; (b) the Debtors' thirty (30) largest unsecured creditors (on a consolidated basis); (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 Cash Management Banks; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of the page left intentionally blank.]*

**WHEREFORE**, the Debtors respectfully request entry of the Interim Order and Final Order, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, and granting the relief requested herein.

Dated: February 13, 2024

*/s/ Michael D. Sirota*

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*Proposed Co-Counsel to the Debtors and  
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**Exhibit A**

**Proposed Interim 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)  
(Joint Administration Requested)

**INTERIM ORDER AUTHORIZING THE  
DEBTORS TO (A) CONTINUE TO OPERATE THEIR CASH  
MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION  
OBLIGATIONS RELATED THERETO, (C) MAINTAIN EXISTING  
BUSINESS FORMS, AND (D) PERFORM INTERCOMPANY TRANSACTIONS**

The relief set forth on the following pages, numbered three (3) through sixteen (16), is  
**ORDERED.**

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<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' proposed claims and noticing agent at [www.kccllc.net/invitae](http://www.kccllc.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)**

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*Proposed Co-Counsel for Debtors and Debtors in Possession*

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Debtors: INVITAE CORPORATION, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: INTERIM ORDER AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITIONS OBLIGATIONS RELATED THERETO, (C) MAINTAIN EXISTING BUSINESS FORMS, AND (D) PERFORM INTERCOMPANY TRANSACTIONS

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Upon the *Debtors' Motion For Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Perform Intercompany Transactions* (the "Motion"),<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an interim order (this "Interim Order") (a) authorizing the Debtors to (i) continue to operate their Cash Management System and maintain their existing Debtor Bank Accounts, (ii) honor certain prepetition or postpetition obligations related thereto, (iii) maintain existing Business Forms in the ordinary course of business, and (iv) continue to perform the Intercompany Transactions consistent with historical practice, and (b) scheduling a final hearing (the "Final Hearing") to consider approval of the Motion on a final basis, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

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statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on an interim basis as set forth herein.

2. The Final Hearing on the Motion will be held on \_\_\_\_\_, **2024, at \_\_\_\_\_**

**(Eastern Time)**. Objections, if any, that relate to the Motion shall be filed and served so as to be actually received by (i) the Debtors' proposed counsel; (ii) the office of the United States Trustee for the District of New Jersey; (iii) the agent to the Secured Notes; (iv) the indenture trustee to the 2024 Convertible Notes; (v) the indenture trustee to the 2028 Convertible Notes; (vi) counsel to the Required Holders; (vii) counsel to the 2028 Convertible Noteholders, and (viii) counsel to any statutory committee appointed in these chapter 11 cases on or before \_\_\_\_\_, **2024, at 4:00 p.m. (Eastern Time)**. If no objections are filed to the Motion, the Court may enter an order approving the relief requested in the Motion on a final basis without further notice or hearing.

3. The Debtors are authorized, on an interim basis, to: (a) continue operating the Cash Management System, substantially as identified on **Exhibit 1** attached hereto and as described in the Motion; (b) honor their prepetition obligations related thereto; (c) use, in their present form, all preprinted correspondence and Business Forms (including letterhead) without reference to the Debtors' status as debtors in possession, and continue using, in their present form, the Books and Records; (d) subject to paragraph 19, continue to perform Intercompany Transactions; (e) continue

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the Credit Card Program and honor all obligations thereunder; (f) continue to use, with the same account numbers, the Debtor Bank Accounts in existence as of the Petition Date, including those accounts identified on **Exhibit 2** attached hereto, in the names and with the account numbers existing immediately before the Petition Date, without the need to comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Guidelines (to the extent applicable); (g) treat the Debtor Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (h) deposit funds in and withdraw funds from the Debtor Bank Accounts by all usual means, including checks, wire transfers, and other debits; and (i) pay the Bank Fees, including any prepetition amounts and any ordinary course Bank Fees incurred in connection with the Debtor Bank Accounts and to otherwise perform their obligations under the documents governing the Debtor Bank Accounts *provided* that in each case, such action is taken in the ordinary course of business and consistent with historical practices; *provided, further*, that any changes or modifications to the Cash Management System shall be subject to the consent of the Required Holders, not to be unreasonably held. Notwithstanding the foregoing, once the Debtors have exhausted their existing supply of correspondence, business forms stock and checks, the Debtors will obtain new business forms stock and checks that are clearly labeled “Debtors-in-Possession” and include the corresponding lead bankruptcy case number on all checks. Further, within fourteen (14) days of entry of this Interim Order, the Debtors shall update any electronically produced checks to reflect their status as “Debtors-In-Possession” and include the corresponding bankruptcy

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case number, without prejudice to seeking an extension of such requirement upon request and, if denied, by court order.

4. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business consistent with historical practices, and to receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order; *provided* that the Debtors shall only instruct or request any Cash Management Bank to pay or honor any check, draft, or other payment item issued on a Debtor Bank Account prior to the Petition Date but presented to such Cash Management Bank for payment after the Petition Date as authorized by an order of the Court.

