IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-10989 (CTG)
Debtor.[1]	)	**Obj. Deadline.: July 27, 2026 at 4:00 p.m. (ET)** **Hearing Date: August 3, 2026 at 10:00 a.m. (ET)**

APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER (I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTOR EFFECTIVE AS OF THE PETITION DATE AND (II) GRANTING RELATED RELIEF

Sangamo Therapeutics, Inc., as debtor and debtor in possession (the "**Debtor**") in the above-captioned case, hereby files this application (the "**Application**") and respectfully states as follows:

RELIEF REQUESTED

1. By this Application, the Debtor seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the "**Proposed Order**"), authorizing the employment and retention of Richards, Layton & Finger, P.A. ("**RL&F**") as its co-counsel effective as of the Petition Date (as defined below). In support of this Application, the Debtor relies on and incorporates by reference: (i) the declaration of Daniel J. DeFranceschi, a Director at RL&F, attached hereto as **Exhibit B** (the "**DeFranceschi Declaration**") and (ii) the declaration of Scott B. Willoughby, the Debtor's Chief Legal Officer, attached hereto as **Exhibit C** (the "**Willoughby Declaration**").

[1] The last four digits of the debtor's federal tax identification number are 9556. The debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

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JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (the "**Court**") has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012 (Sleet, C.J.). This is a core proceeding under 28 U.S.C. § 157(b). Venue of this Chapter 11 Case (as defined below) and this Motion is proper in this District under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105(a), 327(a), 328(a), 329 and 1107 of title 11 of the United States Code (the "**Bankruptcy Code**"), rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and rules 2014-1 and 2016-1 of the *Local Rules of the United States Bankruptcy Court for the District of Delaware* (the "**Local Rules**").

4. Pursuant to Local Rule 9013-1(f), the Debtor consents to the entry of a final order or judgment with respect to this Application if it is determined that this Court lacks Article III jurisdiction to enter such final order or judgment absent consent of the parties.

BACKGROUND

5. On June 23, 2026 (the "**Petition Date**"), the Debtor commenced with the United States Bankruptcy Court for the District of Delaware (this "**Court**") a voluntary case under chapter 11 of the Bankruptcy Code (the "**Chapter 11 Case**"). The Debtor continues to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 2, 2026, the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**") appointed the Official Committee of Unsecured Creditors in this

Chapter 11 Case (the "**Committee**"). To date, no request has been made for the appointment of a trustee or examiner in this Chapter 11 Case.

6. Additional factual background and information regarding the Debtor, including its business operations, its corporate and capital structure, and the events leading to the commencement of this Chapter 11 Case, are set forth in detail in the *Declaration of Scott Willoughby, General Counsel of the Debtor, in Support of Chapter 11 Petition and First Day Pleadings* [Docket No. 2] (the "**First Day Declaration**"),[2] which is incorporated herein by reference.

SCOPE OF SERVICES

7. The Debtor requires RL&F to render a variety of legal services during the pendency of this Chapter 11 Case and to assist the Debtor in addressing the myriad issues that may arise. Subject to further order of the Court, the Debtor requests the employment and retention of RL&F to render professional services, including, but not limited to:

a) assisting in pre-bankruptcy restructuring matters, including the possible preparation of a chapter 11 plan and related solicitation materials;

b) preparing necessary petition, motions, applications, orders, reports, and papers necessary to commence the Chapter 11 Case;

c) advising the Debtor of its rights, powers, and duties as a debtor and debtor in possession under chapter 11 of the Bankruptcy Code;

d) preparing on behalf of the Debtor any motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtor's estate, including any sale transactions pursuant to section 363 of the Bankruptcy Code;

e) taking action to protect and preserve the Debtor's estate, including the prosecution of actions on the Debtor's behalf, the defense of actions commenced against the Debtor in the Chapter 11 Case, the negotiation of

[2] Capitalized terms used, and not otherwise defined herein, shall have the meanings ascribed to them in the First Day Declaration.

disputes in which the Debtor is involved, and the preparation of objections to claims filed against the Debtor;

f) preparing the Debtor's disclosure statement and any related motions, pleadings, or other documents necessary to solicit votes on the Debtor's chapter 11 plan;

g) preparing the Debtor's chapter 11 plan;

h) prosecuting on behalf of the Debtor the proposed chapter 11 plan and seeking approval of all transactions contemplated therein and in any amendments thereto; and

i) performing all other necessary and desirable legal services in connection with the Chapter 11 Case.

8. In addition to the services set forth in paragraphs 7(a) through 7(i) above, RL&F may perform other services assigned to it by the Debtor, in consultation with Cooley LLP ("**Cooley**"), the Debtor's proposed restructuring co-counsel. To the extent RL&F determines that such services fall outside of the scope of services historically or generally performed by RL&F as co-counsel in a bankruptcy case, RL&F will file a supplemental declaration.

BASIS FOR RELIEF

9. Under section 327(a) of the Bankruptcy Code, a debtor in possession "with the court's approval, may employ one or more attorneys . . . that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor in possession] in carrying out [its] duties under this title." 11 U.S.C. § 327(a). Such employment may be based "on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed percentage fee basis, or on a contingent fee basis." 11 U.S.C § 328(a).

10. The Debtor believes that RL&F is well qualified to represent it in its bankruptcy case in an efficient and timely manner. The Debtor has selected RL&F as its bankruptcy co-counsel because of, among other things, (i) the firm's extensive experience and knowledge in the field of debtors' and creditors' rights, business reorganizations and liquidations

under chapter 11 of the Bankruptcy Code, (ii) its expertise, experience and knowledge in practicing before this Court, (iii) its proximity to the Court, and (iv) its ability to respond quickly to emergency hearings and other emergency matters. RL&F's services will enable the Debtor to execute faithfully its duties as debtor in possession. To that end, RL&F has stated its desire and willingness to act in this Chapter 11 Case and to render the necessary professional services as co-counsel to the Debtor.

11. RL&F was first retained by the Debtor in 2022 to provide advice regarding general corporate governance matters, including, but not limited to, amendments to the Debtor's organizational documents ("**General Corporate Advice Matters**"). RL&F continues to provide advice regarding General Corporate Advice Matters when requested by the Debtor. In addition, in 2024, the Debtor retained RL&F to assist in certain litigation in the Delaware Court of Chancery filed by a stockholder related to the effectiveness of a common stock increase amendment (the "**Chancery Litigation**"). The Debtor also retained RL&F to file a petition in the Court of Chancery of the State of Delaware pursuant to Section 205 of the Delaware General Corporation Law ("**DGCL**") in 2024, which was filed on August 29, 2024 (the "**Section 205 Proceeding**"). On September 12, 2024, the Chancery Litigation and the Section 205 Proceeding were consolidated (the "**Consolidated Action**"). On July 25, 2025, the parties voluntarily dismissed the Consolidated Action. Further, in May 2026, the Debtor retained RL&F to respond to a stockholder demand under Section 220 of the DGCL (the "**Section 220 Demand Matter**"). It is anticipated that RL&F's representation of the Debtor in connection with General Corporate Advice Matters will continue following the Petition Date.

