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: At the hearing** **Hearing Date: August 20, 2026 at 10:00 a.m. (ET)**
	Re: Docket Nos. 13, 122, 124, 242, 270, 290, 307, 308, 309, 310, 344 & 347

MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTOR TO REDACT AND SEAL THE CONFIDENTIAL INFORMATION IN (A) THE DEBTOR'S REPLY IN SUPPORT OF THE SALE OF THE MEROPE ASSETS AND (B) THE CONFIDENTIAL HEARING EXHIBITS AND (II) GRANTING RELATED RELIEF

Sangamo Therapeutics, Inc., as debtor and debtor in possession (the "**Debtor**") in the above-captioned case (the "**Chapter 11 Case**"), hereby files this motion (this "**Motion to Seal**") and respectfully states as follows:

RELIEF REQUESTED

1. The Debtor seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the "**Proposed Order**"), (i) authorizing the Debtor to redact and seal the Confidential Information (as defined herein) in (a) the Reply (as defined herein)[2] and (b) the Confidential Hearing Exhibits (as defined herein), and (ii) granting related relief.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (the "**Court**") has jurisdiction to consider this Motion to Seal under 28 U.S.C. §§ 157 and 1334 and the *Amended*

[1] The Debtor and the last four digits of its taxpayer identification number are: Sangamo Therapeutics, Inc. (9556). The Debtor's mailing address is 501 Canal Boulevard, Suite A100, Richmond, CA 94084.

[2] Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Reply.

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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 and this Motion to Seal is proper in this District under 28 U.S.C. §§ 1408 and 1409.

3. The legal predicates for the relief requested herein are sections 105 and 107 of title 11 of the United States Code (the "**Bankruptcy Code**"), rule 9018 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and rule 9018-1 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 judgment or order with respect to this Motion to Seal 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 July 23, 2026, the Debtor filed a motion [Docket No. 13] (the "**Sale Motion**"), which, among other things, sought entry of an order: (i) approving procedures (the "**Bidding Procedures**") to be used in connection with one or more sales (each, a "**Sale**") of substantially all of the Debtor's assets (the "**Assets**"), (ii) authorizing the Debtor to enter into and perform under the Merope Stalking Horse APA, by and among the Debtor, Merope Acquisition Sub, LLC ("**Merope**"), and Eli Lilly and Company (solely as guarantor) for the sale of certain of the Assets as described therein (the "**Merope Assets**"), (iii) approving procedures for the assumption and assignment, or the Debtor's rejection, of executory contracts and unexpired leases (the "**Assumption and Assignment/Rejection Procedures**"); and (iv) scheduling an auction for the Assets (the "**Auction**") and a final hearing to consider approval of the Sale(s) (the "**Sale Hearing**").

6. On July 14, 2026, the Court entered an order [Docket No. 122] (the "**Bidding Procedures Order**") which granted certain of the relief requested in the Sale Motion, including: (i) approving the Bidding Procedures, (ii) authorizing the Debtor to enter into the Merope Stalking Horse APA, (iii) approving the Assumption and Assignment/Rejection Procedures, and (iv) scheduling the Auction and Sale Hearing.

7. Pursuant to the Bidding Procedures Order and the *Notice of Sale, Bidding Procedures, Auction and Sale Hearing* [Docket No. 124], the deadline for parties to object to, among other things, the Sale of the Merope Assets to Merope was August 4, 2026 at 4:00 p.m. (Eastern Time) (the "**Objection Deadline**"). The Objection Deadline was extended for certain parties in interest through as late as August 18, 2026 at 12:00 p.m. (Eastern Time).

8. On August 12, 2026, following the Auction, the Debtor's filed the *Notice of (I)(A) Conclusion of Auction for Certain of the Debtor's Assets (B) Designation of Successful Bidders and Backup Bidders for Such Assets, and (C) Sale Hearing for Such Assets, and (II) Adjournment of Auction for Remaining Assets and Plan Sponsor Alternative Bids* [Docket No. 290], which, among other things, designated Merope as the Successful Bidder for the Merope Assets. A revised version of the Merope Stalking Horse APA was attached to the Notice of Successful Bidder as **Exhibit A** and a revised version of the proposed Merope Sale Order was attached to the Notice of Successful Bidder as **Exhibit B-1**.

