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*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

*Proposed Co-Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

INVITAE CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

**DECLARATION OF MICHAEL W. RYAN, ON BEHALF OF PROPOSED  
ORDINARY COURSE PROFESSIONAL MCDERMOTT WILL & EMERY LLP**

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



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I, Michael W. Ryan, pursuant to Section 1746 of title 28 of the United States Code, hereby declare that the following is true to the best of my information, knowledge, and belief:

1. I am a partner at McDermott Will & Emery LLP, located at 500 North Capital Street, NW, Washington, DC 20001-1531 (“McDermott”).

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey authorizing Invitae Corporation and/or its affiliated debtors (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases [Docket No. 197] (the “Order”). Following the date that the Debtors commenced their chapter 11 cases (the “Petition Date”), the Debtors requested that McDermott provide professional services (or continue to provide such services) to the Debtors, and McDermott has consented to provide such services. Accordingly, McDermott is submitting this Declaration pursuant to the Order.

3. McDermott, through me, and other members, partners, associates, or employees of McDermott, has provided, or plans to provide, the following services to the Debtors from and after the Petition Date: representation of the Debtors in connection with regulatory and reimbursement matters.

4. McDermott may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these cases. As part of its customary practice, McDermott is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. Other than as disclosed herein, McDermott does not perform services for any such person in connection with these cases. In

addition, other than as disclosed herein, McDermott does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. McDermott currently represents Natera Inc. (“Natera”) in connection with matters related to Invitae. The matters for which McDermott has been retained as an ordinary course professional in these chapter 11 cases are wholly unrelated to the matters in which McDermott represents Natera. More specifically, McDermott filed a patent infringement lawsuit on behalf of Natera against ArcherDX, Inc. on January 27, 2020 (the “Patent Litigation”). On January 12, 2021, Natera filed a second amended consolidated complaint adding ArcherDX LLC and Invitae as Defendants in view of ArcherDX, Inc.’s merger with Invitae. On May 15, 2023, following a five-day trial, the jury rendered a verdict in favor of Natera finding that the Patent Litigation defendants directly infringed the asserted patent claims and that the asserted patent claims are not invalid. Separately, on January 17, 2024, Natera and Invitae entered into an Asset Purchase Agreement (“APA”) under which Natera purchased certain assets from Invitae relating to non-invasive prenatal testing. McDermott continues to represent Natera in connection with the Patent Litigation and the APA, including as such matters may relate to these chapter 11 cases. Additionally, Natera has indicated an interest in acquiring certain of Invitae’s assets in these chapter 11 cases, and McDermott represents Natera in that capacity as a potential bidder. Out of an abundance of caution, McDermott has erected an ethical wall between McDermott personnel representing Invitae on ordinary course professional matters and McDermott personnel representing Natera on matters related to Invitae.

6. Neither I, nor any principal of, or professional employed by McDermott has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of McDermott.

7. Neither I, nor any principal of, or professional employed by McDermott, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates.

8. McDermott believes that it is not owed any amounts on account of services rendered and expenses incurred prior to the Petition Date in connection with McDermott's employment by the Debtors. McDermott agrees to waive all unpaid amounts for services rendered prior to the Petition Date.

9. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, McDermott was not party to an agreement for indemnification with the Debtors.

10. At any time during the period of its employment, if McDermott should discover any facts bearing on the matters described herein, McDermott will supplement the information contained in this Declaration.

11. I, or a representative of McDermott, have read and am familiar with the requirements of the *Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business*.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this April 5, 2024 in Washington, DC.

/s/ Michael W. Ryan

Michael W. Ryan

Partner

McDermott Will & Emery LLP

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

INVITAE CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11362 (MBK)

(Jointly Administered)

**RETENTION QUESTIONNAIRE**

**TO BE COMPLETED BY EACH ORDINARY COURSE PROFESSIONAL  
EMPLOYED BY THE DEBTORS**

**Do not file this Questionnaire with the Court. Please return it to:**

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)  
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<sup>1</sup> The last four digits of Debtor Invitae Corporation's tax identification number are 1898. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at [www.kccllc.net/invitae](http://www.kccllc.net/invitae). The Debtors' service address in these chapter 11 cases is 1400 16<sup>th</sup> Street, San Francisco, California 94103.

If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

McDermott Will & Emery LLP, 500 North Capital Building, NW, Washington, DC  
20001-1531.

2. Date of retention:

January 29, 2014.

3. Type of services provided (accounting, legal, etc.):

Legal.

4. Brief description of services to be provided:

Advising the Debtors in connection with certain regulatory and reimbursement matters.

5. Prepetition claims against the Debtors held by the firm (if any):

None.

6. Arrangements for compensation (hourly, contingent, etc.):

Hourly.

(a) Average hourly rate (if applicable):

See attached Exhibit A for hourly rates.

(b) Estimated average monthly compensation:

Approximately \$50,000.

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

None.

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to its estate with respect to the matters on which the above-named firm is to be employed:

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McDermott represents Natera.

More specifically, McDermott filed a patent infringement lawsuit on behalf of Natera against ArcherDX, Inc. on January 27, 2020 (the “Patent Litigation”). On January 12, 2021, Natera filed a second amended consolidated complaint adding ArcherDX LLC and Invitae as Defendants in view of ArcherDX, Inc.’s merger with Invitae. On May 15, 2023, following a five-day trial, the jury rendered a verdict in favor of Natera finding that the Patent Litigation defendants directly infringed the asserted patent claims and that the asserted patent claims are not invalid. Separately, on January 17, 2024, Natera and Invitae entered into an Asset Purchase Agreement (“APA”) under which Natera purchased certain assets from Invitae relating to non-invasive prenatal testing.

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9. Name and title of individual completing this Retention Questionnaire:

Michael W. Ryan, Partner

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 information.

Dated: April 5, 2024

/s/ Michael W. Ryan

Michael W. Ryan

Partner

McDermott Will & Emery LLP

**EXHIBIT A**

Current Hourly Rates

<b>Billing Category</b>	<b>Range</b>
Partners/Counsel	\$1,215–\$2,590
Associates	\$725–\$1,215
Paraprofessionals	\$100–\$1,415