Docket #0319 Date Filed: 08/17/2026

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]	
	Related D.I. 307, 308

MOTION OF ASTELLAS GENE THERAPIES, INC. FOR LEAVE TO FILE UNDER SEAL ITS LIMITED OBJECTION TO DEBTOR'S SALE MOTION AND THE DECLARATION OF ABIGAIL V. O'BRIENT IN SUPPORT THEREOF

Astellas Gene Therapies, Inc. (the "Objector"), by and through its undersigned counsel, hereby submits this motion (the "Motion to Seal") for entry of an order, substantially in the form submitted herewith (the "Proposed Order"), granting the Objector leave to file under seal the *Limited Objection of Astellas Gene Therapies, Inc. to Debtor's Proposed Sale of Certain of its Assets to the Merope Stalking Horse Bidder Free and Clear of all Encumbrances* [D.I. 307] (the "Limited Objection") and the *Declaration of Abigail V. O'Brient in Support of the Limited Objection of Astellas Gene Therapies, Inc. to Debtor's Proposed Sale of Certain of its Assets to the Merope Stalking Horse Bidder Free and Clear of all Encumbrances* (the "O'Brient Declaration" and together with the Limited Objection, the "Sealed Documents"). In support of this Motion to Seal, the Objector respectfully represents as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing

[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.

2610989260817000000000017

Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. The Objector confirms its consent, pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), to the entry of a final order by the Court in connection with this Motion to Seal to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

3. The bases for the relief requested herein are section 105(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Local Rule 9018-1(d).

Background

4. On June 23, 2026 (the "Petition Date"), Sangamo Therapeutics, Inc. (the "Debtor") filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), commencing the above-captioned case.

5. On December 18, 2024, Sangamo Therapeutics, Inc. and Astellas Gene Therapies, Inc. entered into a License Agreement (as it may have been amended prior to the date hereof, the "License Agreement"). On August 17, 2026, the Objector filed the Limited Objection to preserve its rights under the License Agreement in connection with the Debtor's proposed sale of certain intellectual property assets to the Merope Stalking Horse Bidder.[2]

[2] Capitalized terms used, but not defined, herein shall have the meanings given to them in the Sealed Documents.

6. Because the Limited Objection and the O'Brient Declaration contain confidential information regarding the terms of the License Agreement, the Objector filed the Sealed Documents entirely under seal. *See* D.I. 307.

7. On August 17, 2026, the Objector filed redacted versions of the Sealed Documents on the docket. *See* D.I. 308.

Relief Requested

8. The Objector respectfully requests entry of the proposed order (the "Proposed Order") submitted herewith granting the Objector leave to maintain under seal those portions of the Sealed Documents that contain confidential information regarding the License Agreement and authorizing the filing of redacted versions thereof on the public docket.

Basis for Relief

9. The Sealed Documents were filed under seal because they contain specific details about the Objector's License Agreement with Sangamo regarding the underlying intellectual property and the obligations of each party therewith, including details about royalty payments. This information is commercially sensitive and confidential, and its public disclosure could cause competitive harm to the Objector.

10. Pursuant to Local Rule 9018-1(d), the undersigned hereby certifies that counsel for the Objector conferred in good faith with counsel for the Debtor regarding the sealing of confidential information contained in the Sealed Documents. Specifically, counsel for the Objector and counsel for the Debtor discussed through email correspondence the need to file the Sealed Documents under seal, and the Debtor did not object to the filing of redacted versions of the Sealed Documents on the public docket.

Notice

11. The Objector has provided notice of this Motion to Seal to the following parties or their respective counsel: (a) the Debtor; (b) counsel to any statutory committee appointed in this case; and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Objector submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

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

WHEREFORE, the Objector respectfully requests that the Court enter the Proposed Order authorizing and permitting the Objector to maintain the Sealed Documents under seal and to file redacted versions thereof on the public docket, and for such other and further relief as the Court deems just and proper.

[*Remainder of Page Intentionally Left Blank*]

Dated: August 17, 2026

MCCARTER & ENGLISH, LLP

/s/ *Kate Roggio Buck*

Kate Roggio Buck, Esq. (DE #5140)
Lawrence John O'Brien, Esq. (DE #7000)
Renaissance Centre
405 N. King St., 8th Floor
Wilmington, DE 19801
Telephone: (302) 984-6300
Facsimile: (302) 984-6399
Email: kbuck@mccarter.com
lobrien@mccarter.com

-and-

COVINGTON & BURLING LLP

Abigail V. O'Brient (admitted *pro hac vice*)
1999 Avenue of the Stars, Suite 3500
Los Angeles, CA 90067-4643
Telephone: (424) 332-4800
Email: aobrient@cov.com

-and-

Julia Blackburn (admitted *pro hac vice*)
30 Hudson Yards
New York, NY 10001-2170
Telephone: (212) 841-1000
Email: jblackburn@cov.com

Counsel to Astellas Gene Therapies, Inc.

