

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

Hearing Date: August 14, 2024 at 1:00 p.m. (ET)

Objection Deadline: August 7 at 4:00 p.m. (ET)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION OF
HOGAN LOVELLS US LLP AS COUNSEL, EFFECTIVE AS OF JULY 3, 2024**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the jointly administered chapter 11 cases of the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this application (the “Application”) for an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to retain and employ Hogan Lovells US LLP (“Hogan Lovells”) as the Committee’s counsel, effective as of July 3, 2024, pursuant to sections 1103(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “Bankruptcy Code”), rule 2014 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), and local rule 2014-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Delaware (as amended, the “Local Bankruptcy Rules”). In support of the Application, the Committee submits (i) the declaration of David P. Simonds, a partner at Hogan Lovells, attached hereto as **Exhibit B** (the “Simonds Declaration”), and (ii) the declaration of Peter Dowley, Senior Vice President, Investments Lead, San Diego &

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: DermTech, Inc. (0849) and DermTech Operations, Inc. (8997). The Debtors’ service address is 12340 El Camino Real, San Diego, California 92130.

Life Sciences of Kilroy Realty, L.P., the chair of the Committee, attached hereto as **Exhibit C** (the “**Dowley Declaration**”), each of which is incorporated herein by reference. In further support of the Application, the Committee respectfully states as follows:

Jurisdiction

1. The Court (as defined below) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court of Delaware, dated February 29, 2012. Venue in this judicial district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

Background

2. On June 18, 2024 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the District of Delaware (the “**Court**”). The Court ordered the joint administration of the Debtors’ chapter 11 cases for procedural purposes only. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

3. On July 1, 2024, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee comprises the following three (3) members: (i) Kilroy Realty, L.P.; (ii) Zymo Research Corporation; and (iii) Skin Surgery Medical Group, Inc. *See* Docket No. 55.

4. On July 3, 2024, the Committee selected Hogan Lovells US LLP (“**Hogan**”) as its proposed lead counsel, Potter Anderson & Corroon LLP (“**Potter Anderson**”) as its proposed Delaware counsel, and Berkeley Research Group (“**BRG**”) as its proposed financial advisor in these chapter 11 cases.

Application

A. Hogan Lovells' Qualifications

5. The Committee seeks to employ and retain Hogan Lovells,² pursuant to section 1103(a) of the Bankruptcy Code, on the terms set forth in this Application and the Simonds Declaration. The Committee believes that Hogan Lovells' employment as its counsel is appropriate, necessary, and in the best interests of the Debtors' unsecured creditors.

6. In making its selection, the Committee sought counsel with experience in representing creditors' committees in large and complex chapter 11 cases. Hogan Lovells has such experience, having represented several official and ad hoc creditors' committees, as well as significant individual creditors in a large variety of cases under chapter 11 of the Bankruptcy Code. Specifically, Hogan Lovells (or its attorneys, while at prior firms) have represented official committees of unsecured creditors, ad hoc committees, significant creditors or chairs of creditors' committees in the following chapter 11 cases, among others: In re Unconditional Love, Inc., Case No. 23-11759 (MFW) (Bankr. D. Del.); In re Virgin Orbit Holdings, Inc., Case No. 23-10405 (KBO) (Bankr. D. Del.); In re CarbonLite Holdings LLC, Case No. 21-10527 (JTD) (Bankr. D. Del.); In re SpeedCast International Limited, Case No. 20-32243 (MI) (Bankr. S.D. Tex.); In re Kfir Gavrieli, Case No. 21-10826 (SB) (Bankr. C.D. Cal.); In re Wave Computing, Inc., Case No. 20-50682 (MEH) (Bankr. N.D. Cal.); In re Rubio's Restaurants, Inc., Case No. 20-12688 (MFW) (Bankr. D. Del.); In re Stearns Holdings, LLC, Case No. 19-12226 (SCC) (Bankr. S.D.N.Y.); In re Bruce Elieff, Case No. 19-13858 (ES) (Bankr. C.D. Cal.); In re Toys "R" Us Inc., Case No. 17-34665 (KLP) (Bankr. E.D. Va.); In re Atlas Resource Partners, L.P., Case No. 16-12149 (SHL)

² Hogan Lovells refers to an international legal practice comprising Hogan Lovells US LLP, Hogan Lovells International LLP and their affiliated businesses, each of which is a separate legal entity.

(Bankr. S.D.N.Y.); In re Abeinsa Holding Inc., Case No. 16-10790 (KJC) (Bankr. D. Del.); In re Abengoa Bioenergy US Holding, LLC, Case No. 16-41161-659 (KAS) (Bankr. E.D. Mo.); In re Inversiones Alsacia S.A., Case No. 14-12896 (MG) (Bankr. S.D.N.Y.); In re Rhythm and Hues, Inc., Case No. 13-13775 (NB) (Bankr. C.D. Cal); In re Residential Capital, LLC, Case No. 12-12020 (MG) (Bankr. S.D.N.Y.); In re Broadway 401 LLC, Case No. 10-10070 (KJC) (Bankr. D. Del.); In re Chemtura Corp., Case No. 09-11233 (REG) (Bankr. S.D.N.Y.); In re Washington Mutual, Inc., Case No. 08-12229 (MFW) (Bankr. D. Del.); In re Sea Containers Ltd., Case No. 06-11156 (KJC) (Bankr. D. Del.); In re Delta Air Lines, Inc., Case No. 05-17923 (PCB) (Bankr. S.D.N.Y.); In re Williams Communications Group, Inc., Case No. 02-11957 (CGM) (Bankr. S.D.N.Y.); and, In re Adelphia Communications Corp., Case No. 02-41729 (SHL) (Bankr. S.D.N.Y).

B. Services to Be Provided by Hogan Lovells

6. The Committee expects that Hogan Lovells will provide, as directed by the Committee, the following services (without limitation):

- a. advise the Committee with respect to its rights, powers, and duties in these chapter 11 cases;
- b. participate in in-person and telephonic meetings of the Committee and subcommittees formed thereby;
- c. assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding these chapter 11 cases;
- d. assist the Committee in analyzing claims asserted against, and interests in, the Debtors, and in negotiating with the holders of such claims and interests, and bringing, or participating in, objections or estimation proceedings with respect to such claims and interests;
- e. assist with the Committee's review of the Debtors' Schedules of Assets and Liabilities, Statements of Financial Affairs, and other financial reports prepared by the Debtors;