5. The Cash Management Banks are authorized to debit the Debtors' accounts in the ordinary course of business, consistent with historical practices and the Cash Management System, without the need for further order of this Court for: (a) all checks drawn on the Debtors' accounts which are cashed at the Cash Management Banks' counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of Debtors' accounts with the Cash Management Banks prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection

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therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to the Cash Management Banks as service charges for the maintenance of the Cash Management System.

6. Any existing deposit agreements between or among the Debtors, the Cash Management Banks, and other parties shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect unless otherwise ordered by the Court, and the Debtors and the Cash Management Banks may, without further order of this Court, agree to and implement changes to the Cash Management System and cash management procedures in the ordinary course of business, consistent with historical practices, including, without limitation, the opening and closing of bank accounts, subject to the terms and conditions of this Interim Order. The Debtors shall provide notice within three (3) business days to the U.S. Trustee, counsel to the Prepetition Secured Agent, counsel to the Required Holders, and counsel to any statutory committees prior to making any material changes to the Cash Management System.

7. To the extent any of the Debtor Bank Accounts are not in compliance with section 345(b) of the Bankruptcy Code or any of the U.S. Trustee's requirements or guidelines, the Debtors shall have until a date that is thirty (30) days from entry of this Interim Order, without prejudice to seeking additional extensions, to either come into compliance with section 345(b) of the Bankruptcy Code and any of the U.S. Trustee's requirements or guidelines or to make such

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other arrangements as are agreed to by the U.S. Trustee or approved by the Court. The Debtors may obtain a further extension of the thirty (30) day period referenced above by written stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

8. For the Cash Management Banks at which the Debtors hold Debtor Bank Accounts that are party to a Uniform Depository Agreement for the District of New Jersey, within five (5) days of the date of entry of this Interim Order, the Debtors shall (a) contact the Cash Management Banks, (b) provide the Cash Management Banks with each of the Debtors' employer identification numbers, and (c) identify each of the Debtor Bank Accounts held at the Cash Management Banks as being held by a debtor in possession in the Debtors' bankruptcy cases, and provide the case number.

9. To the extent any banks at which the Debtors hold Debtor Accounts are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully preserved.

10. Subject to the terms hereof and the consent of the Required Holders, not to be unreasonably held, the Debtors are authorized in the ordinary course of business and consistent



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with historical practices, to open any new bank accounts or close any existing bank accounts and enter into any ancillary agreements, including deposit account control agreements, related to the foregoing, as they may deem necessary and appropriate. The relief granted in this Interim Order is extended to any new bank account opened by the Debtors in the ordinary course of business after the date hereof, which account shall be deemed a “Debtor Bank Account,” and to the bank at which such account is opened, which bank shall be deemed a “Cash Management Bank”; *provided* that any such new bank account shall be established at an institution that is (a) a party to a Uniform Depository Agreement with the U.S Trustee for Region 3 or is willing to immediately execute a Uniform Depository Agreement and (b) agrees to be bound by the terms of this Interim Order. The Debtors shall provide notice within one (1) business day of the opening of a new Debtor Bank Account or closing of any Debtor Bank Account to (i) the U.S. Trustee, (ii) counsel to the Prepetition Secured Agent, (iii) counsels to the Required Holders and (iv) counsel to any statutory committees. In addition, the opening or closing of any Debtor Bank Account shall be timely indicated on the Debtors’ monthly operating reports. The parties specified in clauses (i) through (iv) above will have fourteen (14) days from receipt of such notice to file any objection with regard to the opening of a new Debtor Bank Account or closing of any Debtor Bank Account, or such later date as may be extended by the Court or agreed to between the Debtors, the U.S. Trustee, and/or any statutory committees appointed in these chapter 11 cases. Any new debtor-in-possession bank account must bear the designation “Debtor-in-Possession” and designated as “Debtor-in-Possession” accounts with the case number.

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11. All banks maintaining any of the Debtor Bank Accounts that are provided with notice of this Interim Order shall not honor or pay any bank payments drawn on the listed Debtor Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue timely stop payment orders in accordance with the documents governing such Debtor Bank Accounts.

12. The Cash Management Banks are authorized, without further order of this Court, to deduct any applicable fees from the applicable Debtor Bank Accounts in the ordinary course of business consistent with historical practices.

13. The Cash Management Banks are authorized, without further order of this Court, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such returned items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

14. Subject to the terms set forth herein, any bank, including the Cash Management Banks, may rely upon the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors a prepetition check or other item drawn on any account that is the subject of this Interim Order (a) at the direction of the Debtors, (b) in a good-faith belief that this Court has authorized such prepetition check or item to be

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honored, or (c) as a result of a mistake made despite implementation of reasonable customary handling procedures, shall not be deemed to be nor shall be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition, or otherwise deemed to be in violation of this Interim Order.