CERTIFICATE OF SERVICE

I, Kate Roggio Buck, Esquire, hereby certify that on August 17, 2026, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the District of Delaware.

/s/ *Kate Roggio Buck*
Kate Roggio Buck (DE# 5140)

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]	
	Related D.I. 307, 308

ORDER GRANTING MOTION OF ASTELLAS GENE THERAPIES, INC. FOR LEAVE TO FILE, UNDER SEAL, ITS LIMITED OBJECTION TO DEBTOR'S SALE MOTION AND THE DECLARATION OF ABIGAIL V. O'BRIENT IN SUPPORT THEREOF

Upon the *Motion of Astellas Gene Therapies, Inc. for Leave to File, Under Seal, Its Limited Objection to Debtor's Sale Motion and the Declaration of Abigail V. O'Brient in Support Thereof* (the "Motion to Seal")[2]; and the Court having reviewed the Motion to Seal; and the Court having found that it has jurisdiction to consider the Motion to Seal under 28 U.S.C. §§ 157 and 1334; and having found that this is a core proceeding under 28 U.S.C. § 157(b)(2); and having found that notice of the Motion to Seal was proper and sufficient under the circumstances, and that no other or further notice is required; and the Court having determined that the legal and factual bases set forth in the Motion to Seal establish just cause for the relief granted herein;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion to Seal is granted.

[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 94804.

[2] Capitalized terms used, but not defined, herein shall have the meanings given to them in the Sale Motion.

2. The Objector is authorized to maintain under seal those portions of the Sealed Documents that contain confidential information regarding the License Agreement and to file redacted versions thereof on the public docket pursuant to Local Rule 9018-1(d).

3. This Court shall retain jurisdiction with respect to all matters arising from and related to the implementation of this 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]	
	Related D.I. 307, 308

NOTICE OF MOTION OF ASTELLAS GENE THERAPIES, INC. FOR LEAVE TO FILE UNDER SEAL ITS LIMITED OBJECTION TO DEBTOR'S SALE MOTION AND THE DECLARATION OF ABIGAIL V. O'BRIENT IN SUPPORT THEREOF

PLEASE TAKE NOTICE that on August 17, 2026, Astellas Gene Therapies, Inc., by and through undersigned counsel, filed with the United States Bankruptcy Court for the District of Delaware (the "Court") the *Motion of Astellas Gene Therapies, Inc. for Leave to File Under Seal its Limited Objection to Debtor's Sale Motion and the Declaration of Abigail V. O'Brient in Support Thereof* (the "Motion"), a copy of which is annexed to this Notice.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held on **September 21, 2026, at 1:00 p.m. (prevailing Eastern Time)** before The Honorable Craig T. Goldblatt, United States Bankruptcy Court for the District of Delaware, 3rd Floor, Courtroom 7, 824 North Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be filed on or before **September 14, 2026 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Bankruptcy Court, 824 N. Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon undersigned counsel so as to be actually received by the Objection Deadline. Only those objections made in writing and timely filed in accordance with the above procedures will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO PROPERLY FILE AND SERVE A RESPONSE ON OR BEFORE THE OBJECTION DEADLINE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

[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.

Dated: August 17, 2026

MCCARTER & ENGLISH, LLP

/s/ *Kate Roggio Buck*

Kate Roggio Buck, Esq. (DE #5140)
Lawrence John O'Brien, Esq. (DE #7000)
Renaissance Centre
405 N. King St., 8th Floor
Wilmington, DE 19801
Telephone: (302) 984-6300
Facsimile: (302) 984-6399
Email: kbuck@mccarter.com
lobrien@mccarter.com

-and-

COVINGTON & BURLING LLP

Abigail V. O'Brient (admitted *pro hac vice*)
1999 Avenue of the Stars, Suite 3500
Los Angeles, CA 90067-4643
Telephone: (424) 332-4800
Email: aobrient@cov.com

-and-

Julia Blackburn (admitted *pro hac vice*)
30 Hudson Yards
New York, NY 10001-2170
Telephone: (212) 841-1000
Email: jblackburn@cov.com

Counsel to Astellas Gene Therapies, Inc.