- f. assist the Committee in its investigation of the acts, conduct, assets, liabilities, management, and financial condition of the Debtors and of the historic and ongoing operation of their businesses;
- g. assist the Committee in its analysis of and negotiations with the Debtors or any third party related to, financing, asset disposition transactions, compromises of controversies, and assumption and rejection of executory contracts and unexpired leases;
- h. assist the Committee in its investigation of the validity of the Debtors' prepetition debt and/or liens and any other potential claims against prepetition debt holders;
- i. assist the Committee in its analysis of, and negotiations with the Debtors or any third party related to the formulation, confirmation, and implementation of any chapter 11 plan and all documentation related thereto;
- j. assist and advise the Committee with respect to communications with the general creditor body in these chapter 11 cases;
- k. respond to inquiries from individual creditors as to the status of, and developments in, these chapter 11 cases;
- l. represent the Committee at hearings and other proceedings before the Court and other courts or tribunals, as appropriate;
- m. review and analyze complaints, motions, applications, orders, and other pleadings filed with the Court, and advise the Committee with respect to formulating positions thereon and filing responses thereto;
- n. assist the Committee in its review and analysis of, and negotiations with the Debtors and their non-Debtor affiliates related to, intercompany claims and transactions;
- o. review and analyze analyses or reports prepared in connection with the Debtors' potential claims and causes of action, advise the Committee with respect to formulating positions thereon, and perform such other diligence and independent analysis as may be requested by the Committee;
- p. advise the Committee with respect to applicable federal and state regulatory issues, as such issues may arise in these chapter 11 cases;
- q. assist the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters, and administrative proceedings as may be necessary or appropriate in furtherance of the Committee's duties; and

- r. perform such other legal services as may be necessary or as may be requested by the Committee in accordance with the Committee's powers and duties, as set forth in the Bankruptcy Code or otherwise.

7. The Committee is also seeking to retain (and may seek in the future to retain) other professional advisors to assist it in these chapter 11 cases, such as Potter Anderson, as its Delaware counsel, and BRG, as its financial advisor, as well as law firms in foreign jurisdictions, if necessary, where Hogan Lovells does not have qualified lawyers for a particular task. Hogan Lovells' services are intended to complement, and not duplicate, the services rendered by such other professionals. Hogan Lovells has represented to the Committee that it intends to use its reasonable best efforts to coordinate with the other professionals retained by the Committee to minimize any duplication of services to the extent practicable.

C. Requisite Disclosures

8. To the best of the Committee's knowledge, information, and belief, based on the Simonds Declaration, Hogan Lovells does not represent any entity having an adverse interest in connection with these chapter 11 cases. Thus, Hogan Lovells' retention is authorized by section 1103(b) of the Bankruptcy Code.

9. The Simonds Declaration sets forth, as required by Bankruptcy Rule 2014(a), to the best of Mr. Simonds' knowledge, Hogan Lovells' connections with the Debtors, the Debtors' known creditors, certain other parties in interest, their respective attorneys and accountants, the U.S. Trustee, and persons employed in the office of the U.S. Trustee. To the best of the Committee's knowledge, Hogan Lovells is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code.

D. Effective Date of Retention

10. The Committee requests that Hogan Lovells' retention be approved as of July 3, 2024, the date Hogan Lovells was selected as counsel to the Committee and began substantive

work on the Committee's behalf. The Committee believes that the approval of Hogan Lovells' retention retroactive to this such is appropriate in light of the Committee's immediate and urgent need for legal services upon its formation and the prompt filing of this application thereafter.

E. Proposed Compensation

11. Hogan Lovells intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, 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* (the "UST Guidelines"), and any orders and procedures that may be or have already been established by the Court.

12. Subject to the Court's approval, Hogan Lovells will be compensated for its services to the Committee at its standard hourly rates, which are based on each professional's level of experience, and will be reimbursed for its actual and necessary expenses incurred in connection with rendering such services. Compensating Hogan Lovells on an hourly basis is consistent with section 328(a) of the Bankruptcy Code. At present, the standard hourly rates charged by Hogan Lovells generally range from \$1,085 to \$2,040 for partners,³ \$1,045 to \$1,985 for counsel, \$695 to \$1,210 for associates and senior associates, and \$315 to \$620 for paralegals.

13. The current hourly rates of the principal professionals and paraprofessionals who are expected to render services to or for the benefit of the Committee in conjunction with these chapter 11 cases are:

Name	Position	Resident Office	Hourly Rate
David P. Simonds	Partner	Los Angeles	\$1,810.00
Todd M. Schwartz	Partner	Silicon Valley	\$1,765.00
Kristin Zielinski Duggan	Partner	Washington, D.C.	\$1,280.00

³ One partner in Hogan Lovells' District of Columbia office has an hourly rate of \$2,950. Hogan Lovells does not anticipate that this partner will participate in the proposed representation of the Committee.

Name	Position	Resident Office	Hourly Rate
Edward J. McNeilly	Senior Associate	Los Angeles	\$1,190.00
Kaitlyn A. Hittelman	Associate	Los Angeles	\$785.00
Tracy Southwell	Paralegal	Los Angeles	\$600.00

14. These hourly rates are subject to periodic firm-wide adjustments in the ordinary course of Hogan Lovells' business. Notice of any such adjustments will be provided to the Committee, the Debtors, and the U.S. Trustee. Hogan Lovells will maintain detailed, contemporaneous records of time expended and expenses incurred in connection with these chapter 11 cases. Hogan Lovells will also seek the reimbursement of the expenses Committee members may incur in connection with their service on the Committee. Hogan Lovells will submit such expenses with its monthly fee statements and fee applications, as appropriate.

15. Given the complexity and pace of these chapter 11 cases, from time to time, Hogan Lovells' employees may be required to work after business hours and during the weekend. The Committee understands that Hogan Lovells generally invoices clients for meals and transportation to or from the office related to work performed during such time on behalf of the applicable client. To the extent that the Local Bankruptcy Rules or the applicable orders of this Court do not permit reimbursement of any of the foregoing expenses (or provide for additional requirements in respect thereof), the Committee respectfully requests that this Court waive any *per se* prohibition or any requirements other than such expenses be actual and reasonable.

16. On July 15, 2024, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Docket No. 93]. Hogan Lovells intends to comply with this order.

Relief Requested

17. Based on the foregoing, the Committee respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the employment and retention

of Hogan Lovells as its counsel, effective as of July 3, 2024, pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1.

Basis for Relief

18. The Committee respectfully requests that the Court authorize the retention of Hogan Lovells as its attorneys pursuant to section 328(a) of the Bankruptcy Code, which provides that, subject to Court approval, a committee appointed under section 1102 of the Bankruptcy Code:

[M]ay employ or authorize the employment of a professional person under section 327 or 1103 of [the Bankruptcy Code] . . . on any reasonable terms and condition of employment.

U.S.C. § 328(a).

19. In retaining counsel pursuant to section 328(a) of the Bankruptcy Code, a committee must comply with section 1103(b) of the Bankruptcy Code, which provides that:

An attorney . . . employed to represent a committee appointed under section 1102 of [the Bankruptcy Code] may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case. Representation of one or more creditors of the same class represented by the committee shall not per se constitute the representation of an adverse interest.

11 U.S.C. § 1103(b)

20. Bankruptcy Rule 2014(a) requires that an application for an order approving the employment of counsel pursuant to section 1103 of the Bankruptcy Code include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

21. The Committee submits that for all the reasons set forth above and in the Simonds Declaration, the retention of Hogan Lovells as counsel to the Committee, on the terms set forth herein and in the Simonds Declaration, is warranted and should be approved.