15. Any banks, including the Cash Management Banks, are further authorized to honor the Debtors' directions with respect to the opening and closing of any Debtor Bank Account and accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions; *provided* that the Cash Management Banks shall not have any liability to any party for relying on such representations to the extent such reliance otherwise complies with applicable law.

16. The Debtors are authorized to continue using the Credit Card Program in the ordinary course of business and consistent with prepetition practices, including by paying to SVB prepetition and postpetition Credit Card Obligations outstanding with respect thereto, subject to the limitations of this Interim Order and any other applicable interim and/or final orders of this Court.

17. The Debtors are authorized to enter into, engage in, and satisfy any payments in connection with the Intercompany Transactions, including those related to transfers to the non-Debtor foreign-based affiliates, and to take any actions related thereto, in each case on the same terms as (including with respect to amount), in the ordinary course and consistent with past practice.

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18. The Debtors are authorized to continue engaging in Intercompany Transactions (including with respect to “netting” or setoffs) in connection with the Cash Management System in the ordinary course of business on a postpetition basis in a manner consistent with the Debtors’ past practice. For the avoidance of doubt, the Debtors are also authorized to continue Intercompany Transactions arising from or related to the operation of their businesses, including Intercompany Transactions with non-Debtor affiliates to the extent ordinary course and consistent with past practice.

19. The Debtors shall maintain accurate and detailed records of all Intercompany Transactions and the payment of Intercompany Claims so that all transactions may be readily traced, ascertained, and recorded properly on applicable intercompany accounts (if any) and distinguished between prepetition and postpetition transactions for the purposes of determining administrative expense status. During the interim period, upon the request of the U.S. Trustee, which request has been made, or any statutory committee appointed in these chapter 11 cases, the Debtors shall provide access to such records to the U.S. Trustee and/or the advisors to any statutory committee appointed in these chapter 11 cases on a confidential, professional-eyes-only basis.

20. All postpetition payments from a Debtor to another Debtor or non-Debtor under any postpetition Intercompany Transactions authorized hereunder that result in an Intercompany Claim are hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code; *provided*, however, that all such postpetition payments on account of any Intercompany Transaction shall be junior and subordinate to any superpriority administrative expense claims or

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liens granted under the orders approving the Cash Collateral Motion (the “Cash Collateral Order”) including, but not limited to the Prepetition Adequate Protection Claims and Prepetition Adequate Protection Liens (each as defined in the Cash Collateral Order).

21. Nothing contained in the Motion or this Interim Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date or (b) alter or impair the validity, priority, enforceability, or perfection of any security interest or lien or setoff right, in favor of any person or entity, that existed as of the Petition Date.

22. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors’ designation of any particular check or electronic payment request as approved by this Interim Order.

23. Nothing contained in the Motion or this Interim Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Interim Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, priority of, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors’ or any other party in interest’s right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim;

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(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 Motion or this Interim Order except as otherwise provided in this Interim 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 as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

24. Notwithstanding the Debtors' use of a consolidated Cash Management System, the Debtors shall calculate their quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor regardless of which entity pays those disbursements.

25. Debtors shall maintain records of all transfers within the Cash Management System, so that all transfers and transactions shall be adequately and promptly documented in, and ascertainable from, the Debtors' Books and Records, to the same extent as maintained prior to the commencement of these chapter 11 cases.

26. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this Interim Order.

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27. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

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

29. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

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

32. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

33. The Debtors shall serve by regular mail a copy of this Interim Order and the Motion on all parties required to receive such service pursuant to Local Rule 9013-5(f) within two (2) business days after the entry of this Interim Order