12. In addition to this Application, the Debtor has filed, or expects to file shortly, motions or applications to employ (i) Cooley, as general restructuring co-counsel; (ii)

Raymond James Financial, LLC, as investment banker, (iii) MERU, LLC, as financial advisor, and (iv) Kurtzman Carson Consultants, LLC dba Verita Global, as administrative advisor. The Debtor may also file applications to employ additional professionals. The Debtor understands the division of responsibilities among these professionals and intends to carefully monitor these and any other retained professionals to ensure a clear delineation of their respective duties and roles to prevent duplication of effort. The Debtor recognizes that efficient coordination of efforts among the Debtor's professionals will greatly add to the effective administration of this Chapter 11 Case.

PROFESSIONAL COMPENSATION

A. Professional Fees

13. The Debtor understands that RL&F intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court. In that regard, the Debtor and RL&F are developing a prospective budget and staffing plan in a reasonable effort to comply with any requests for information and additional disclosures that may be made by the U.S. Trustee. Subject to the foregoing, the Debtor proposes to pay RL&F its customary hourly rates in effect from time to time as set forth in the DeFranceschi Declaration. The Debtor submits that these rates are reasonable.

14. RL&F's current hourly rates for matters related to this Chapter 11 Case are expected to be within the following ranges:

Position	Range of Hourly Rates
Directors	$1,200 to $1,695 an hour
Counsel	$1,100 to $1,125 an hour
Associates	$675 to $775 an hour
Paraprofessionals	$475 an hour

15. The principal professionals and paraprofessionals designated to represent the Debtor and their current standard hourly rates are as follows:

a)	Daniel J. DeFranceschi	$1,695 per hour
b)	Amanda R. Steele	$1,300 per hour
c)	Brendan J. Schlauch	$1,200 per hour
d)	Nicholas A. Franchi	$775 per hour
e)	Kristin N. Cunningham	$675 per hour
f)	Katherine R. Strauch	$675 per hour
g)	Erin N. Weyl	$475 per hour

16. The Debtor understands that RL&F's hourly rates are set at a level designed to compensate RL&F fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions (which adjustments will be reflected in the first RL&F fee application following such adjustments) and are consistent with the rates charged elsewhere.

17. Other than the periodic adjustments described above, RL&F's hourly rates of its attorneys and financial terms for the services performed prior to the Petition Date are identical to the hourly rates and financial terms of the postpetition engagement proposed herein. The Debtor understands that these hourly rates are consistent with the rates that RL&F charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case, and are not significantly different from the rates that RL&F charges in non-bankruptcy representations. None of RL&F's professionals included in this engagement have varied their rate based on the geographic location of this Chapter 11 Case. Notwithstanding the consistent hourly rates, RL&F as a practice reviews all time charges and makes adjustments as necessary to correct any inefficiency that may appear before billing.

18. Prior to the Petition Date, the Debtor made certain payments to RL&F in the ordinary course on account of fees and expenses incurred in connection with RL&F's representation of the Debtor in connection with General Corporate Advice Matters. Beginning on May 29, 2026, the Debtor made certain retainer payments to RL&F totaling $617,944.60 (the "**Retainer**") in connection with the Debtor's restructuring and commencement of this Chapter 11 Case. The Retainer was utilized as a retainer to cover fees and expenses actually incurred, as well as anticipated to be incurred, prior to, and in connection with, the Debtor's restructuring and the commencement of this Chapter 11 Case. The Debtor proposes that the remainder of the Retainer paid to RL&F and not expended for prepetition services and disbursements be treated as an evergreen retainer to be held by RL&F as security throughout this Chapter 11 Case until RL&F's fees and expenses are awarded by final order and payable to RL&F.

19. Given the extensive nature of the services that RL&F will provide to the Debtor, the retention of RL&F under an evergreen retainer is appropriate and necessary to enable the Debtor to faithfully execute its duties as Debtor and Debtor in possession and to implement the Debtor's chapter 11 strategy.

20. Other than as set forth in the DeFranceschi Declaration, no arrangement is proposed between the Debtor and RL&F for compensation to be paid in this Chapter 11 Case. RL&F has informed the Debtor that it has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

B. Expenses

21. The Debtor understands that it is RL&F's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses

charged to clients include, among other things, regular mail and express mail charges, special or hand delivery charges, document processing charges, printing/photocopying charges, travel expenses, expenses for "working meals," computerized research charges and transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. RL&F will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to RL&F's other clients or as previously fixed by the Local Rules. The Debtor understands that it is RL&F's belief that it is fair to charge these expenses to the clients incurring them instead of increasing hourly rates and spreading these expenses among all clients.

DISINTERESTEDNESS

22. To the best of the Debtor's knowledge: (a) RL&F is a "disinterested person" under section 101(14) of the Bankruptcy Code; (b) RL&F does not hold or represent an interest adverse to the Debtor's estate; and (c) except as is disclosed in the DeFranceschi Declaration, neither RL&F, nor any attorney (including any director, counsel or associate) of RL&F, currently represents, or has in the past represented, or has any connection with, the potential parties in interest set forth on **Exhibit 3** to the DeFranceschi Declaration. RL&F will supplement its disclosure to the Court if any facts or circumstances are discovered that would require such additional disclosure.

BANKRUPTCY RULE 5002

23. As set forth in the DeFranceschi Declaration, no attorney employed by RL&F, including any director, counsel or associate of RL&F is a relative of, or has been so connected with, any United States Bankruptcy Judge for the District of Delaware, any of the District Court Judges for the District of Delaware, including those who handle bankruptcy cases, the U.S. Trustee, the Assistant United States Trustee for the District of Delaware, the attorneys for

the U.S. Trustee assigned to this Chapter 11 Case or any other employee of the U.S. Trustee that would render RL&F's retention in this Chapter 11 Case improper under Bankruptcy Rule 5002. Accordingly, the appointment of RL&F is not prohibited by Bankruptcy Rule 5002.

NO PRIOR REQUEST

24. No prior request for the relief sought herein has been made to this Court or any other court.

NOTICE

25. The Debtor has provided notice of this motion to the following parties or their respective counsel: (i) the U.S. Trustee; (ii) proposed counsel to the Committee; (iii) counsel to the DIP Lender; (iv) the Internal Revenue Service; (v) the Securities and Exchange Commission; (vi) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (vii) the United States Food and Drug Administration; and (viii) any such other party entitled to receive notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b). In light of the nature of the relief requested herein, the Debtor submits that no other or further notice is necessary.

WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order granting the relief requested in the Application and such other and further relief as may be just and proper.

Dated: July 13, 2026

/s/ Scott B. Willoughby

Name: Scott B. Willoughby
Title: SVP, Chief Legal Officer and Corporate Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-10989 (CTG)
Debtor.[1]	)	**Hearing Date: August 3, 2026 at 10:00 a.m. (ET)** **Objection Deadline: July 27, 2026 at 4:00 p.m. (ET)**

NOTICE OF APPLICATION AND HEARING

PLEASE TAKE NOTICE that, on July 13, 2026 the debtor and debtor-in-possession in the above captioned case (the "Debtor") filed the *Application of Debtor for Entry of an Order (I) Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-Counsel to the Debtor Effective as of the Petition Date, and (II) Granting Related Relief* (the "Application") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing and filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **July 27, 2026 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before The Honorable Craig T. Goldblatt, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 3rd Floor Courtroom 7, Wilmington, Delaware 19801 on **August 3, 2026 at 10:00 a.m. (prevailing Eastern Time)**.