No Prior Request

22. No previous request for the relief sought herein has been made to this or any other Court.

23. WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, (i) granting the Application, (ii) authorizing the retention and employment of Hogan Lovells as counsel to the Committee, effective as of July 3, 2024, and (iii) granting such other and further relief as the Court may deem just and proper.

Dated: July 24, 2024

Respectfully submitted,

The Official Committee of Unsecured Creditors of
DermTech, Inc., *et al.*

By: /s/ Peter Dowley
Peter Dowley
Senior Vice President, Investment Leads, San
Diego & Life Sciences for Kilroy Realty,
L.P., solely in his capacity as Chair of the
Committee and not in his personal capacity

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

Hearing Date: August 14, 2024 at 1:00 p.m. (ET)

Objection Deadline: August 7, at 4:00 p.m. (ET)

**NOTICE OF APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION OF HOGAN LOVELLS US LLP AS COUNSEL,
EFFECTIVE AS OF JULY 3, 2024**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention of Hogan Lovells US LLP as Counsel, Effective as of July 3, 2024* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801, on or before **August 7, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) and served upon and received by the undersigned proposed attorneys for the Committee.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: DermTech, Inc. (0849) and DermTech Operations, Inc. (8997). The Debtors’ service address is 12340 El Camino Real, San Diego, California 92130.

received, the Application and such objections shall be considered at a hearing before the Honorable John T. Dorsey at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801 on **August 14, 2024 at 1:00 p.m. (ET).**

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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Dated: July 24, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Maria Kotsiras

Christopher M. Samis (No. 4909)

Aaron H. Stulman (No. 5807)

Maria Kotsiras (No. 6840)

Shannon A. Forshay (No. 7293)

POTTER ANDERSON & CORROON LLP

1313 N. Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Email: csamis@potteranderson.com

astulman@potteranderson.com

mkotsiras@potteranderson.com

sforshay@potteranderson.com

-and-

David P. Simonds (admitted *pro hac vice*)

Todd M. Schwartz (admitted *pro hac vice*)

Edward J. McNeilly (admitted *pro hac vice*)

Kaitlyn A. Hittelman (admitted *pro hac vice*)

HOGAN LOVELLS US LLP

1999 Avenue of the Stars, Suite 1400

Los Angeles, California 90067

Telephone: (310) 785-4600

Facsimile: (310) 785-4601

Email: david.simonds@hoganlovells.com

todd.schwartz@hoganlovells.com

edward.mcneilly@hoganlovells.com

kaitlyn.hittelman@hoganlovells.com

*Proposed Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

Re: Docket No. ____

**ORDER AUTHORIZING THE RETENTION OF
HOGAN LOVELLS US LLP AS COUNSEL TO THE
COMMITTEE, EFFECTIVE AS OF JULY 3, 2024**

Upon the application (the “Application”)² of the Committee to retain and employ Hogan Lovells as its counsel, effective as of July 3, 2024; and the Court having reviewed the Application and the accompanying declarations; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application and the relief requested therein having been provided; and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Application, the Simonds Declaration and the Dowley Declaration establish just cause for the relief granted herein; and the Court having found that (i) Hogan Lovells does not represent any entity having an adverse interest in connection with these chapter 11 cases, (ii) Hogan Lovells is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: DermTech, Inc. (0849) and DermTech Operations, Inc. (8997). The Debtors’ service address is 12340 El Camino Real, San Diego, California 92130.

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Code, and (iii) Hogan Lovells' hourly rates are reasonable; and any objections to the relief requested in the Application having been overruled or withdrawn; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Committee is authorized to retain and employ Hogan Lovells as its counsel, effective as of July 3, 2024, on the terms set forth in the Application and the Simonds Declaration.
3. Hogan Lovells shall use its reasonable best efforts to avoid duplication of its services to the Committee with the services being provided by any of the Committee's other retained professionals.
4. Hogan Lovells shall maintain detailed, contemporaneous records of time expended and expenses incurred in connection with rendering legal services to the Committee.
5. Subject to the Court's approval, the Debtors shall compensate Hogan Lovells for its professional services to the Committee and reimburse it for its reasonable and necessary expenses, in each case, in accordance with the ordinary and customary rates in effect on the date the services are rendered or expenses incurred. For the avoidance of doubt, under no circumstances shall any of the compensation or expense reimbursement obligations approved by the Court be an obligation of, or paid by, the Committee or any of its members.
6. In connection with any increase in Hogan Lovells' rates, Hogan Lovells shall provide the Debtors and the U.S. Trustee notice prior to filing a fee statement or fee application reflecting such an increase, which shall set forth the requested rate increase and explain the basis for the requested rate increase. Hogan Lovells shall also file notice of any rate increase with the Court, certifying that the Committee has consented to the requested increase. The U.S. Trustee

shall retain the right to object to any rate increase on any and all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. Hogan Lovells shall apply for compensation and reimbursement of expenses in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable orders of the Court. Hogan Lovells shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the UST Guidelines.

8. Hogan Lovells shall also be entitled to submit with its fee statements and fee applications the expenses of Committee members that are incurred in connection with such Committee member's service on the Committee, which shall be reimbursed by the Debtors' estates in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

9. Notwithstanding anything to the contrary in the Bankruptcy Rules or Local Bankruptcy Rules, Hogan Lovells shall be entitled to reimbursement for the actual and reasonable costs of meals and transportation to or from the office for employees required to work after business hours and during the weekend in connection with these chapter 11 cases.

10. Notwithstanding anything in the Application to the contrary, Hogan Lovells shall (i) to the extent that Hogan Lovells uses the services of contract attorneys, independent contractors or subcontractors (collectively, the "Contractors") in these chapter 11 cases, pass through the cost of such Contractors at the same rate that Hogan Lovells pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same

conflicts checks as required for Hogan Lovells; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

11. Notwithstanding anything to the contrary in the Application, Hogan Lovells will not seek reimbursement of expenses for office supplies.

12. The Committee and Hogan Lovells are authorized to take all actions each of them deems necessary and appropriate to effectuate the relief granted in this Order.

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

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

EXHIBIT B

Declaration of David P. Simonds

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

**DECLARATION OF DAVID P. SIMONDS IN SUPPORT OF APPLICATION OF
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION OF
HOGAN LOVELLS US LLP AS COUNSEL, EFFECTIVE AS OF JULY 3, 2024**

David P. Simonds, under penalty of perjury, declares:

1. I am an attorney admitted to practice in the States of California and New York, and a partner in the Restructuring and Special Situations Practice Group of Hogan Lovells US LLP (“Hogan Lovells”),² proposed counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”). Hogan Lovells maintains offices at, among other places, 1999 Avenue of the Stars, Suite 1400, Los Angeles, CA 90067 and 390 Madison Avenue, New York, NY 10017. There are no disciplinary proceedings pending against me.