34. Any party may move for modification of this Interim Order in accordance with Local Rule 9013-5(e).

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RELATED THERETO, (C) MAINTAIN EXISTING BUSINESS FORMS,  
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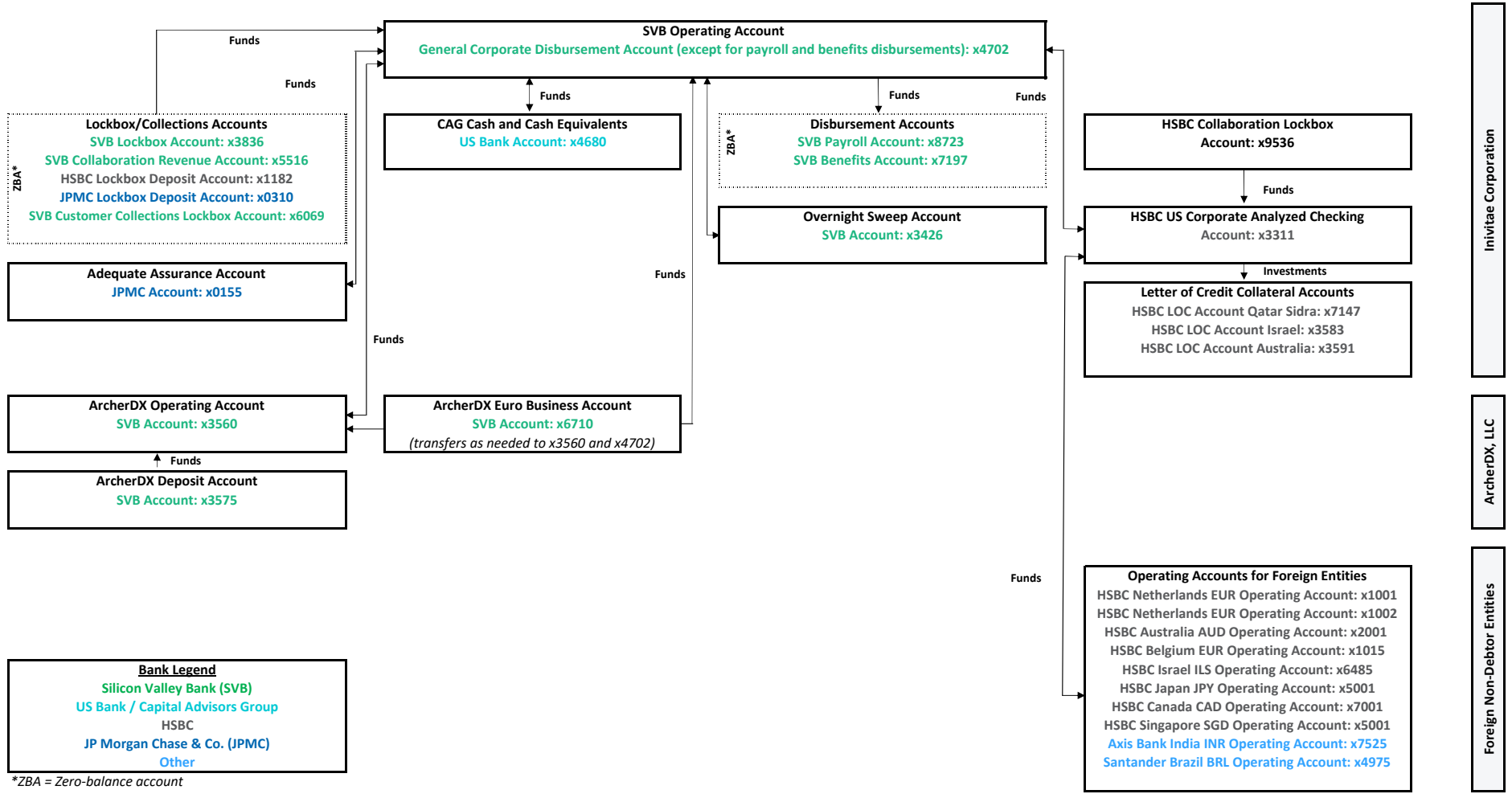
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35. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.



**Exhibit 1**

**Cash Management System Schematic**



**Exhibit 2**

**Bank Accounts**

No.	Entity	Bank	Location	Description	Account No.	Currency
<i>Debtor Bank Accounts</i>						
1.	Invitae Corporation	SVB	U.S.	Master Operating Account	x4702	USD
2.	Invitae Corporation	HSBC	U.S.	Corporate Analyzed Checking Account	x3311	USD
3.	Invitae Corporation	HSBC	U.S.	Collaboration Lockbox Account	x9536	USD
4.	Invitae Corporation	SVB	U.S.	Payroll Account	x8723	USD
5.	Invitae Corporation	SVB	U.S.	Benefits Account	x7197	USD
6.	Invitae Corporation	SVB	U.S.	Overnight Sweep Account	x3426	USD
7.	Invitae Corporation	U.S. Bank	U.S.	Cash and Cash Equivalents Account	x4680	USD
8.	Invitae Corporation	SVB	U.S.	Collaboration Revenue Lockbox Account	x5516	USD
9.	Invitae Corporation	SVB	U.S.	Lockbox Account	x3836	USD
10.	Invitae Corporation	SVB	U.S.	Customer Collections Lockbox Account	x6069	USD
11.	Invitae Corporation	HSBC	U.S.	Lockbox Account	x1182	USD
12.	Invitae Corporation	JPMC	U.S.	Lockbox Account	x0310	USD
13.	ArcherDX, LLC	SVB	U.S.	ArcherDX Deposit Account	x3575	USD
14.	ArcherDX, LLC	SVB	U.S.	ArcherDX Operating Account	x3560	USD
15.	ArcherDX, LLC	SVB	U.S.	ArcherDX Euro Business Account	x6710	EUR
16.	Invitae Corporation	JPMC	U.S.	Adequate Assurance Account	x0155	USD
<i>Non-Debtor Bank Accounts</i>						
17.	Invitae Canada Inc.	HSBC	Canada	Non-Debtor Foreign Bank Account	x7001	CAD
18.	Invitae Latvia SIA	HSBC	Latvia	Non-Debtor Foreign Bank Account	x1002	EUR
19.	Invitae Netherlands B.V.	HSBC	Netherlands	Non-Debtor Foreign Bank Account	x8598	EUR
20.	Invitae Israel Inc. Ltd.	HSBC	Israel	Non-Debtor Foreign Bank Account	x6485	ISL
21.	Invitae Japan K.K.	HSBC	Japan	Non-Debtor Foreign Bank Account	x5001	JPY
22.	Invitae Singapore Pte. Ltd.	HSBC	Singapore	Non-Debtor Foreign Bank Account	x5001	SGD
23.	Invitae Australia Pty Ltd.	HSBC	Australia	Non-Debtor Foreign Bank Account	x2001	AUS
24.	Orbicule B.V. d/b/a Diploid	HSBC	Belgium	Non-Debtor Foreign Bank Account	x1015	EUR
25.	Genelex India Pvt Ltd.	Axis Bank	India	Non-Debtor Foreign Bank Account	x7525	IND
26.	Invitae Medical Genetics Brasil Ltda.	Santander	Brazil	Non-Debtor Foreign Bank Account	x0001	BRL