9. On August 4, 2026, F. Hoffmann-La Roche Ltd, and Hoffmann-La Roche Inc. (jointly, "**Roche**") and Genentech, Inc. ("**Genentech**") filed the *Objection of Genentech, Inc., F. Hoffmann-La Roche Ltd, and Hoffmann-La Roche Inc. to Debtor's Motion for an Order (I) Approving the Sale of Certain Intellectual Property Assets and Clear of All Interests Pursuant to 11 U.S.C. §§ 363(b) and 363(f) and (II) Authorizing Rejection of Executory Contracts Pursuant to*

11 U.S.C. § 365(a) [Docket No. 242 (SEALED); Docket No. 270 (REDACTED)] (the "**Genentech/Roche Objection**").

10. On August 17, 2026, (i) Astellas Gene Therapies, Inc. ("**Astellas**") filed 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* [Docket No. 307 (SEALED); Docket No. 308 (REDACTED)] (the "**Astellas Objection**") and (ii) Alexion Pharmaceuticals, Inc. ("**Alexion**" and, together with Genentech, Roche, and Astellas, the "**Timely Objectors**") filed the *Limited Objection of Alexion Pharmaceuticals, Inc. to Debtor's Proposed Sale of Certain of its Assets to the Merope Stalking Horse Bidder Free and Clear of All Encumbrances* [Docket No. 309 (SEALED); Docket No. 310 (REDACTED)] (the "**Alexion Objection**" and, together with the Genentech/Roche Objection and the Astellas Objection, the "**Timely Objections**"). As detailed in the Reply, Merope and Alexion engaged in negotiations regarding an amendment to Alexion's outbound license agreement (the "**Alexion License Agreement**") and reached an agreement on an amended Alexion License Agreement resolving Alexion's objection.

11. On August 18, 2026, Shire Human Genetic Therapies, Inc. ("**Takeda**" and, together with the Timely Objectors, collectively, the "**Objectors**") filed the *Joinder and Limited Objection of Shire Human Genetic Therapies, Inc. to Limited Objection of Alexion Pharmaceuticals, Inc. to Debtor's Proposed Sale of Certain of its Assets to the Merope Stalking Horse Bidder Free and Clear of All Encumbrances* [Docket No. 331] (the "**Late Objection**" and, together with the Timely Objections, the "**Objections**"). The Takeda Joinder was filed after the Objection Deadline.

12. On August 19, 2026, the Debtor filed a reply [Docket No. 344 (SEALED)] (the "**Reply**") (i) in further support of the Sale Motion with respect to the Sale of the Merope Assets to

Merope and (ii) in response to the Objections. As detailed in the Reply and the Objections, the Debtor is party to certain outbound license agreements (the "**Outbound License Agreements**") with Genentech, Roche, Astellas, and Takeda, respectively. The Outbound License Agreements include specific details about the Objectors' licenses with the Debtor regarding underlying intellectual property and the obligations of each party pursuant to the licenses. The Outbound License Agreements also contain details about, among other items, the governing law for each license and details about the royalty payments. In its Reply, the Debtor has cited to, quoted from, and characterized the Outbound License Agreements (the "**Confidential Information**"). In addition, the Debtor may seek to utilize and/or introduce into evidence the Outbound License Agreements at the Sale Hearing (the "**Confidential Hearing Exhibits**"). Given the sensitive and confidential nature of the Outbound License Agreements, by this Motion to Seal, the Debtor seeks authority to seal the Confidential Information, including the Confidential Information in the Confidential Hearing Exhibits, and to file a redacted form of the Reply to ensure that confidential, commercial information of the Debtor and the Objectors are not disclosed to the detriment of the Objectors, the Debtor, and the Debtor's estate.

BASIS FOR RELIEF

13. Sections 105(a) and 107(b) of the Bankruptcy Code allow the Court to authorize the Debtor to file the Confidential Information under seal. Pursuant to section 105(a) of the Bankruptcy Code, the Court may "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions" of the Bankruptcy Code. 11 U.S.C. § 105(a). In addition, Bankruptcy Code section 107(b) provides that "[o]n request of a party in interest, the bankruptcy court shall . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information." *Id*.

14. Although the public has a common law "right of access to judicial proceedings and records," *In re Cendant Corp.*, 260 F.3d 183, 192 (3d Cir. 2001), the Bankruptcy Code requires courts, in appropriate circumstances, to protect the businesses of debtor corporations by limiting the public's access, placing papers under seal, or otherwise entering orders to prohibit the dissemination of sensitive information. 11 U.S.C. § 107(b); Fed. R. Bankr. P. 9018; *see also Cendant*, 260 F.3d at 194 (the public's right of access "is not absolute") (quoting *Littlejohn v. BIC Corp.*, 851 F.2d 673, 678 (3d Cir. 1988)); *Leucadia, Inc. v. Applied Extrusion Tech., Inc.*, 998 F.2d 157, 165 (3d Cir. 1993) ("Although 'the right of access is firmly entrenched, so also is the correlative principle that the right is not absolute.'").