2. I am duly authorized to make this declaration (the “Declaration”) on behalf of Hogan Lovells in support of the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention of Hogan Lovells US LLP as Counsel, Effective as of July 3, 2024* (the “Application”),³ seeking authorization to retain Hogan Lovells as counsel to the

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² Hogan Lovells refers to an international legal practice comprising Hogan Lovells US LLP, Hogan Lovells International LLP and their affiliated businesses, each of which is a separate legal entity.

³ Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Application.

Committee on the terms, and subject to the conditions, set forth therein. I submit this Declaration in accordance with sections 1103(b) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1.

3. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, I would testify thereto to the best of my knowledge and belief. Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather within the personal knowledge of other attorneys and employees at Hogan Lovells and are based on information derived from Hogan Lovells' internal records that I received from them.

Hogan Lovells' Qualifications

4. Hogan Lovells is an international law firm with its principal U.S. office located at 555 13th St NW, Washington, DC 20004, and with other offices located in New York, Los Angeles, Silicon Valley, Houston, Philadelphia, London, Paris, Amsterdam, Munich, Singapore, Hong Kong, and many other cities across the world. Hogan Lovells possesses extensive knowledge and expertise in the areas of law relevant to these chapter 11 cases, and Hogan Lovells is well qualified to represent the Committee. Our U.S.-based team possesses extensive experience and knowledge practicing before bankruptcy courts across the country and has played significant roles in a wide array of chapter 11 cases. Specifically, Hogan Lovells (or its attorneys at prior firms) have represented official committees of unsecured creditors, ad hoc committees, significant creditors or chairs of creditors' committees in the following chapter 11 cases, among others: In re Unconditional Love, Inc., Case No. 23-11759 (MFW); (Bankr. D. Del.); In re Virgin Orbit Holdings, Inc., Case No. 23-10405 (KBO) (Bankr. D. Del.); In re CarbonLite Holdings LLC, Case No. 21-10527 (JTD) (Bankr. D. Del.); In re SpeedCast International Limited, Case No. 20-32243 (MI) (Bankr. S.D. Tex.); In re Kfir Gavrieli, Case No. 21-10826 (SB) (Bankr. C.D. Cal.); In re

Wave Computing, Inc., Case No. 20-50682 (MEH) (Bankr. N.D. Cal.); In re Rubio's Restaurants, Inc., Case No. 20-12688 (MFW) (Bankr. D. Del.); In re Stearns Holdings, LLC, Case No. 19-12226 (SCC) (Bankr. S.D.N.Y.); In re Bruce Elieff, Case No. 19-13858 (ES) (Bankr. C.D. Cal.); In re Toys "R" Us Inc., Case No. 17-34665 (KLP) (Bankr. E.D. Va.); In re Atlas Resource Partners, L.P., Case No. 16-12149 (SHL) (Bankr. S.D.N.Y.); In re Abeinsa Holding Inc., Case No. 16-10790 (KJC) (Bankr. D. Del.); In re Abengoa Bioenergy US Holding, LLC, Case No. 16-41161-659 (KAS) (Bankr. E.D. Mo.); In re Inversiones Alsacia S.A., Case No. 14-12896 (MG) (Bankr. S.D.N.Y.); In re Rhythm and Hues, Inc., Case No. 13-13775 (NB) (Bankr. C.D. Cal.); In re Residential Capital, LLC, Case No. 12-12020 (MG) (Bankr. S.D.N.Y.); In re Broadway 401 LLC, Case No. 10-10070 (KJC) (Bankr. D. Del.); In re Chemtura Corp., Case No. 09-11233 (REG) (Bankr. S.D.N.Y.); In re Washington Mutual, Inc., Case No. 08-12229 (MFW) (Bankr. D. Del.); In re Sea Containers Ltd., Case No. 06-11156 (KJC) (Bankr. D. Del.); In re Delta Air Lines, Inc., Case No. 05-17923 (PCB) (Bankr. S.D.N.Y.); In re Williams Communications Group, Inc., Case No. 02-11957 (CGM) (Bankr. S.D.N.Y.); and, In re Adelphia Communications Corp., Case No. 02-41729 (SHL) (Bankr. S.D.N.Y.).

Services to be Rendered

5. The Committee has requested that Hogan Lovells render the following services, among others, in connection with these chapter 11 cases (without limitation):

- a. advise the Committee with respect to its rights, powers, and duties in these chapter 11 cases;
- b. participate in in-person and telephonic meetings of the Committee and subcommittees formed thereby;
- c. assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding these chapter 11 cases;
- d. assist the Committee in analyzing claims asserted against, and interests in, the Debtors, and in negotiating with the holders of such claims and interests,

and bringing, or participating in, objections or estimation proceedings with respect to such claims and interests;

- e. assist with the Committee's review of the Debtors' Schedules of Assets and Liabilities, Statements of Financial Affairs, and other financial reports prepared by the Debtors;
- f. assist the Committee in its investigation of the acts, conduct, assets, liabilities, management, and financial condition of the Debtors and of the historic and ongoing operation of their businesses;
- g. assist the Committee in its analysis of and negotiations with the Debtors or any third party related to, financing, asset disposition transactions, compromises of controversies, and assumption and rejection of executory contracts and unexpired leases;
- h. assist the Committee in its investigation of the validity of the Debtors' prepetition debt and/or liens and any other potential claims against prepetition debt holders;
- i. assist the Committee in its analysis of, and negotiations with the Debtors or any third party related to the formulation, confirmation, and implementation of any chapter 11 plan and all documentation related thereto;
- j. assist and advise the Committee with respect to communications with the general creditor body in these chapter 11 cases;
- k. respond to inquiries from individual creditors as to the status of, and developments in, these chapter 11 cases;
- l. represent the Committee at hearings and other proceedings before the Court and other courts or tribunals, as appropriate;
- m. review and analyze complaints, motions, applications, orders, and other pleadings filed with the Court, and advise the Committee with respect to formulating positions thereon and filing responses thereto;
- n. assist the Committee in its review and analysis of, and negotiations with the Debtors and their non-Debtor affiliates related to, intercompany claims and transactions;
- o. review and analyze analyses or reports prepared in connection with the Debtors' potential claims and causes of action, advise the Committee with respect to formulating positions thereon, and perform such other diligence and independent analysis as may be requested by the Committee;
- p. advise the Committee with respect to applicable federal and state regulatory issues, as such issues may arise in these chapter 11 cases;

- q. assist the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters, and administrative proceedings as may be necessary or appropriate in furtherance of the Committee's duties; and
- r. perform such other legal services as may be necessary or as may be requested by the Committee in accordance with the Committee's powers and duties, as set forth in the Bankruptcy Code or otherwise.

6. Subject to the Court's approval of the Application, Hogan Lovells is willing to serve as the Committee's counsel and to perform the services described above. The Committee may, from time to time, request that Hogan Lovells undertake specific matters beyond the scope of the services set forth above. Hogan Lovells may, in its discretion, undertake any such specific matters.