[1] The last four digits of the debtor's federal tax identification number are 9556. The debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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Dated: July 13, 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Daniel J. DeFranceschi

Daniel J. DeFranceschi (No. 2732)
Amanda R. Steele (No. 5530)
Brendan J. Schlauch (No. 6115)
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Proposed Counsel for the Debtor and Debtor in Possession

Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-10989 (CTG)
Debtor.[1]	)	**Re: Docket No. ___**

ORDER (I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTOR EFFECTIVE AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF

Upon consideration of the application (the "**Application**")[2] of the Debtor, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1, for entry of an order (a) authorizing the Debtor to employ and retain Richards, Layton & Finger, P.A. ("**RL&F**") as co-counsel for the Debtor effective as of the Petition Date, and (b) granting related relief, all as more fully set forth in the Application; and upon consideration of the DeFranceschi Declaration; and due and proper notice of the Application having been given; and having determined that no other or further notice of the Application is required; and having determined that this Court has jurisdiction to consider the Application in accordance with 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and having determined that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and having determined that venue of this proceeding and the Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided in accordance with the Bankruptcy Rules

[1] The last four digits of the debtor's federal tax identification number are 9556. The debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

and the Local Rules, and it appearing that no other or further notice need be provided; and upon any hearing held on the Application; and all objections, if any, to the relief requested in the Application having been withdrawn, resolved, or overruled; and having found that RL&F is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and that RL&F has the capability and experience to provide the services described in the Application and it appearing that the employment of RL&F is in the best interests of the Debtor, its estate and creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.

2. The Debtor is authorized, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, to employ and retain RL&F as co-counsel to the Debtor on the terms and conditions set forth in the Application and the DeFranceschi Declaration (except as modified by this Order) effective as of the Petition Date.

3. RL&F shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this Chapter 11 Case in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. RL&F will make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, in connection with any interim and/or final fee application(s) to be filed by RL&F in this Chapter 11 Case.

4. RL&F shall, to the extent it has not previously done so, first apply the Retainer to all prepetition invoices and, thereafter, any remaining balance of the Retainer shall be held by

RL&F as security throughout the Debtor's Chapter 11 Case until RL&F's fees and expenses are awarded by final order and payable to RL&F.

5. RL&F shall use its reasonable efforts and coordinate with the Debtor and its other professionals to avoid the duplication of services provided by other professionals retained by the Debtor in this Chapter 11 Case.

6. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Debtor is authorized to take all actions necessary or appropriate to effectuate the relief granted in this Order.

9. In the event of any inconsistency between the Application, the DeFranceschi Declaration, and this Order, this Order shall govern.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Exhibit B

DeFranceschi Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-10989 (CTG)
Debtor.[1]	)	

DECLARATION OF DANIEL J. DEFRANCESCHI IN SUPPORT OF APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER (I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTOR EFFECTIVE AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF

I, Daniel J. DeFranceschi, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and a director of the firm of Richards, Layton & Finger, P.A. ("**RL&F**"). RL&F is a Delaware law firm with offices at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801.

2. I submit this declaration in support of the forgoing application (the "**Application**")[2] to provide certain disclosures in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. To the extent that any information disclosed herein requires amendment or modification upon RL&F's completion of further analysis, or as additional information becomes available to it, a supplemental affidavit or declaration will be submitted to the Court.

[1] The last four digits of the debtor's federal tax identification number are 9556. The debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

RL&F'S QUALIFICATIONS

3. RL&F has extensive experience in the field of debtors' and creditors' rights and business reorganizations and liquidations under chapter 11 of the Bankruptcy Code and expertise, experience, and knowledge practicing before this Court. RL&F's proximity to the Court enables RL&F to respond quickly to emergency hearings and other emergency matters before this Court.

4. RL&F has been actively involved in major chapter 11 cases and has represented debtors in many cases, including recently*: In re Clearside Biomedical, Inc.*, No. 25-12109 (TMH) (Bankr. D. Del. Nov. 23, 2025); *In re GBI Services, LLC*, No. 25-12089 (CTG) (Bankr. D. Del. Nov. 21, 2025); *In re Claire's Holdings LLC*, No. 25-11454 (BLS) (Bankr. D. Del. Aug. 6, 2025); *In re Alachua Gov't Servs., Inc.*, No. 25-11289 (JKS) (Bankr. D. Del. July 6, 2025); *In re Meyer Burger (Holding) Corp.*, No. 25-11217 (CTG) (Bankr. D. Del. June 25, 2025); *In re Zen JV, LLC*, No. 25-11195 (JKS) (Bankr. D. Del. June 24, 2025) *In re DSI Winddown, Inc.*, No. 25-10518 (MFW) (Bankr. D. Del. Mar. 18, 2025); *In re Ligado Networks* LLC, No. 25-10006 (TMH) (Bankr. D. Del. Jan. 5, 2025); *In re Silvergate Capital Corp.*, No. 24-12158 (KBO) (Bankr. D. Del. Sept. 17, 2024); *In re Edgio, Inc.*, No. 24-11985 (KBO) (Bankr. D. Del. Sept. 9, 2024); *In re AIO US, Inc.*, No. 24-11836 (CTG) (Bankr. D. Del. Aug. 12, 2024); *In re SunPower Corp.,* No. 24-11649 (CTG) (Bankr. D. Del. Aug. 5, 2024); *In re Meier's Wine Cellars Acquisition, LLC*, No. 24-11575 (MFW) (Bankr. D. Del. July 24, 2024); *In re WOM S.A.*, No. 24-10628 (KBO) (Bankr. D. Del. Apr. 1, 2024); *In re Cano Health, Inc.*, No. 24-10164 (KBO) (Bankr. D. Del. Mar. 5, 2024)*; In re Terraform Labs Pte. Ltd.*, No. 24-10070 (BLS) (Bankr. D. Del. Feb. 29, 2024); *In re Nogin, Inc.*, No. 23-11946 (CTG) (Bankr. D. Del. Dec. 5, 2023); *In re Sunlight Financial Holdings Inc.*, No. 23-11794 (MFW) (Bankr. D. Del. Nov. 30, 2023); *In re RevitaLid Pharmaceutical Corp.*, No. 23-11704 (BLS) (Bankr. D. Del. Nov. 15, 2023); *In re Mallinckrodt plc*, No. 23-11258 (JTD) (Bankr.

D. Del. Oct. 2, 2023); *In re Western Global Airlines, Inc.*, No. 23-11093 (KBO) (Bankr. D. Del. Sept. 6, 2023); *In re KDC Agribusiness LLC*, No. 23-10786 (CTG) (Bankr. D. Del. July 18, 2023); *In re DCL Holdings (USA), Inc.*, No. 22-11319 (JKS) (Bankr. D. Del. Jan. 23, 2023); *In re Phasebio Pharmaceuticals, Inc.*, No. 22-10995 (LSS) (Bankr. D. Del. Dec. 16, 2022); *In re Kabbage, Inc. d/b/a KServicing*, No. 22-10951 (CTG) (Bankr. D. Del. Oct. 28, 2022); *In re Phoenix Services Topco, LLC*, No. 22-10906 (MFW) (Bankr. D. Del. Oct. 25, 2022); *In re GenapSys, Inc.*, No. 22-10621 (BLS) (Bankr. D. Del. Aug. 17, 2022); *In re Enjoy Tech., Inc.*, No. 22-10580 (JKS) (Bankr. D. Del. Aug. 1, 2022); *In re Ruby Pipeline, L.L.C.*, No. 22-10278 (CTG) (Bankr. D. Del. May 24, 2022); *In re Alpha Latam Management, LLC*, No. 21-11109 (JKS) (Bankr. D. Del. Sept. 15, 2021); *In re TECT Aerospace Group Holdings, Inc.*, No. 21-10670 (Bankr. D. Del. May 5, 2021); *In re Mallinckrodt plc*, No. 20-12522 (JTD) (Bankr. D. Del. Nov. 19, 2020); *In re Energy Alloy Holdings, LLC*, No. 20-12088 (MFW) (Bankr. D. Del. Oct. 9, 2020); *In re Shiloh Industries, Inc.*, No. 20-12024 (LSS) (Bankr. D. Del. Aug. 30, 2020); *In re Brooks Bros. Grp., Inc.*, No. 20-11785 (CSS) (Bankr. D. Del. Aug. 19, 2020); *In re Exide Holdings, Inc.*, No. 20-11157 (CSS) (Bankr. D. Del. June 25, 2020); and *In re The Hertz Corp.*, No. 20-11218 (MFW) (Bankr. D. Del. June 24, 2020).