**Exhibit B**

**Proposed Final Order**

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

<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)

(Joint Administration Requested)

**FINAL ORDER AUTHORIZING  
THE DEBTORS TO (A) CONTINUE TO  
OPERATE THEIR CASH MANAGEMENT SYSTEM,  
(B) HONOR CERTAIN PREPETITION OBLIGATIONS  
RELATED THERETO, (C) MAINTAIN EXISTING BUSINESS  
FORMS, AND (D) PERFORM INTERCOMPANY TRANSACTIONS**

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The relief set forth on the following pages, numbered three (3) through fourteen (14),  
is **ORDERED**.

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<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' proposed claims and noticing agent at [www.kccllc.net/invitae](http://www.kccllc.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. (*pro hac vice* pending)

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Debtors: INVITAE CORPORATION, *et al.*

Case No. 24-11362 (MBK)

Caption of Order: FINAL ORDER AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN EXISTING BUSINESS FORMS, AND (D) PERFORM INTERCOMPANY TRANSACTIONS

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Upon the *Debtors' Motion For Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Perform Intercompany Transactions* (the "Motion"),<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of a final order (this "Final Order") (a) authorizing the Debtors to (i) continue to operate their Cash Management System and maintain their existing Debtor Bank Accounts, (ii) honor certain prepetition or postpetition obligations related thereto, (iii) maintain existing Business Forms in the ordinary course of business, and (iv) continue to perform the Intercompany Transactions consistent with historical practice, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that sufficient cause exists for the relief set forth herein; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in

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



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support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. The Debtors are authorized, on a final basis, to: (a) continue operating the Cash Management System, substantially as identified on **Exhibit 1** attached hereto and as described in the Motion; (b) honor their prepetition obligations related thereto; (c) use, in their present form, all preprinted correspondence and Business Forms (including letterhead) without reference to the Debtors' status as debtors in possession, and continue using, in their present form, the Books and Records; (d) subject to paragraph 18, continue to perform Intercompany Transactions; (e) continue the Credit Card Program and honor all obligations thereunder; (f) continue to use, with the same account numbers, the Debtor Bank Accounts in existence as of the Petition Date, including those accounts identified on **Exhibit 2** attached hereto, in the names and with the account numbers existing immediately before the Petition Date, without the need to comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Guidelines (to the extent applicable); (g) treat the Debtor Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (h) deposit funds in and withdraw funds from the Debtor Bank Accounts by all usual means, including checks, wire transfers, and other debits; and (i) pay the Bank Fees, including any prepetition amounts and any ordinary course Bank Fees incurred in connection with the

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Debtor Bank Accounts and to otherwise perform their obligations under the documents governing the Debtor Bank Accounts; *provided* that in each case, such action is taken in the ordinary course of business and consistent with historical practices, *provided, further*, that any changes or modifications to the Cash Management System shall be subject to the consent of the Required Holders, not to be unreasonably withheld. Notwithstanding the foregoing, once the Debtors have exhausted their existing supply of correspondence, business forms stock and checks, the Debtors will obtain new business forms stock and checks that are clearly labeled “Debtors-In-Possession” and include the corresponding bankruptcy case number on all checks.

3. The Cash Management Banks are authorized to continue to maintain, service, and administer the Debtor Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business consistent with historical practices, and to receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, credit card payments, and ACH transfers issued and drawn on the Debtor Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be, and all such banks and financial institutions are authorized to rely on the Debtors’ designation of any particular check or electronic payment request as approved by this Final Order; *provided* that the Debtors shall only instruct or request any Cash Management Bank to pay or honor any check, draft, or other payment item issued on a Debtor Bank Account prior to the Petition Date but presented to such Cash Management Bank for payment after the Petition Date as authorized by an order of the Court.