7. Hogan Lovells expects to work cooperatively with other professionals retained by the Committee in these chapter 11 cases in allocating responsibility for various tasks in order to avoid or limit duplication of effort and to move these chapter 11 cases forward as quickly and efficiently as practicable.

Hogan Lovells' Disinterestedness

8. Hogan Lovells does not represent and will not represent any entity, other than the Committee, in matters related to these chapter 11 cases.

9. To the best of my knowledge, except as otherwise set forth herein, no employee of Hogan Lovells has any connection with any creditor or party in interest of the Debtors.

10. In connection with its proposed retention by the Committee, Hogan Lovells searched its client database to determine whether it had any relationships with (i) each party listed on Schedule 1 of Exhibit A of the *Debtors' Application for Entry of an Order (I) Authorizing Employment and Retention of Wilson Sonsini Goodrich & Rosati, P.C., as Counsel for the Debtors and Debtors in Possession, Effective as of the Petition Date* [Docket No. 42] (the "Debtors'

Interested Party List”); and (ii) all other known or potential parties in interest based upon information provided to Hogan Lovells by the Debtors or that it otherwise obtained. A list of all entities searched is attached hereto as **Schedule 1** and incorporated herein by reference.

11. To the extent that such searches indicated that Hogan Lovells (or any of its partners or employees) has or had a relationship with any of the identified entities within the last three years, the identity of such entity and Hogan Lovells’ relationship therewith are set forth on **Schedule 2** attached hereto and incorporated herein by reference.

12. A conflicts search also was conducted with respect to all members of the Committee. To the extent such searches indicated that Hogan Lovells has or had a relationship with any such entity within the last three years, the identity of such entity and Hogan Lovells’ relationship therewith is also set forth on **Schedule 2**.

13. From time to time, Hogan Lovells interacts with certain of the professional firms that have been or are proposed to be employed by the Debtors or other parties in interest in these chapter 11 cases. Certain of the financial advisors and investment bankers who are or are proposed to be retained in these chapter 11 cases have been retained by Hogan Lovells or Hogan Lovells’ clients in connection with unrelated matters. Except as set forth on **Schedule 2**, to the best of my knowledge, Hogan Lovells has not represented any of the firms set forth on **Schedule 1** during the three-year period prior to the date hereof.

14. Hogan Lovells also made a general inquiry by email of all partners and employees of the firm requesting disclosure of any relationship with: (a) any Bankruptcy Judge or District Judge for the District of Delaware; (b) anyone employed by the Office of the Clerk of the Bankruptcy Court for the District of Delaware; or (c) any trustee, attorney or staff in the Office of the U.S. Trustee. To the best of my knowledge, based on such inquiry, no attorney or employee

at the firm is related to any United States Bankruptcy Judge or District Court Judge for the District of Delaware to the United States Trustee for such district or to any employee in the office thereof, except as described in this paragraph. Joseph Liss, a Hogan Lovells associate, has completed two clerkships for judges on the United States District Court for the District of Delaware. Mr. Liss's clerkship with Chief Judge Colm F. Connolly ended in October 2022 and his clerkship for Judge Gregory Williams ended in February 2023. The sister of Denise Moore, an IT learning specialist at Hogan Lovells, is a paralegal specialist at the Executive Office for United States Trustees. The proposed employment of Hogan Lovells is not prohibited by or improper under Bankruptcy Rule 5002. Additionally, Hogan Lovells requested disclosure by all partners and employees, to the best of their knowledge, of any claims held against, or equity interest in, any of the Debtors or their non-Debtor affiliates and whether any Hogan Lovells employee is or was a director, officer, or general partner of the Debtors or a relative of a director, officer, or general partner of the Debtors. To the best of my knowledge, based on such inquiry, no such connection exists.

15. The Debtors have numerous relationships and creditors. Consequently, although every reasonable effort has been made to discover and eliminate the possibility of any connection or conflict, including the efforts outlined above, Hogan Lovells is unable to state with certainty which of its clients or such clients' affiliates hold claims or otherwise are parties in interest in these chapter 11 cases. Hogan Lovells intends to continue monitoring its database with respect to the matters contained herein and any new clients. If connections are discovered that have not been disclosed to date, Hogan Lovells will supplement these filings with that information. If Hogan Lovells discovers any information that is contrary or pertinent to the statements made herein, Hogan Lovells will promptly disclose such information to the Court on notice to the Office of the

United States Trustee and such other parties in interest as may be required under noticing procedures applicable to these chapter 11 cases.

Professional Compensation

16. As of the date of this Declaration, Hogan Lovells has received no compensation for its work on behalf of the Committee.

17. Subject to the Court's approval, Hogan Lovells expects to be compensated for its services to the Committee at its standard hourly rates, which are based on each professional's level of experience. At present, the standard hourly rates charged by Hogan Lovells generally range from \$1,085 to \$2,040 for partners,⁴ \$1,045 to \$1,985 for counsel, \$695 to \$1,210 for associates and senior associates, and \$315 to \$620 for paralegals. These hourly rates are subject to periodic firm-wide adjustments in the ordinary course of Hogan Lovells' business, notice of which will be provided to the Committee, the Debtors, and the Office of the U.S. Trustee.

18. The hourly rates set forth above are the firm's standard hourly rates for work of this nature and these rates are comparable to the rates Hogan Lovells charges for non-bankruptcy representations. These rates are set at a competitive level designed to compensate Hogan Lovells for the work of its attorneys and legal assistants and to cover fixed and routine overhead expenses. It is the firm's policy to charge its clients for all disbursements and expenses incurred in the rendering of its services. These disbursements and expenses include, among other things, costs for telephone and facsimile charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings.

⁴ One partner in Hogan Lovells' District of Columbia office has an hourly rate of \$2,950. Hogan Lovells does not anticipate that this partner will participate in the proposed representation of the Committee.

19. Hogan Lovells intends to apply to the Court for payment of compensation and reimbursement of expenses incurred as counsel to the Committee in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the UST Guidelines, and any additional procedures that may be or have already been established by the Court in these chapter 11 cases. Hogan Lovells will maintain detailed contemporaneous records of the time expended by its attorneys and legal assistants on rendering legal services to the Committee and of any necessary costs and expenses incurred in connection therewith. Hogan Lovells will also seek reimbursement of the expenses Committee members incur in connection with such members' service on the Committee. Hogan Lovells will submit such expenses with its monthly fee statements or fee applications, as appropriate.

20. From time to time, Hogan Lovells' employees may be required to work after business hours and during the weekend, given the complexity and pace of these chapter 11 cases. It is Hogan Lovells' general practice to invoice clients for reasonable meals and transportation to or from the office related to work performed during such time on behalf of the applicable client.

21. Other than as set forth above, there is no proposed arrangement between the Committee and Hogan Lovells for compensation to be paid in these chapter 11 cases. Hogan Lovells 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.