5. On or about May 27, 2026, the Debtor formally engaged RL&F in connection with its restructuring efforts. In providing prepetition professional services to the Debtor, RL&F has become familiar with the Debtor and its business, including the Debtor's financial affairs, debt structure, operations, and related matters. Having provided such professional services to the Debtor, RL&F has developed relevant experience and expertise regarding the Debtor that will assist it in providing effective and efficient services in this Chapter 11 Case. Accordingly, RL&F

is both well-qualified and uniquely able to represent the Debtor in this Chapter 11 Case in an efficient and timely manner.

6. RL&F understands that the Debtor is seeking to employ (i) Cooley, as general restructuring co-counsel; (ii) Raymond James Financial, LLC, as investment banker, (iii) MERU, LLC, as financial advisor, and (iv) Kurtzman Carson Consultants, LLC dba Verita Global, as administrative advisor. RL&F also understands that the Debtor intends to monitor carefully these and any other retained professionals to ensure a clear delineation of their respective duties and roles to avoid duplication of effort. RL&F recognizes that efficient coordination of efforts among the Debtor's professionals will greatly add to the effective administration of this Chapter 11 Case.

SERVICES TO BE PROVIDED

7. The Debtor requires RL&F to render a variety of legal services during the pendency of this Chapter 11 Case and to assist the Debtor in addressing the myriad issues that may arise. Subject to further order of the Court, the Debtor requests the employment and retention of RL&F to render professional services, including, but not limited to:

a) assisting in pre-bankruptcy restructuring matters, including the possible preparation of a chapter 11 plan and related solicitation materials;

b) preparing necessary petition, motions, applications, orders, reports, and papers necessary to commence the chapter 11 case;

c) advising the Debtor of its rights, powers, and duties as a debtor and debtor in possession under chapter 11 of the Bankruptcy Code;

d) preparing on behalf of the Debtor any motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtor's estate, including any sale transactions pursuant to section 363 of the Bankruptcy Code;

e) taking action to protect and preserve the Debtor's estate, including the prosecution of actions on the Debtor's behalf, the defense of actions commenced against the Debtor in the Chapter 11 Case, the negotiation of disputes in which the Debtor is involved, and the preparation of objections to claims filed against the Debtor;

f) preparing the Debtor's disclosure statement and any related motions, pleadings, or other documents necessary to solicit votes on the Debtor's chapter 11 plan;

g) preparing the Debtor's chapter 11 plan;

h) prosecuting on behalf of the Debtor the proposed chapter 11 plan and seeking approval of all transactions contemplated therein and in any amendments thereto; and

i) performing all other necessary and desirable legal services in connection with the Chapter 11 Case.

8. In addition to those services set forth in paragraphs 7(a) through 7(i) above, RL&F may perform other services assigned by the Debtor, in consultation with Cooley. To the extent RL&F determines that such services, including those services set forth in paragraph 7(i) above, fall outside of the scope of services historically or generally performed by RL&F as co-counsel in a bankruptcy case, RL&F will file a supplemental declaration. RL&F has and will continue to work closely with the Debtor's other professionals, including Cooley, to prevent any duplication of efforts while advising the Debtor. RL&F is willing and able to act in the Debtor's case and render the necessary professional services as bankruptcy co-counsel to the Debtor on the terms described herein, and subject itself to the jurisdiction of the Court.

PROFESSIONAL COMPENSATION

9. Subject to the approval of this Court, in accordance with the applicable provisions of the Bankruptcy Code, compensation will be paid to RL&F on an hourly basis at the customary hourly rates in effect when services are rendered, plus reimbursement of actual, necessary expenses and other charges incurred by RL&F according to its customary reimbursement policies.

10. RL&F's current hourly rates for matters related to this Chapter 11 Case are expected to be within the following ranges:

Position	Range of Hourly Rates
Directors	$1,200 to $1,695 an hour

Counsel	$1,100 to $1,125 an hour
Associates	$675 to $900 an hour
Paraprofessionals	$475 an hour

11. The principal professionals and paraprofessionals designated to represent the Debtor and their current standard hourly rates are as follows:

a)	Daniel J. DeFranceschi	$1,695 per hour
b)	Amanda R. Steele	$1,300 per hour
c)	Brendan J. Schlauch	$1,200 per hour
d)	Nicholas A. Franchi	$775 per hour
e)	Kristin N. Cunningham	$675 per hour
f)	Katherine R. Strauch	$675 per hour
g)	Erin N. Weyl	$475 per hour

12. RL&F's hourly rates are set at a level designed to compensate RL&F fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions (which adjustments will be reflected in the first RL&F fee application following such adjustments). Other than these periodic adjustments, RL&F does not expect any changes during the pendency of this Chapter 11 Case.

13. RL&F has not shared or agreed to share any of its compensation received from the Debtor with any other persons, except as permitted by section 504 of the Bankruptcy Code.

14. The Debtor does not owe RL&F any amount for services rendered or expenses incurred prior to the Petition Date, and thus RL&F is not a prepetition creditor of the Debtor.

15. It is RL&F's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, regular mail, and express mail charges, special or hand delivery charges, document processing charges, printing/photocopying charges, travel expenses, expenses for "working

meals," computerized research charges, transcription costs as well as non-ordinary overhead expenses such as secretarial and other overtime. RL&F will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to RL&F's other clients or as previously fixed by this Court. RL&F believes that it is reasonable and fair to charge these expenses to the clients incurring them instead of increasing hourly rates and spreading these expenses among all clients.

EVERGREEN RETAINER

16. RL&F was first retained by the Debtor in 2022 to provide advice regarding general corporate governance matters, including, but not limited to, amendments to the Debtor's organizational documents ("**General Corporate Advice Matters**"). RL&F continues to provide advice regarding General Corporate Advice Matters when requested by the Debtor. In addition, in 2024, the Debtor retained RL&F to assist in certain litigation in the Delaware Court of Chancery filed by a stockholder related to the effectiveness of a common stock increase amendment (the "**Chancery Litigation**"). The Debtor also retained RL&F to file a petition in the Court of Chancery of the State of Delaware pursuant to Section 205 of the Delaware General Corporation Law ("**DGCL**") in 2024, which was filed on August 29, 2024 (the "**Section 205 Proceeding**"). On September 12, 2024, the Chancery Litigation and the Section 205 Proceeding were consolidated (the "**Consolidated Action**"). On July 25, 2025, the parties voluntarily dismissed the Consolidated Action. Further, in May 2026, the Debtor retained RL&F to respond to a stockholder demand under Section 220 of the DGCL (the "**Section 220 Demand Matter**").