15. Bankruptcy Rule 9018 implements Bankruptcy Code section 107(b) by providing that "[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires . . . to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information." Fed. R. Bankr. P. 9018.

16. Courts in this District define "commercial information" as "information which would result in 'an unfair advantage to competitors by providing them information as to the operations of the debtor.'" *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75 (Bankr. D. Del. 2006) (quoting *Video Software Dealers Assoc. v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 27-28 (2d Cir. 1994)). An order sealing or redacting commercial information is appropriate where the disclosure of the commercial information could "reasonably be expected to cause . . . commercial injury" and the information is "critical" to the operations of the entity seeking protection, such that the information's "disclosure will unfairly benefit that entity's competitors." *See Alterra Healthcare*, 353 B.R. at 75-76 (internal citations omitted); *In re Muma Servs., Inc.*, 279 B.R. 478, 484 (Bankr. D. Del. 2002) (noting that section 107(b) "was intended to

avoid affording an unfair advantage to competitors by providing them information as to the commercial operations of the debtor") (internal citations omitted). Further, confidential commercial information does not need to rise to the level of a trade secret to be entitled to protection under section 107(b). *See, e.g.*, *Orion Pictures*, 21 F.3d at 28 ("[C]ourts interpreting § 107(b) need not require that commercial information be the equivalent of a trade secret before protecting such information.").

17. Once the court determines that a party in interest is seeking protection of information that falls within one of the categories enumerated in section 107(b) of the Bankruptcy Code, "the court is required to protect a requesting interested party and has no discretion to deny the application." *Id*. The Court has broad authority to issue such an order under Bankruptcy Rule 9018. *See In re Glob. Crossing Ltd.*, 295 B.R. 720, 724 (Bankr. S.D.N.Y. 2003) ("When the requirements of Rule 9018 are satisfied, the authority to issue the resulting order is broad—'any order which justice requires.' The Court notes that the authority goes not just to the protection of confidential documents, but to other confidentiality restrictions that are warranted in the interests of justice.").

18. The Debtor submits that good cause exists for the Court to grant the relief requested herein. Public disclosure of the Confidential Information—which includes specific details about the Outbound License Agreements regarding the underlying intellectual property and obligations of parties thereto, the governing law for each Outbound License Agreement, and details about the royalty payments—could cause competitive harm to the Objectors, the Debtor, and the Debtor's estate.

19. Additionally, each of the Outbound License Agreements is designated as confidential and contains a confidentiality provision that requires the Debtor not to disclose the

Confidential Information. Accordingly, the relief requested herein is necessary to ensure the Debtor complies with its confidentiality obligations under the Outbound License Agreements. Indeed, consistent with the contractual confidentiality restrictions in each Outbound License Agreement, Genentech, Roche, and Astellas each filed its respective Objection under seal and redacted the Confidential Information from the public version of its respective Objeciton filed on the Court's docket in this Chapter 11 Case.

20. Moreover, the Debtor submits that parties in interest will not be prejudiced by the relief requested herein. The Debtor has already provided or will provide unredacted versions of the Reply to the Court, the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**"), counsel to Merope, counsel to Genentech, counsel to Roche, counsel to Astellas, counsel to Takeda, and, on a professionals' eyes-only basis, counsel to the Official Committee of Unsecured Creditors (the "**Creditors' Committee**") and proposed counsel to the Committee of Equity Holders (the "**Equity Committee**"). Accordingly, all parties with an interest in the dispute before the Court have access to the Confidential Information.

21. In light of the foregoing, the Debtor respectfully requests that the Court permit the Debtor to seal the Confidential Information, as described herein.

COMPLIANCE WITH LOCAL RULE 9018-1

22. To the best of the knowledge, information, and belief of the undersigned proposed counsel to the Debtor, the Reply contains information that is confidential, as contemplated by Local Rule 9018-1(d)(iii).

23. Further, the undersigned hereby certifies that, prior to filing this Motion to Seal, counsel to the Debtor attempted to confer in good faith with counsel to the Objectors regarding the

sealing of the Confidential Information and the scope of the redactions to be applied to the publicly-filed version of the Reply pursuant to Local Rule 9018-1(d)(ii).

