



Order Filed on February 16, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

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

Chapter 11
Case No. 24-11362 (MBK)
(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.

DATED: February 16, 2024


Honorable Michael B. Kaplan
United States Bankruptcy Judge

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



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

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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"),² 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

² 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 **March 15, 2024, at 10:00 a.m. (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 **March 8, 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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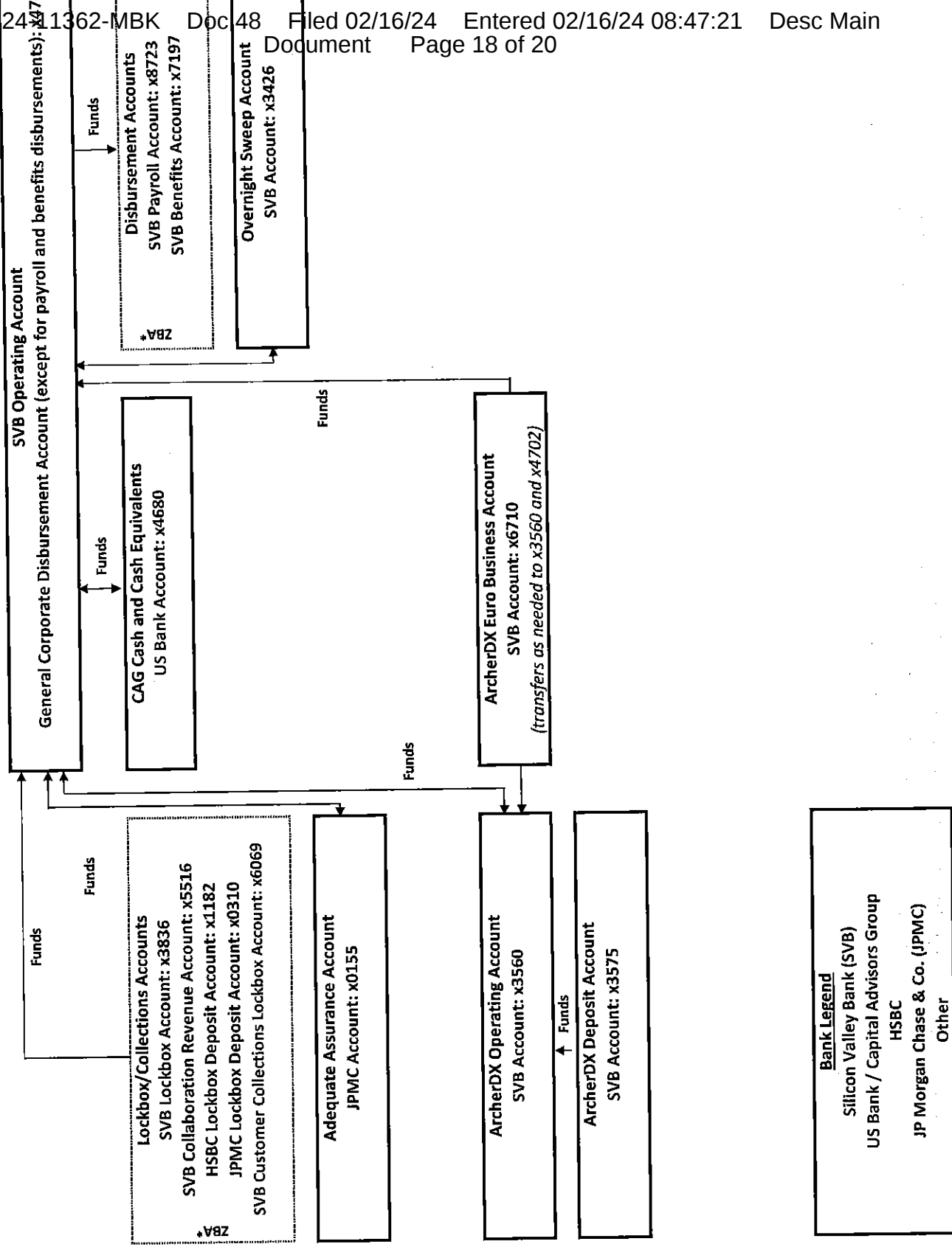
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35. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

Exhibit 1

Cash Management System Schematic



*ZBA = Zero-balance account

Exhibit 2

Bank Accounts

Not	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