17. Prior to the Petition Date, the Debtor made certain payments to RL&F in the ordinary course on account of fees and expenses incurred in connection with RL&F's representation of the Debtor in connection with the General Corporate Advice Matters. Beginning

on May 29, 2026, RL&F received retainer payments from the Debtor totaling $617,944.60 (the "**Retainer**") to serve as a retainer and to cover fees and expenses actually incurred, as well as anticipated to be incurred, prior to, and in connection with, the Debtor's restructuring and the commencement of this Chapter 11 Case. Prior to the Petition Date, RL&F drew down the entirety of the Retainer (the "**Draw Down Amount**") for fees and expenses actually incurred and anticipated to be incurred through the Petition Date. Thus, at the time of filing of this Chapter 11 Case, the Retainer had a zero balance. RL&F intends to promptly complete a true-up against the Draw Down Amount and credit back to the Retainer the excess amounts, if any, with all such amounts to be held as an evergreen retainer in the bankruptcy cases as discussed in the Application.

18. An accounting summary of payments made to RL&F during the year prior to the Petition Date and the actual and estimated amounts incurred by RL&F is attached hereto as **Exhibit 4**.[3]

RL&F'S DISINTERESTEDNESS

19. RL&F maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of RL&F to make and maintain these records. The conflict system maintained by RL&F is designed to include (i) every active matter on which RL&F is engaged, (ii) every closed matter on which RL&F has been engaged since 1990, (iii) the entity by which it is now or has been engaged, (iv) the identity of related parties, (v) the identity of adverse parties, and (vi) the attorney at RL&F who is knowledgeable about the matter. It is the policy of RL&F that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information

[3] In addition to the payments reflected on Exhibit 4, on June 18, 2026, the Debtor inadvertently paid $28,862.50 to RL&F on account of two invoices in connection with the General Corporate Advice Matter and Section 220 Demand Action. RL&F had previously written off the amounts reflected in such invoices. Upon discovering such amounts were inadvertently paid, RL&F returned such funds to the Debtor on or about July 1, 2026.

necessary to check each such matter for conflicts, including: (a) the identity of the prospective client, (b) the matter, and (c) the related and adverse parties. Accordingly, the database is updated for every new matter undertaken by RL&F. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

20. With the exception of those entities listed on **Exhibit 1** and **Exhibit 2**, insofar as I have been able to ascertain, neither I, RL&F, nor any other attorney, including any director, counsel or associate of RL&F currently represents, or has in the past represented, or has any connection with, any significant beneficiaries of the Debtor (holding 5% or more of the beneficial interests in the Debtor), or any of the potential parties in interest, all as set forth on **Exhibit 3** attached hereto (collectively, the "**Parties in Interest**"), except as hereinafter set forth.

21. Through the procedures set forth above, RL&F has determined that it has in the past represented, currently represents, and/or may in the future represent, in matters wholly unrelated to the Debtor, the Parties in Interest (or affiliates thereof) set forth on **Exhibit 1** attached hereto (who are current clients) and the Parties in Interest (or affiliates thereof) set forth on **Exhibit 2** attached hereto (who are former clients that RL&F has represented within the last five (5) years). With the exception of U.S. Bank and certain related affiliates thereof (collectively, "**U.S. Bank**"), I do not believe that any single matter is a major engagement that would involve either the billing of fees in excess of one half of one percent (0.5%) of RL&F's annual fees billed, or that, in the aggregate for any related group of entities, exceeds one percent (1%) of RL&F's annual fees billed. RL&F represents U.S. Bank in certain general corporate, transactional and bankruptcy matters that are wholly unrelated to this Chapter 11 Case and the Debtor. In any event,

RL&F will not represent any of the Parties in Interest other than the Debtor, in any facet relating to the Debtor or this Chapter 11 Case.

ADDITIONAL SPECIFIC DISCLOSURES RELATING TO RL&F'S DISINTERESTEDNESS

22. Kevin Gross, who joined RL&F effective as of April 1, 2020, was a bankruptcy judge for the Court between March 13, 2006 and March 12, 2020. While Mr. Gross is not one of the principal professionals expected to perform services on behalf of the Debtor, if the circumstances warrant it, he may perform such services during the pendency of this Chapter 11 Case.

23. Kent Jordan, who joined RL&F effective as of February 12, 2025, served as a judge for the U.S. District Court for the District of Delaware between November 27, 2002 and December 15, 2006 and the U.S. Court of Appeals for the Third Circuit between June 28, 2006 and January 15, 2025. While Mr. Jordan is not one of the principal professionals expected to perform services on behalf of the Debtor, if the circumstances warrant it, he may perform such services during the pendency of this Chapter 11 Case.

24. I do not believe there is any connection or interest (as such terms are used in section 101(14) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between RL&F and (i) the U.S. Trustee or any person employed by the U.S. Trustee or (ii) any counsel, accountants, financial consultants, and investment bankers who represent or may represent claimants or other parties in interest in this Chapter 11 Case, except as otherwise described herein. In addition, as part of its practice, RL&F appears in cases, proceedings and transactions involving many different attorneys, counsel, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and parties in interest in the Debtor's Chapter 11 Case. RL&F has not represented and will not represent any such entities in relation to the Debtor and its Chapter

11 Case, nor does RL&F have any relationship with any such entities where such relationship would be adverse to the Debtor or its estate.

25. Based upon the information available to me, neither I, RL&F, nor any attorney employed by RL&F, including any director, counsel or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtor or its estate. In addition, RL&F is not a creditor of the Debtor. Therefore, based upon the information available to me, I believe that RL&F is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

26. No promises have been received by RL&F, or by any director, counsel or associate thereof, as to compensation in connection with this Chapter 11 Case other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. RL&F has no agreement with any other entity to share with such entity any compensation received by RL&F, other than the directors of RL&F.

27. RL&F made a general inquiry to all attorneys of the firm, including any director, counsel or associate thereof, requesting disclosure, to the best of their knowledge, of any connection or relationship with (i) any current Bankruptcy Court Judge or District Judge in the District of Delaware or (ii) any trustee, attorney, or staff employed by the U.S. Trustee.

28. Based on the foregoing, to the best of my knowledge, information and belief and in accordance with Bankruptcy Rule 5002, no attorney, including any director, counsel or associate, of RL&F, has a connection with any United States Bankruptcy Judge for the District of Delaware, any of the District Court Judges for the District of Delaware, including those who handle bankruptcy cases, the U.S. Trustee, the Assistant United States Trustee for the District of Delaware, the attorneys for the U.S. Trustee assigned to this Chapter 11 Case or any other

employee of the U.S. Trustee that would render RL&F's retention in this Chapter 11 Case improper. Accordingly, I understand that the appointment of RL&F is not prohibited by Bankruptcy Rule 5002.

29. RL&F also made a general inquiry to all attorneys of the firm, including any director, counsel or associate thereof, requesting disclosure, to the best of their knowledge, of any connection that such person, or such person's immediate family, may have to the Debtor and certain other Parties in Interest. No attorney of RL&F indicated that they were aware of any such connection.