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4. The Debtors are authorized to continue using the Credit Card Program in the ordinary course of business and consistent with prepetition practices, including by paying to SVB prepetition and postpetition Credit Card Obligations outstanding with respect thereto, subject to the limitations of this Final Order and any other applicable interim and/or final orders of this Court.

5. The Cash Management Banks are authorized to debit the Debtors' accounts in the ordinary course of business, consistent with historical practices and the Cash Management System, without the need for further order of this Court for: (a) all checks drawn on the Debtors' accounts which are cashed at the Cash Management Banks' counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of Debtors' accounts with the Cash Management Banks prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to the Cash Management Banks as service charges for the maintenance of the Cash Management System.

6. Any existing deposit agreements between or among the Debtors, the Cash Management Banks, and other parties shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect unless otherwise ordered by the Court, and the Debtors and the Cash Management Banks may, without further order of this Court, agree to and implement

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changes to the Cash Management System and cash management procedures in the ordinary course of business, consistent with historical practices, including, without limitation, the opening and closing of bank accounts, subject to the terms and conditions of this Final Order. The Debtors shall provide notice within three (3) business days to the U.S. Trustee, counsel to the Prepetition Secured Agent, counsel to the Required Holders, and counsel to any statutory committees prior to making any material changes to the Cash Management System.

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

8. For the Cash Management Bank at which the Debtors hold Debtor Bank Accounts that are party to a Uniform Depository Agreement for the District of New Jersey, within five (5) days of the date of entry of this Final Order, the Debtors shall (a) contact the Cash Management Bank, (b) provide the Cash Management Bank with each of the Debtors' employer identification numbers, and (c) identify each of the Debtor Bank Accounts held at the Cash Management Bank

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as being held by a debtor in possession in the Debtors' bankruptcy cases, and provide the case number.

9. To the extent any banks at which the Debtors hold Debtor Accounts are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully preserved.

10. Subject to the terms hereof and the consent of the Required Holders, not to be unreasonably withheld, the Debtors are authorized in the ordinary course of business and consistent with historical practices, to open any new bank accounts or close any existing bank accounts and enter into any ancillary agreements, including deposit account control agreements, related to the foregoing, as they may deem necessary and appropriate. The relief granted in this Final Order is extended to any new bank account opened by the Debtors in the ordinary course of business after the date hereof, which account shall be deemed a "Debtor Bank Account," and to the bank at which such account is opened, which bank shall be deemed a "Cash Management Bank"; *provided* that any such new bank account shall be established at an institution that is (a) a party to a Uniform Depository Agreement with the U.S. Trustee for Region 3 or is willing to immediately execute a Uniform Depository Agreement and (b) agrees to be bound by the terms of

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this Final Order. The Debtors shall provide notice within one (1) business day of the opening of a new Debtor Bank Account or closing of any Debtor Bank Account to (i) the U.S. Trustee, (ii) counsel to the Prepetition Secured Agent, (iii) counsels to the Required Holders and (iv) counsel to any statutory committees. In addition, the opening or closing of any Debtor Bank Account shall be timely indicated on the Debtors' monthly operating reports. The parties specified in clauses (i) through (iv) will have fourteen (14) days from receipt of such notice to file any objection with regard to the opening of a new Debtor Bank Account or closing of any Debtor Bank Account, or such later date as may be extended by the Court or agreed to between the Debtors, the U.S. Trustee, and/or any statutory committees appointed in these chapter 11 cases. Any new debtor-in-possession bank account must bear the designation "Debtor-in-Possession" and designated as "Debtor-in-Possession" accounts with the case number.

11. All banks maintaining any of the Debtor Bank Accounts that are provided with notice of this Final Order shall not honor or pay any bank payments drawn on the listed Debtor Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue timely stop payment orders in accordance with the documents governing such Debtor Bank Accounts.

12. The Cash Management Banks are authorized, without further order of this Court, to deduct any applicable fees from the applicable Debtor Bank Accounts in the ordinary course of business consistent with historical practices.

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13. The Cash Management Banks are authorized, without further order of this Court, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such returned items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

14. Subject to the terms set forth herein, any bank, including the Cash Management Banks, may rely upon the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors a prepetition check or other item drawn on any account that is the subject of this Final Order (a) at the direction of the Debtors, (b) in a good-faith belief that this Court has authorized such prepetition check or item to be honored, or (c) as a result of a mistake made despite implementation of reasonable customary handling procedures, shall not be deemed to be nor shall be liable to the Debtors, their estates, or any other party on account of such prepetition check or other item being honored postpetition, or otherwise deemed to be in violation of this Final Order.

15. Any banks, including the Cash Management Banks, are further authorized to honor the Debtors' directions with respect to the opening and closing of any Debtor Bank Account and accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions;

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*provided* that the Cash Management Banks shall not have any liability to any party for relying on such representations to the extent such reliance otherwise complies with applicable law.