Statement Regarding U.S. Trustee Guidelines

22. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Hogan Lovells did not represent the Committee prior to the commencement of these chapter 11 cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Hogan Lovells is in the process of developing a prospective budget and staffing plan for the Committee's review and approval. Hogan Lovells expects that the Committee, the Debtors, and the Office of the U.S. Trustee, will maintain active oversight of Hogan Lovells' billing practices. The Committee has approved Hogan Lovells' proposed hourly billing rates.

23. Hogan Lovells will use reasonable efforts to comply with the UST Guidelines.

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

July 24, 2024

s/ David P. Simonds
David P. Simonds
Partner, Hogan Lovells US LLP

Schedule 1

Interested Party List

Interested Party List

Debtors, Subsidiaries, and Affiliated Entities (Including Joint Ventures)

Dermtech, Inc.
Dermtech Operations, Inc.

Current and Former Directors and Officers

Bret Christensen
Mark Aguillard
Kevin Sun
Loren Clarke
Bill Zondler
Ramin (“Ray”) Akhavan
John Dobak, M.D.
Claudia Ibarra
Michael Howell, Ph.D.
Todd Wood
Steve Kemper
Burkhard Jansen, M.D.
Rajiv Shukla
Craig Pollak
Matthew L. Posard
Herm Rosenman
Cynthia Collins
Monica Tellado
Nathalie Gerschtein Keraudy
Mark Capone
Kirk Malloy
Enrico Picozza
Gary Jacobs
Scott Pancoast
Dr. John Alexander
Alan Rosling
Kewal Handa
John Dobak, M.D.

Significant Equity Holders

Van Herk Investments BV

Debtor Restructuring Professionals

Alixpartners Llp
Wilson Sonsini Goodrich & Rosati, P.C.
Stretto Inc.
TD Cowen

Insurers and Benefit Providers/Brokers

Fidelity Investments, Inc.
Fidelity Management Trust Company

Modern Health
Igoe & Co
Arag, LLC
Spot Pet Insurance
Modern Health Arizona PLLC
Marsh & McLennan Agency LLC
Atlantic Specialty Insurance Company
At-Bay Specialty Insurance Company
Travelers Casualty & Surety Company Of America
Travelers Property Casualty Company Of America
Arch Insurance Company
Underwriters at Lloyd's London
Underwriters at Lloyd's London (Beazley)
Independence Blue Cross
Sompo
Starstone
AIG
Hudson
CNA
Orion
AWAC

Landlords

Kilroy Realty LP

Cash Management Banks

Bank of America
Pacific Western Bank

Litigation Counterparties

Mo Tashakor
Joy Delouth
Kilroy Realty LP
Consolidated Class Action Parties: Elena C. Quarford, Mika Bagheri, Robert Weiner;
Defendants: Dermtech, Inc., John Dobak, Kevin Sun;
Third Parties: Ramras Accounts, Sameer Khanna, Sandra Nolan, Sunaina Khanna
Derivative Action Plaintiff: Joseph Fleischman
Keshiia Rosenberg
Elena C. Quarford

Counsel to Litigation Counterparties

Joseph P. Sakai
Donald R. Holben & Associates, APC
Karavas Kiely Schloss & Whitman LLP
Pomerantz
Glancy Prongay & Murray LLP

The Rosen Law Firm
Levi & Korsinky
The Brown Law Firm, P.C.
Swigart Law Group, APC

Major Customers

Lilly Corporate Center - LCC
Therapeutics, Inc.
Medimmune Limited
Vielabio Inc.
Amytrx Therapeutics, Inc.
Kyowa Kirin Co., Ltd.
Memorial Sloan Kettering Cancer Center
Rapt Therapeutics, Inc.
UCB Biopharma Srl
Incyte Corporation
Aristea
Ventus Therapeutics U.S., Inc.
Gilead Sciences, Inc.
Labcorp Central Labs Svcs LP
Inhibrx, Inc.
Escient Pharmaceuticals, Inc.
Ribon Therapeutics, Inc.
Bluefin Biomedicine
Sanguine Biosciences
Abbvie
Devonian Health Group, Inc.
Genentech
PPD Global Central Labs, LLC

Major Suppliers, Vendors, and Other Parties

Anthem Blue Cross
Hub International
Mintz Levin Cohn Ferris Glovsky and Popeo
FEDEX
Frictionless Solutions, Inc
KPMG LLP
Life Technologies Corporation
Intouch Group, LLC
JPMorgan Chase Bank, N.A.

United States Bankruptcy Judges in the District of Delaware

John T. Dorsey
Laurie S. Silverstein
Craig T. Goldblatt
Thomas M. Horan

Karen B. Owens
Brendan Linehan Shannon
J. Kate Stickles
Mary F. Walrath

United States Trustees for the District of Delaware and Key Staff Members

Lauren Attix
Malcolm M. Bates
Fang Bu
Linda Casey
Joseph Cudia
Holly Dice
Shakima L. Dortch
Timothy J. Fox, Jr.
Diane Giordano
Michael Girello
Christine Green
Benjamin Hackman
Nyanquoi Jones
Jane Leamy
Jonathan Lipshie
Hannah M. Mccollum
Jonathan Nyaku
James R. O'Malley
Linda Richenderfer
Richard Schepacarter
Edith A. Serrano
Rosa Sierra-Fox
Elizabeth Thomas
Dion Wynn
Andrew Vara
Joseph McMahon

Utility Providers

SDG&E
AT&T
Cox Business

Government and Taxation Authorities

Securities and Exchange Commission
United States Treasury
New York State Dept. of Health
County of San Diego, Dept of Envir Health
San Diego County Treasurer (SDCTTC)
California Dept of Public Health
City of San Diego

San Diego County APCD
Penn. Dept of Health, Bureau of Labs
The Joint Commission
State of Alabama
State of Arkansas
State of Arizona
State of California
State of Colorado
State of Connecticut
State of Delaware
State of Florida
State of Georgia
State of Iowa
State of Illinois
State of Indiana
State of Kansas
State of Kentucky
State of Louisiana
State of Massachusetts
State of Maryland
State of Michigan
State of Minnesota
State of Missouri
State of Montana
State of North Carolina
State of Nebraska
State of New Hampshire
State of New Jersey
State of Nevada
State of New York
State of Ohio
State of Oklahoma
State of Oregon
State of Pennsylvania
State of Rhode Island
State of South Carolina
State of Tennessee
State of Texas
State of Utah
State of Virginia
State of Washington
State of Wisconsin

Top 30 Unsecured Creditors (Excluding Creditors Appearing in Other Categories of this List)

Sapio Sciences

HCP, Inc.
Monshaw Consulting LLC
Medical Dermatology Specialists
Workiva, Inc
Illumina, Inc.
Georgiadis, Gus
Ebase Solutions LLC
Pacific Medical Consultants, Inc
Thomson Reuters - West
Reliance Standard Life Insurance Co
Beghou Consulting
Xiltrix North America, LLC
Modernizing Medicine, Inc.
ISC International. Ltd
ProviderTrust, Inc
Issa Research And Consulting
Inovagen, Inc
Professional Maintenance Systems (PMS)
Skin Surgery Medical Group, Inc.
Herron, Mark
Medrev Solutions, LLC
Veolia Environmental Services
Tipalti, Inc
SCMG
Nextgen Healthcare, Inc
Hi-Tech Products
Proven Solutions, LLC
Canteen San Diego
Zymo Research Corporation
Childs Dermatology Clinic
Balboa Travel, Inc.
Pipette.com (Accutech Labs, Inc.)
Sapient Creative Services, Inc.
Azenta US, Inc

Capital Leases

Copy Link

Lienholders

Thermo Fisher Financial Services, Inc.