30. In addition, as noted above, the Debtor has numerous creditors and relationships with various individuals and entities that may be Parties in Interest in this Chapter 11 Case. Consequently, although every reasonable effort has been made to discover all connections with the Parties in Interest, including the efforts outlined herein, RL&F is unable to state with certainty whether every possible connection has been discovered. If, however, RL&F discovers any information that is contrary or pertinent to the statements made herein, including if any attorney employed by RL&F, including any director, counsel or associate thereof, has any connection with any of the Parties in Interest, RL&F will promptly disclose such information to the Court.

31. RL&F will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. Pursuant to Local Rule 2014-1, to the extent that RL&F learns of any additional material information relating to its employment (such as potential or actual

conflicts of interest), RL&F will file and serve a supplemental affidavit or declaration with the Court setting forth the additional information.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 13, 2026
Wilmington, Delaware

/s/ Daniel J. DeFranceschi
Daniel J. DeFranceschi (No. 2732)

Exhibit 1[1] - Current Clients[2]

Banks

- HSBC UK Bank, PLC, and certain related affiliates thereto
- J.P. Morgan, and certain related affiliates thereto
- Wells Fargo Bank, and certain related affiliates thereto
- Silicon Valley Bank, and certain related affiliates thereto
- US Bank, and certain related affiliates thereto

Contract Counterparties

- Certain related affiliates of ARC Regulatory Limited
- Certain related affiliates of Astellas Gene Therapies, Inc.
- Certain related affiliates of AstraZeneca PLC
- Certain related affiliates of Biogen Idec MA Inc.
- Certain related affiliates of CBRE, Inc.
- Certain related affiliates of Charles River Laboratories, Inc.
- Certain related affiliates of CTI Clinical Consulting Services, Inc.
- Certain related affiliates of Ernst & Young LLP
- Certain related affiliates of Framework Solutions LLC
- Certain related affiliates of FUJIFILM Cellular Dynamics, Inc.
- Certain related affiliates of Memorial Sloan-Kettering Cancer Center, Sloan Kettering Institute for Cancer Research and Memorial Hospital for Cancer and Allied Diseases
- Certain related affiliates of Oracle American, Inc.
- Certain related affiliates of Roche Diagnostics
- Certain related affiliates of SAGE Acquisition Co.
- Certain related affiliates of Takeda Pharmaceuticals Inc Co.
- Certain related affiliates of The Ascent Services Group, Inc.
- Certain related affiliates of Unum Life Insurance Company of America
- Corteva Agriscience LLC
- Dow Agrosciences LLC
- East West Bank
- Genentech, Inc.
- Kite Pharma, Inc.
- Thermo Fisher Scientific, Inc. and certain related affiliates thereto
- UBS Securities LLC

Debtors & Non-Debtor Affiliates (not otherwise mentioned)

- Certain related affiliates of Ceregene, Inc.
- Certain related affiliates of Sangamo Therapeutics France S.A.S.

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[1] Parties that are both current clients and former clients of RL&F are only listed on Exhibit 1—Current Clients.

[2] Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of current clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of current clients.

- Certain related affiliates of Sangamo Therapeutics UK Ltd.
- Sangamo Therapeutics, Inc.

Debtors' Professionals & Advisors

- Cooley, LLP
- Kohlberg Kravis Roberts & Co.

Equityholders

- Biogen Inc.
- BlackRock, Inc.
- Certain related affiliates of Biogen MA Inc.
- State Street Corporation

Insurance Providers

- American International Group, Inc. (AIG)
- Certain related affiliates of Arthur J. Gallagher Risk Management Services, LLC
- Certain related affiliates of AXA XL Insurance
- Certain related affiliates of Berkley Life Sciences, LLC
- Certain related affiliates of Berkley National Insurance Company
- Certain related affiliates of Guardian
- Certain related affiliates of The Hartford Insurance
- Certain related affiliates of United HealthCare Insurance Company

Top 20 Creditors

- Beckman Coulter, Inc.
- Certain related affiliates of Brammer Bio, LLC
- TraceLink Inc
- Certain related affiliates of Charles River Laboratories Montreal ULC

Utility Providers

- Pacific Gas and Electric Company (PG&E)

Exhibit 2-Former Clients[1]

Contract Counterparties

- Certain related affiliates of Aerotek Scientific, LLC
- Certain related affiliates of Merope Acquisition Sub, LLC
- Certain related affiliates of Novartis Institutes for BioMedical Research
- Certain related affiliates of Samsung Biologics
- Certain related affiliates of SHI International Corp
- Certain related affiliates of Syneos Health UK Limited
- Certain related affiliates of Syneos Health, LLC
- Eli Lilly and Company
- Laboratory Corporation of America

Debtors' Professionals & Advisors

- Evercore Group Inc.
- Raymond James Financial, Inc.

Equityholders

- Steven Boyd
- The Vanguard Group

Insurance Providers

- Certain related affiliates of Berkshire Hathaway Specialty Insurance
- Certain related affiliates of Chubb National Insurance Company
- Certain related affiliates of Cigna Health and Life Insurance Company
- Certain related affiliates of Great American Insurance Group
- Certain related affiliates of Underwriters at Lloyd's London (including Lloyd's of London)
- Provident Life and Accident Insurance Company
- XL Specialty Insurance Company

Top 20 Creditors

- Certain related affiliates of IQVIA RDS Inc.
- Certain related affiliates of PPD Development, L.P.
- Certain related affiliates of VWR International, Inc.
- Laboratory Corporation of America

Utility Providers

- Certain related affiliates of AT&T Business Direct

[1] Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of former clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of former clients.

Exhibit 3 - Potential Parties in Interest[1]

Banks
HSBC UK Bank, PLC
J.P. Morgan
Silicon Valley Bank
US Bank
Wells Fargo Bank

Bankruptcy Court Staff
Barksdale, Nickita
Batts, Cacia
Bello, Rachel
Brady, Claire
Capp, Laurie
Gadson, Danielle
Grant, Stephen L.
Haney, Laura
Hrycak, Amanda
Johnson, Lora
Lopez, Marquietta
Lugano, Al
Subda, Paula
Walker, Jill
Yeager, Demitra

Bankruptcy Judges
Goldblatt, Craig T.
Horan, Thomas M.
Owens, Karen B.
Shannon, Brendan L.
Silverstein, Laurie Selber
Stickles, Kate J.
Walrath, Mary F.

District Court Judges
Andrews, Richard G.
Burke, Christoper J.
Connolly, Colm F.
Fallon, Sherry B.

[1] This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose. As listing a party once allows our conflicts specialists to run a check on such party, we have attempted to remove duplicate entries where possible. Accordingly, a party that otherwise may fall under multiple categories is likely to be listed under only one category.

Hall, Jennifer L.
Hatcher, Laura D.
Noreika, Maryellen
Tennyson, Eleanor G.
Williams, Gregory B.

U.S. Trustee Staff
Attix, Lauren
Casey, Linda
Dice, Holly
Dortch, Shakima L.
Girello, Michael
Green, Christine
Hackman, Benjamin
Jones, Nyanquoi
Konde, Hawa
Leamy, Jane
Lipshie, Jonathan
McCollum, Hannah M.
McMahon, Joseph
Nyaku, Jonathan
O'Malley, James R.
Serrano, Edith A.
Thomas, Elizabeth
Vara, Andrew
Wynn, Dion

Contract Counterparties
ACAC Enterprises, LLC
ACT for Health, Inc. dba Professional Case Management
Actalent Scientific, LLC
Advanced Cell Diagnostics, Inc.
Aerotek Scientific, LLC
Agriculture Victoria Services Pty. Ltd.
Agrisoma Biosciences, Inc.
American Type Culture Collection
ARC Regulatory Limited
Armature Systems, Inc.
Astellas Gene Therapies, Inc.
AstraZeneca PLC
Benchling, Inc.
BioAgilytix Labs, LLC
Biogen Idec MA Inc.
Bio-Rad AbD Serotec GmbH
BioReliance Corporation
Bioverativ Therapeutics Inc.