16. The Debtors are authorized to enter into, engage in, and satisfy any payments in connection with the Intercompany Transactions, including those related to transfers to the non-Debtor foreign based affiliates, and to take any actions related thereto, in each case on the same terms as (including with respect to amount), in the ordinary course and consistent with past practice.

17. The Debtors are authorized to continue engaging in Intercompany Transactions (including with respect to “netting” or setoffs) in connection with the Cash Management System in the ordinary course of business on a postpetition basis in a manner consistent with the Debtors’ past practice. For the avoidance of doubt, the Debtors are also authorized to continue Intercompany Transactions arising from or related to the operation of their businesses, including Intercompany Transactions with non-Debtor affiliates to the extent ordinary course and consistent with past practice.

18. The Debtors shall maintain accurate and detailed records of all Intercompany Transactions and the payment of Intercompany Claims so that all transactions may be readily traced, ascertained, and recorded properly on applicable intercompany accounts (if any) and distinguished between prepetition and postpetition transactions for the purposes of determining administrative expense status. Upon the request of the U.S. Trustee or any statutory committee appointed in these chapter 11 cases, the Debtors shall provide access to such records to



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the U.S. Trustee and/or the advisors to any statutory committee appointed in these chapter 11 cases on a confidential, professional-eyes-only basis.

19. All postpetition payments from a Debtor to another Debtor or non-Debtor under any postpetition Intercompany Transactions authorized hereunder that result in an Intercompany Claim are hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code; *provided*, however, that all such postpetition payments on account of any Intercompany Transaction shall be junior and subordinate to any superpriority administrative expense claims or liens granted under the orders approving the Cash Collateral Motion (the “Cash Collateral Order”) including, but not limited to the Prepetition Adequate Protection Claims and Prepetition Adequate Protection Liens (each as defined in the Cash Collateral Order).

20. Nothing contained in the Motion or this Final Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date or (b) alter or impair the validity, priority, enforceability, or perfection of any security interest or lien or setoff right, in favor of any person or entity, that existed as of the Petition Date.

21. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors’ designation of any particular check or electronic payment request as approved by this Final Order.

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22. Nothing contained in the Motion or this Final Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Final Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, priority of, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim 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 Motion or this Final Order except as otherwise provided in this Final 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 as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

23. Notwithstanding the Debtors' use of a consolidated Cash Management System, the Debtors shall calculate their quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor regardless of which entity pays those disbursements.

24. Debtors shall maintain records of all transfers within the Cash Management System, so that all transfers and transactions shall be adequately and promptly documented in, and

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ascertainable from, the Debtors' Books and Records, to the same extent as maintained prior to the commencement of these chapter 11 cases.

25. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein and to the extent authorized by this Final Order.

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

27. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

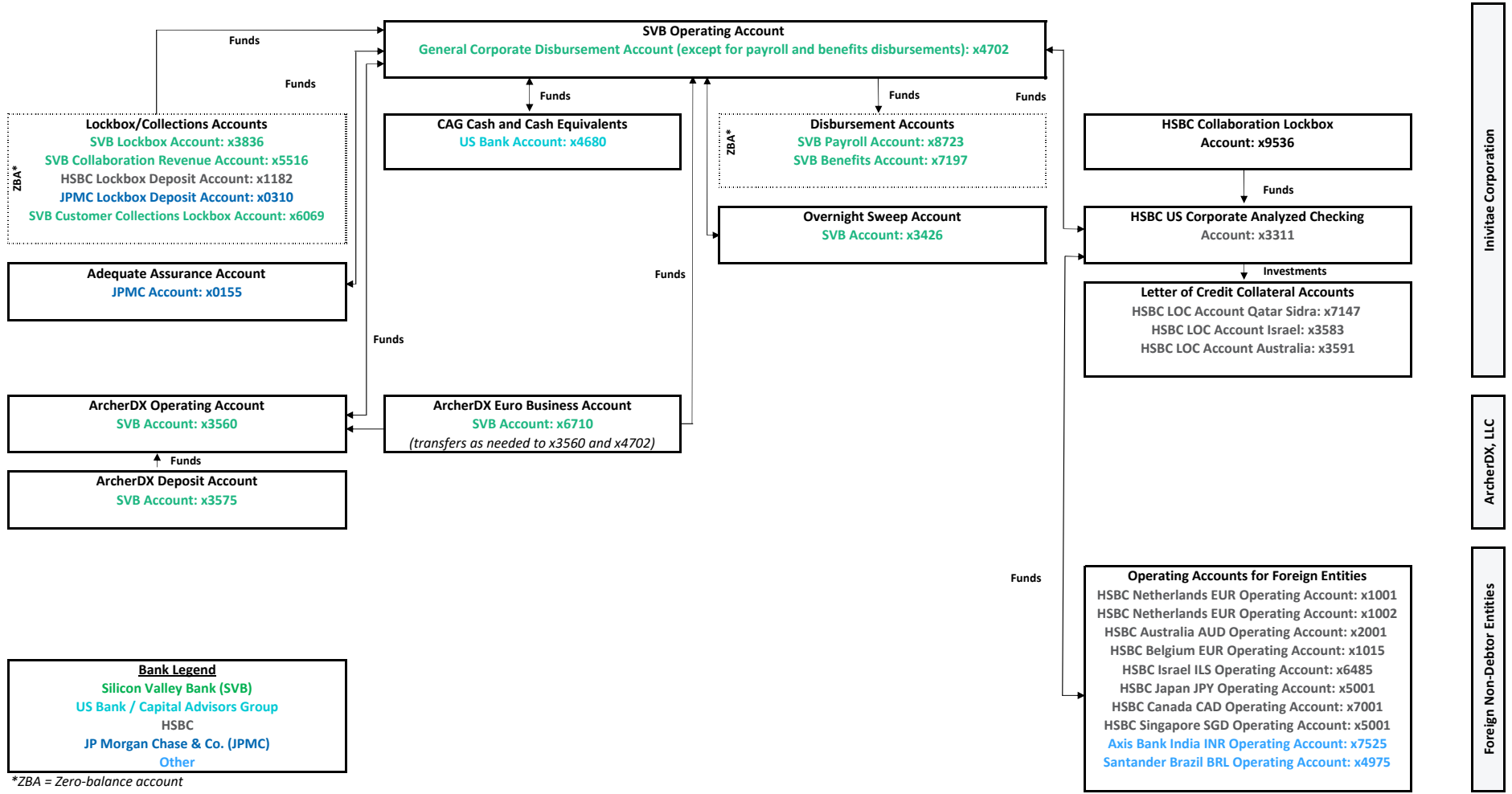
29. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

30. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

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

**Exhibit 1**

**Cash Management System Schematic**



**Exhibit 2**

**Bank Accounts**

No.	Entity	Bank	Location	Description	Account No.	Currency
<i>Debtor Bank Accounts</i>						
1.	Invitae Corporation	SVB	U.S.	Master Operating Account	x4702	USD
2.	Invitae Corporation	HSBC	U.S.	Corporate Analyzed Checking Account	x3311	USD
3.	Invitae Corporation	HSBC	U.S.	Collaboration Lockbox Account	x9536	USD
4.	Invitae Corporation	SVB	U.S.	Payroll Account	x8723	USD
5.	Invitae Corporation	SVB	U.S.	Benefits Account	x7197	USD
6.	Invitae Corporation	SVB	U.S.	Overnight Sweep Account	x3426	USD
7.	Invitae Corporation	U.S. Bank	U.S.	Cash and Cash Equivalents Account	x4680	USD
8.	Invitae Corporation	SVB	U.S.	Collaboration Revenue Lockbox Account	x5516	USD
9.	Invitae Corporation	SVB	U.S.	Lockbox Account	x3836	USD
10.	Invitae Corporation	SVB	U.S.	Customer Collections Lockbox Account	x6069	USD
11.	Invitae Corporation	HSBC	U.S.	Lockbox Account	x1182	USD
12.	Invitae Corporation	JPMC	U.S.	Lockbox Account	x0310	USD
13.	ArcherDX, LLC	SVB	U.S.	ArcherDX Deposit Account	x3575	USD
14.	ArcherDX, LLC	SVB	U.S.	ArcherDX Operating Account	x3560	USD
15.	ArcherDX, LLC	SVB	U.S.	ArcherDX Euro Business Account	x6710	EUR
16.	Invitae Corporation	JPMC	U.S.	Adequate Assurance Account	x0155	USD
<i>Non-Debtor Bank Accounts</i>						
17.	Invitae Canada Inc.	HSBC	Canada	Non-Debtor Foreign Bank Account	x7001	CAD
18.	Invitae Latvia SIA	HSBC	Latvia	Non-Debtor Foreign Bank Account	x1002	EUR
19.	Invitae Netherlands B.V.	HSBC	Netherlands	Non-Debtor Foreign Bank Account	x8598	EUR
20.	Invitae Israel Inc. Ltd.	HSBC	Israel	Non-Debtor Foreign Bank Account	x6485	ISL
21.	Invitae Japan K.K.	HSBC	Japan	Non-Debtor Foreign Bank Account	x5001	JPY
22.	Invitae Singapore Pte. Ltd.	HSBC	Singapore	Non-Debtor Foreign Bank Account	x5001	SGD
23.	Invitae Australia Pty Ltd.	HSBC	Australia	Non-Debtor Foreign Bank Account	x2001	AUS
24.	Orbicule B.V. d/b/a Diploid	HSBC	Belgium	Non-Debtor Foreign Bank Account	x1015	EUR
25.	Genelex India Pvt Ltd.	Axis Bank	India	Non-Debtor Foreign Bank Account	x7525	IND
26.	Invitae Medical Genetics Brasil Ltda.	Santander	Brazil	Non-Debtor Foreign Bank Account	x0001	BRL