Committee Professionals

Berkeley Research Group
Potter Anderson & Corroon

Schedule 2

**Schedule of Interested Parties that Currently Employ or Have Formerly Employed Hogan
Lovells in Matters Unrelated to the Debtors or their Chapter 11 Cases**

Schedule of Interested Parties that Currently Employ or Have Formerly Employed Hogan Lovells in Matters Unrelated to the Debtors or their Chapter 11 Cases⁵

Debtor Restructuring Professionals

Alixpartners LLP or their respective affiliates
TD Cowen or their respective affiliates

Insurers And Benefit Providers/Brokers

Arag, LLC
Modern Health
Modern Health Arizona PLLC
Marsh & McLennan Agency LLC
Travelers Casualty & Surety Company Of America
Travelers Property Casualty Company Of America
Arch Insurance Company
Sompo
Starstone
AIG
CNA
Orion
AWAC

Cash Management Banks

Bank of America
Pacific Western Bank

Major Customers

Kyowa Kirin Co., Ltd.
Memorial Sloan Kettering Cancer Center
UCB Biopharma Srl
Incyte Corporation
Gilead Sciences, Inc.
Labcorp Central Labs Svcs LP
Abbvie
Genentech
PPD Global Central Labs, LLC

Major Suppliers, Vendors, and Other Parties

Mintz Levin Cohn Ferris Glovsky And Popeo
FEDEX
KPMG LLP
JPMorgan Chase Bank, N.A.

⁵ There are no clients that exceed 1% gross.

Utility Providers

SDG&E

Government and Taxation Authorities

State of California
California Dept of Public Health
State of Colorado
State of Connecticut
State of Delaware
State of Illinois
State of Louisiana
State of Massachusetts
State of Minnesota
State of North Carolina
State of New Jersey
State of Pennsylvania
Penn. Dept of Health, Bureau of Labs
State of Virginia

Top 30 Unsecured Creditors (Excluding Creditors Appearing In Other Categories of this List)

HCP, Inc.
Illumina, Inc.
Thomson Reuters – West
Reliance Standard Life Insurance Co
Modernizing Medicine, Inc.
Veolia Environmental Services
Tipalti, Inc
Nextgen Healthcare, Inc

Lienholders

Thermo Fisher Financial Services, Inc.

EXHIBIT C

Declaration of Peter Dowley

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

**DECLARATION OF PETER DOWLEY IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION OF HOGAN LOVELLS US LLP AS
COUNSEL, EFFECTIVE AS OF JULY 3, 2024**

Peter Dowley, under penalty of perjury, declares:

1. I, Peter Dowley, am the Senior Vice President, Investments Lead, San Diego & Life Sciences and the duly authorized representative of Kilroy Realty, L.P. (“Kilroy” or “Chair”), the Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases.

2. As the representative of the Chair of the Committee, I am authorized to make this Declaration in support of the Committee’s application (the “Application”)² for authorization to retain Hogan Lovells as counsel to the Committee pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1.

3. This Declaration is provided pursuant to the UST Guidelines. Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: DermTech, Inc. (0849) and DermTech Operations, Inc. (8997). The Debtors’ service address is 12340 El Camino Real, San Diego, California 92130.

² Capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Application.

herein, information gathered from my review of relevant documents, and information supplied to me by Hogan Lovells.

4. I am informed by Hogan Lovells that Paragraph D.2. of the UST Guidelines requires that any application for employment of an attorney under 11 U.S.C. § 1103 be accompanied by a verified statement from the client that addresses the following:

The identity and position of the person making the verification. The person ordinarily should be the general counsel of the debtor or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.

The steps taken by the client to ensure that the applicant's billing rates and material terms for the engagement are comparable to the applicant's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.

The number of firms the client interviewed.

If the billing rates are not comparable to the applicant's billing rates for other nonbankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.

The procedures the client has established to supervise the applicant's fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in nonbankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

Identity of Declarant

5. On July 1, 2024, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following three (3) members: (i) Kilroy Realty, L.P.; (ii) Zymo Research Corporation; and (iii) Skin Surgery Medical Group, Inc. *See* Docket No. 55. Kilroy was appointed Chair of the Committee on July 8, 2024.

6. In my capacity as a representative of a member of the Committee, I was, together with the other members of the Committee, directly involved in the Committee's decision to retain Hogan Lovells.

Steps Taken to Ensure the Comparability of Engagement Terms

7. Hogan Lovells has informed the Committee, and the Simonds Declaration states, that its rates for bankruptcy representations are comparable to the rates Hogan Lovells charges for non-bankruptcy representations, and that Hogan Lovells endeavors to set its hourly rates for attorneys and paraprofessionals at competitive levels. Further, as detailed below, the Committee considered other bankruptcy counsel and Hogan Lovells rates were comparable to the other law firms the Committee considered.

Committee's Selection of Counsel

8. Prior to and following the formation of the Committee, the members of the Committee received numerous inquiries regarding potential legal representation of the Committee and ultimately selected four law firms to interview for the role of lead bankruptcy counsel in these chapter 11 cases. After interviewing these firms, the Committee found Hogan Lovells to be well-qualified for the present engagement. As described in the Application and the Simonds Declaration, Hogan Lovells maintains a broad-based, international practice and its lawyers have a long history of representing official committees and other key stakeholders in large and complex chapter 11 cases. Further, Hogan Lovells has a preeminent consumers products practice, making it well suited for the present chapter 11 cases. Therefore, it is the Committee's opinion that Hogan Lovells' capabilities and expertise will enable it to faithfully and competently fulfill its responsibilities to the Committee.

Rate Structure

9. Hogan Lovells has informed the Committee of its hourly rates and the Committee has approved those rates. Hogan Lovells has also informed the Committee that its hourly rates are subject to periodic adjustments to reflect economic and other conditions. Hogan Lovells has advised the Committee that it will inform the Committee in advance of any such adjustments to its existing rate structure. Further, the Committee has been specifically advised by Hogan Lovells that, pursuant to ABA Formal Ethics Opinion 11-458, “periodic, incremental increases in a lawyer’s regular hourly billing rates are generally permissible if such practice is communicated clearly to and accepted by the client at the commencement of the client-lawyer relationship and any periodic increases are reasonable under the circumstances.” The Committee has also been specifically advised by Hogan Lovells that, pursuant to ABA Formal Ethics Opinion 11-458, “the client need not agree to pay the modified fee to have the lawyer continue the representation.” To the extent Hogan Lovells seeks to make any adjustment to its rate structure, the Committee expressly reserves the right to reject any such modification to the extent the Committee deems it unreasonable.