24. Finally, the Debtor has filed a redacted version of the Reply consistent with Local Rule 9018-1(d)(i) concurrently herewith and provided copies of the unredacted Reply as detailed above.

NOTICE

25. The Debtor will provide notice of this Motion to (i) the U.S. Trustee; (ii) counsel to the Creditors' Committee; (iii) proposed counsel to the Equity Committee (iv) counsel to the Replacement DIP Lender; (v) the Internal Revenue Service; (vi) the Securities and Exchange Commission; (vii) the United States Attorney's Office for the District of Delaware and all other states in which the Debtor operates; (viii) the United States Food and Drug Administration; (ix) counsel to Genentech; (x) counsel to Roche; (xi) counsel to Astellas; (xii) counsel to Alexion; (xiii) counsel to Takeda; (xiv) counsel to Merope; and (xv) all parties entitled to notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtor submits that no other or further notice is necessary.

NO PRIOR REQUEST

26. No previous request for the relief sought herein has been made by the Debtor to this Court or any other court.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtor respectfully requests that the Court enter the Proposed Order granting the relief requested in this Motion to Seal and such other and further relief as the Court deems appropriate under the circumstances.

Dated: August 19, 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Brendan J. Schlauch

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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 20, 2026 at 10:00 a.m. (ET)** **Objection Deadline: At the hearing**

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on August 19, 2026, the debtor and debtor-in-possession in the above captioned case (the "**Debtor**") filed the *Motion for Entry of an Order (I) Authorizing the Debtor to Redact and Seal the Confidential Information in (A) the Debtor's Reply in Support of the Sale of the Merope Assets and (B) the Confidential Hearing Exhibits and (II) Granting Related Relief* (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion **must be presented at the hearing**.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Motion are received, the Motion 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 20, 2026 at 10:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, 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.

MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: August 19, 2026
Wilmington, Delaware

Respectfully submitted,

/s/ Brendan J. Schlauch

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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 Nos. 344 & ____**

ORDER (I) AUTHORIZING THE DEBTOR TO REDACT AND SEAL THE CONFIDENTIAL INFORMATION IN (A) THE DEBTOR'S REPLY IN SUPPORT OF THE SALE OF THE MEROPE ASSETS AND (B) THE CONFIDENTIAL HEARING EXHIBITS AND (II) GRANTING RELATED RELIEF

Upon the motion to seal (the "**Motion to Seal**")[2] of the above-captioned debtor and debtor in possession (the "**Debtor**") for entry of an order (this "**Order**"), pursuant to sections 105 and 107 of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, (i) authorizing the Debtor to redact and seal the Confidential Information in (a) the Reply and (b) the Confidential Hearing Exhibits, and (ii) granting related relief, as more fully set forth in the Motion to Seal; and this Court having jurisdiction to consider the Motion to Seal and the relief requested therein 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 (Sleet, C.J.); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and due, sufficient, and proper notice of the Motion to Seal having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Local Rules, and it appearing that no other or further notice need be provided; and a hearing having been held, if necessary, to consider the relief requested in the Motion to Seal (the "**Hearing**"); and upon

[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 not otherwise defined herein shall have the meaning ascribed to them in the Motion to Seal.

the record of the Hearing and all of the proceedings had before the Court; and all objections, if any, to the Motion to Seal having been withdrawn, resolved, or overruled; and this Court having found and determined that the relief sought in the Motion to Seal is in the best interests of the Debtor, their estates, their creditors, their stakeholders, and all other parties in interest, and that the legal and factual bases set forth in the Motion to Seal and at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Seal is granted as set forth herein.

2. Pursuant to sections 105(a) and 107 of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, the Debtor is authorized to maintain the Confidential Information, including the Confidential Hearing Exhibits, under seal.

3. The Confidential Information, including the Confidential Hearing Exhibits, shall remain under seal and not made available to anyone except, (i) the Court, (ii) the U.S. Trustee, (iii) counsel to Genentech, (iv) counsel to Roche, (v) counsel to Astellas, (vi) counsel to Alexion, (vii) counsel to Takeda, (viii) counsel to Merope, (ix) counsel to the Creditors' Committee on a professionals' eyes-only basis, and (x) proposed counsel to the Equity Committee on a professionals' eyes-only basis, without the express written consent of the Debtor.

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

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