C R Williams Consulting LLC
California Institute of Technology
Catalent Gosselies PS S.A.
Catalent Maryland, Inc.
CBRE, Inc.
Charles River Laboratories, Inc.
CHDI Management/CHDI Foundation
Children's Medical Center Corporation
Chroma Medicine, Inc.
Connor Group Global Services, LLC
Corbus, LLC
Corteva Agriscience LLC
CTI Clinical Consulting Services, Inc.
Cyprotex Discovery Limited
Dow Agrosciences LLC
East West Bank
Eli Lilly and Company
Elim Biopharmaceuticals, Inc.
Elpis Biomed Limited
Ernst & Young LLP
Evotec International GmbH
F. Hoffmann-La Roche Ltd
Fisher BioServices, Inc.
Foley & Lardner LLP
Framework Solutions LLC
FUJIFILM Cellular Dynamics, Inc.
GemPharmatech Corporation
Genentech, Inc.
GeneScience Pharmaceutical Co., Ltd
GraphPad Software, LLC
Groupware Technology, Inc.
Hoffmann-La Roche Inc.
ICON Clinical Research Limited
Inserm Transfert SA
JAGGAER, LLC
Kite Pharma, Inc.
Life Sciences Advisors, LLC
Life Technologies Corporation
Marina Boulevard Property, LLC
Marina Landing Property, LLC
Memorial Sloan-Kettering Cancer Center, Sloan Kettering Institute for Cancer Research and Memorial Hospital for Cancer and Allied Diseases
Merope Acquisition Sub, LLC
Miltenyi Biotec B.V. & Co. KG
MP Biomedicals, LLC
National Institutes of Health

Nisos Group
Novartis Institutes for BioMedical Research
Open Monoclonal Technology, Inc.
Oracle American, Inc.
Pacific BioLabs, Inc.
Perspective Pharmacovigilance, Inc.
Pfizer, Inc.
Prevail Therapeutics, Inc.
Promega Corporation
PSI CRO AG
Public Health Service
Q-Square Business Intelligence Corporation
Roche Diagnostics
Rothwell, Figg, Ernst & Manbeck, P.C.
Saatzucht Josef Breun GmbH & Co. KG
SAGE Acquisition Co.
Samsung Biologics
Sartorius Stedim North America Inc.
Sentry BioPharma Services, Inc.
SHI International Corp
Shire AG
Shire Human Genetic Therapies, Inc.
Shire International GmbH
Sigma-Aldrich Co., LLC
Solvo Biotechnology
Standard Biotools
Syneos Health, LLC
Syneos Health UK Limited
Syner-G BioPharma Group LLC
Takeda Pharmaceuticals Inc Co.
T&C Janitorial and Building Maintenance, Inc.
The Ascent Services Group, Inc.
The Board of Trustees of the Leland Stanford Junior University
Thermo Fisher Scientific, Inc.
Twist Bioscience Corporation
UBS Securities LLC
University of Utah Research Foundation
Unum Life Insurance Company of America
UW Center for Commercialization
Veeva Systems, Inc.
Vrije Universiteit Brussel
Wynden Start LLC d/b/a GQR Global Markets
Yurogen Biosystems LLC

Debtors & Non-Debtor Affiliates (not otherwise mentioned)
Ceregene, Inc.

Sangamo Therapeutics France S.A.S.
Sangamo Therapeutics, Inc.
Sangamo Therapeutics UK Ltd.

Debtors' Professionals & Advisors
Cooley, LLP
Evercore Group Inc.
Kohlberg Kravis Roberts & Co. (KKR)
Kurtzman Carson Consultants, LLC (KCC)
dba Verita Global
MERU, LLC
Raymond James Financial, Inc.
Richards, Layton & Finger (RLF)

Directors & Officers (Current/Former)
Beers, Courtney
Carey, Robert F.
Ceniceros, Michael
Davis, Gregory
Dubois-Stringfellow, Nathalie
Duraibabu, Prathyusha
Fontenot, Jason
Glasser, Julie
Hillan, Kenneth J.
Horn, Maragaret A.
Jain, Nikunj
Macrae, Alexander D.
Markels, John H.
McClung, Mark
Meyers, James R.
Parker, H. Stewart
Pooler, Amy
Smith, Karen L.
Willoughby, Scott B.

DIP Lender
Northridge ATM, LLC

Equityholders
Bradley S Campos
Casey C Case
Eric Lane
Ronald L Slone
Linda S Slone
Steven T Newby
Mike Kunis

Karen L Scala
Charles M Armistead
Nancy Foster
Melissa Kachura
Wayne Mitchell
Beilin Zhang
Edward Lanphier
Frank Bonsal
Adrienne L Bradley
Victoria L Wand
Brett R Wand
Rodney Glass
Jahyme A Brown
J Tyler Martin
University of Utah Research Foundation
Monica Miller
Damon Toroian
Ying Ying Wu
Phillip Tam
Matthew Dwyer
Vivian Choi
Beverley G Campos
Lisa M Sheldon Cust
Eric A Sheldon
Armen Kevork Toroian
Vicky Lynn Toroian
Ronald A Pepin
Marshall Wolf
DLA Piper Venture Fund 2008 LLC
Etrade Cust Fbo Ira M Lechner Roth Ira
Ira M Lechner Tr Ua 01/21/2000 Ira M Lechner & Winifred E Haag Family Trust
Annette Juliano
Anthony Juliano
Lucas Thomas Yslas
Charleen Irey Fariselli
Andrea F Donlon
Pamela Jones
Robin L Smith
Helen K Sayre
Peter Braun
Amanda R Eberhardt
Elizabeth E Garrison
Jose Alfredo Sifuentes
Paul J Mcallister Jr
Steven Boyd
Wasatch Advisors LP

The Vanguard Group
Biogen Inc.
Biogen MA Inc.
BlackRock, Inc.
State Street Corporation

Insurance Providers
Accredited Insurance Program Management
Aetna
Allied World Assurance Company (U.S.), Inc.
American International Group, Inc. (AIG)
Anthem Blue Cross
Arthur J. Gallagher Risk Management Services, LLC
AXA XL Insurance
Beazley Excess & Surplus Insurance
Berkley Life Sciences, LLC
Berkley National Insurance Company
Berkshire Hathaway Specialty Insurance
Chubb National Insurance Company
Cigna Health and Life Insurance Company
Delta Dental of California
Endurance Risk Solutions Assurance Co.
Falvey Cargo Underwriting
Falvey Insurance Group
Federal Insurance Company
First Insurance (not in Oracle)
Fubon Insurance Co., Ltd.
Great American Insurance Group
Guardian
Hudson Insurance Company
Kaiser Foundation Health Plan
MCI Life Sciences & Healthcare Consortium 4985 at Lloyd's
National Union Fire Insurance Company of Pittsburgh, PA
Old Republic Insurance Company
Old Republic Professional Liability, Inc.
Provident Life and Accident Insurance Company
Sentry Specialty
SI Insurance (Europe) S.A.
Sompo International
The Hartford Insurance
Underwriters at Lloyd's London (including Lloyd's of London)
United HealthCare Insurance Company
Vision Service Plan (VSP)
XL Specialty Insurance Company
Zurich American Insurance Company

Landlords
Point Richmond R&D Associates
Point Richmond R&D Associates II, LLC
PPF OFF 7000 ARINA BOULEVARD LP

Litigation Parties
None

Secured Creditors
None

Material (5% or Greater) Shareholders
Armistice Capital LLC
Yorkville Advisors Global LP

Top 20 Creditors
Beckman Coulter, Inc.
Brammer Bio, LLC
Catalent Pharma Solutions
Charles River Laboratories Montreal ULC
Children's Hospital Corp.
CTI Clinical Trial Svs, Inc
Envol Biomedical, LLC
EPL Archives, Inc
Innova Solutions, Inc
IQVIA RDS Inc.
Laboratory Corporation of America
Meet Recruitment Inc.
Point Richmond R&D Ass. II LLC
PPD Development, L.P.
PPF OFF 7000 Marina Blvd LP
Snell & Wilmer L.L.P.
Sterne, Kessler, Goldstein & Fox P.L.L.C
TraceLink Inc
VWR International, Inc.

Taxing Authorities
California Department of Tax and Fee Administration
California Franchise Tax Board
City of Richmond Finance Department, Business License Division
Contra Costa County Tax Collector
Internal Revenue Service
Internal Revenue Service (PA)
Massachusetts Department of Revenue
New York State Corporation Tax Department of Taxation and Finance
San Mateo County Tax Collector

Secretary of State Division of Corporations Franchise Tax

Utility Providers
AT&T Business Direct
City of Brisbane
Comcast Business
Intelletrace
Pacific Gas and Electric Company (PG&E)
South San Francisco Scavenger Company
WiLine Networks

Exhibit 4 – Accounting Summary of Payments

Date	Transaction	Amount	Retainer Balance
8/18/2025	On August 18, 2025, RL&F received payment in satisfaction of Invoice No. 3030116 for services rendered through June 30, 2025 in connection with General Corporate Advice Matters	$3,900.00	N/A
9/15/2025	On September 15, 2025, RL&F received payment in satisfaction of Invoice No. 3031974 for services rendered through July 31,2025 in connection with General Corporate Advice Matters	$2,070.00	N/A
5/29/2026	On May 29, 2026, RL&F received a wire transfer deposit of the Retainer in the amount of $150,000.00 for preparation of the Chapter 11 Case	$150,000.00	$150,000.00
6/3/2026	On June 3, 2026, RL&F applied the Retainer against Invoice No. 3049719 for services rendered through June 2, 2026	($144,097.60)	$5,902.40
6/9/2026	On June 9, 2026, RL&F received a wire transfer deposit of the Retainer in the amount of $144,097.60	$144,097.60	$150,000.00
6/11/2026	On June 11, 2026, RL&F applied the Retainer against Invoice No. 3050298 for services rendered through June 10, 2026	($149,345.60)	$654.40
6/12/2026	On June 12, 2026, RL&F received a wire transfer deposit of the Retainer in the amount of $149,345.60	$149,345.60	$150,000.00
6/17/2026	On June 17, 2026, RL&F applied the Retainer against Invoice No. 3050703 for services rendered through June 10, 2026	($149,501.40)	$498.60
6/17/2026	On June 17, 2026, RL&F received a wire transfer deposit of the Retainer in the amount of $174,501.40	$174,501.40	$175,000.00
6/18/2026	Retainer amount drawn down based on services performed and anticipated to be performed through the Petition Date for a total drawn down amount of $175.000.00. This amount represented a good faith estimate of the fees and expenses associated with all such services, including fees and expenses already recorded in RL&F's billing system. Any portion of the amounts drawn	($175,000.00)	$0.00

Date	Transaction	Amount	Retainer Balance
	which, upon reconciliation, is not attributed to prepetition fees and expenses, will be held by RL&F as security through the Chapter 11 Case until RL&F's fees and expenses are awarded by final order and are then payable to RL&F.		

Exhibit C

Willoughby Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
SANGAMO THERAPEUTICS, INC.	)	Case No. 26-10989 (CTG)
Debtor.[1]	)	

DECLARATION OF SCOTT B. WILLOUGHBY IN SUPPORT OF APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER (I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTOR EFFECTIVE AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF

I, Scott B. Willoughby, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am the Chief Legal Officer of Sangamo Therapeutics, Inc. ("**Sangamo**," the "**Company**," or the "**Debtor**"). I have held this position since August 2, 2021. I also serve as Sangamo's Corporate Secretary and Senior Vice President.

2. I submit this declaration (the "**Declaration**") in support of the *Application of Debtor for Entry of an Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-Counsel to the Debtor Effective as of the Petition Date and (II) Granting Related Relief* (the "**Application**").[2] Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents and information supplied to me by other members of the Debtor's management and the Debtor's advisors.

[1] The last four digits of the debtor's federal tax identification number are 9556. The debtor's principal office is located at 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to them in the Application.

THE DEBTOR'S SELECTION OF RL&F AS COUNSEL

3. The Debtor seeks to retain RL&F as their bankruptcy co-counsel in connection with the Chapter 11 Case. Upon determining that the Chapter 11 Case would be filed in the United States Bankruptcy Court for the District of Delaware, the Debtor selected Richards, Layton & Finger, P.A. ("**RL&F**") to serve as their counsel. RL&F was selected because of the firm's extensive experience and knowledge in the field of debtor's and creditor's rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience and knowledge in practicing before this Court, its proximity to the Court, its ability to respond quickly to emergency hearings and other emergency matters, and its familiarity with the Debtor and its businesses due to RL&F's prepetition representation of the Debtor. As such, the Debtor believes that RL&F is uniquely qualified to represent them in this Chapter 11 Case.

COST SUPERVISION

4. RL&F has informed the Debtor that RL&F intends to charge the Debtor for services rendered in the Chapter 11 Case at RL&F's normal hourly rates in effect at the time the services are rendered. As Chief Legal Officer of the Debtor, I work with the Debtor's legal team responsible for supervising outside counsel retained in the ordinary course of business, including monitoring legal costs.

5. I understand that RL&F is in the process of developing a prospective budget and staffing plan for these cases. The Debtor intends to work with RL&F to review and finalize such budget. The Debtor recognizes that in large chapter 11 cases such as this, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtor and RL&F. The Debtor also recognizes that it is its responsibility to closely monitor the billing practices of RL&F and their other professionals to ensure that fees and expenses paid by its estate remain consistent

with the Debtor's expectations taking into account the exigencies and other circumstances of the Chapter 11 Case. To that end, the Debtor will continue to review and monitor the regular invoices submitted by RL&F, and, if necessary, periodically amend the budget and staffing plan to reflect developments in the cases as applicable.

6. The Debtor will monitor the fees and expense reimbursement process during the Chapter 11 Case and ensure the Debtor is an active participant in that process. Recognizing that every chapter 11 case is unique, the Debtor, together with RL&F, will utilize the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals that will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 13, 2026

/s/ Scott B. Willoughby

Name: Scott B. Willoughby
Title: SVP, Chief Legal Officer and Corporate Secretary