Cost Supervision

10. The Committee recognizes its responsibility to closely monitor Hogan Lovells’ billing practices to ensure the fees and expenses charged are consistent with the Committee’s expectations and the exigencies of these chapter 11 cases. Accordingly, the Committee will work with Hogan Lovells to develop a prospective budget and staffing plan, which the Committee intends to review on an ongoing basis, as necessary. The Committee will also review Hogan Lovells’ invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court. In addition, Hogan Lovells’ fees and expenses will be subject to review,

comment, objection (if warranted), and Court approval pursuant to any procedures that may be or have already been established by the Court in these chapter 11 cases.

11. Nothing contained herein is intended to limit Hogan Lovells' ability to request allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to restrict Hogan Lovells' right to defend against any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to retain conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party in interest, such as the Office of the United States Trustee.

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

Dated: July 24, 2024

By: /s/ Peter Dowley
Peter Dowley
*Senior Vice President, Investments Lead, San
Diego & Life Sciences*
Kilroy Realty, L.P., as Committee Chair

CERTIFICATE OF SERVICE

I, Maria Kotsiras, do hereby certify that on July 24, 2024, a copy of the foregoing **Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention of Hogan Lovells US LLP, as Counsel, Effective as of July 3, 2024** was served on the parties listed on the attached service list in the manners indicated.

/s/ Maria Kotsiras

Maria Kotsiras (No. 6840)

SERVICE LIST

Beghou Consulting
Attn: Dennis Fournogerakis
PO Box 0452
Evanston IL 60204-0452
dennis.fournogerakis@beghouconsulting.com

By Email

Beghou Consulting
1880 Oak Avenue, Suite 200
Evanston IL 60201
info@beghouconsulting.com

By Email

Canteen San Diego
File #50196
Los Angeles CA 90074-0196
enrique.martinez@compass-usa.com

By Email

Dermatologic Surgery Center of DC, LLC
5530 Wisconsin Ave #820
Chevy Chase MD 20815
dosdoc_web@state.de.us

By First Class Mail

Dermatology & Skin Cancer Specialists LLC
Attn: Lauren Miller
15245 Shady Grove Rd., Ste. 480
Rockville MD 20850
kdelfin@usdermpartners.com

By Email

Ebase Solutoins LLC
20830 Stevens Creek Blvd #1116
Cupertino CA 95014
sravipudi@ebasecorp.com

By Email

Fedex
PO Box 7221
Pasadena CA 91109-7321

By First Class Mail

Fedex
1715 Aaron Brenner Drive Suite 600 Renaissance
Center
Memphis TN 38120

By First Class Mail

Frictionless Solutions, Inc
Attn: Patty Kearnan
415 W Golf Rd #28
Arlington Hgts IL 60005
patty@frictionlessolutions.com

By Email

HCP, Inc.
4600 South Syracuse Street, Suite 500
Denver CO 80237

By First Class Mail

HCP, Inc.
Attn: Britney Ross
PO Box 59902
Los Angeles CA 90074
bross@healthpeak.com;
Britney.Ross@cushwake.com

By Email

Illumina, Inc.
12864 Collections Center Drive Suite 300
Chicago IL 60693-0128
customerservice@illumina.com

By Email

Internal Revenue Service
Attn: Centralized Insolvency Operation
PO Box 7346
Philadelphia PA 19101-7346

By First Class Email

ISSA Research and Consulting
Attn: Dr Naiem Issa
6048 Selwood Pl
Springfield VA 22152
drnaiemissa@gmail.com

By Email

Kilroy Realty LP
Attn: Renato Vazquez, Peter Downley
12200 W Olympic Blvd #200
Los Angeles CA 90064
rvazquez@kilroyrealty.com;
pdowley@kilroyrealty.com

By Email

Life Technologies Corporation
Attn: Jennifer Blanco
12088 Collection Center Drive
Chicago IL 60693
jennifer.blancoarias@thermofisher.com

By Email

Medical Dermatology Specialists
1331 N. 7th St., Suite 250
Phoenix AZ 85006
kdelfin@usdermpartners.com

By Email

Nextgen Healthcare, Inc.
3525 Piedmont Rd, NE Building 6 Suite 700
Atlanta GA 30305

By First Class Mail

Nextgen Healthcare, Inc.
PO Box 511449
Los Angeles CA 90051

By First Class Mail

Office of the United States Attorney for the District of
Delaware
1313 N Market Street
Wilmington DE 19801
usade.ecfbankruptcy@usdoj.gov

By Email

Office of the United States Trustee for the District of
Delaware
Attn: Linda J. Casey and Fang Bu
844 N King St #2207 Lockbox 35
Wilmington DE 19801
linda.casey@usdoj.gov;
fang.bu@usdoj.gov

By Email

Professional Maintenance Systems (PMS)
4912 Naples St
San Diego CA 92110
pms@pmsjanitorial.com

By Email

Professional Maintenance Systems (PMS)
Attn: Madison Berry
PO Box 80038
San Diego CA 92138-0038
madisonb@pmsjanitorial.com

By Email

Providertrust, Inc.
PO Box 306121
Nashville TN 37230-6121
billing@providertrust.com

By Email

Sapio Sciences
205 N. Georges St
York PA 17401
accounting@sapiosciences.com

By Email

SCMG
Attn: Nelin Canlapan & Melissa Goodson
8695 Spectrum Center Blvd 4th Floor Finance
San Diego CA 92123
melissa.goodson@sharp.com

By Email

SDG&E
Attn: Officer/Director or Legal Dept
1801 S. Atlantic Blvd, 4th Floor
Monterey Park CA 91754

By First Class Mail

SDG&E
PO Box 25111
Santa Ana CA 92799-5111

By First Class Mail

Securities and Exchange Commission
100 F Street, NE
Washington DC 20549

By First Class Mail

Securities and Exchange Commission
Attn: Regional Director
New York Regional Office 200 Vesey Street, Suite 400
Brookfield Place
New York NY 10281-1022

By First Class Mail

Skin Surgery Medical Group, Inc.
Attn: Anne Truitt & Sara Mohsen
5222 Balboa Avenue, 6th Floor
San Diego CA 92117
smohsen@skinsurgerymed.com;
annetruitt@aol.com

By Email

State of Delaware
Department of Justice
Carvel State Office Building 820 N French Street
Wilmington DE 19801
attorney.general@state.de.us

By Email

Thomson Reuters - West
610 Opperman Drive
Eagan MN 55123

By First Class Mail

Thomson Reuters - West
PO Box 6292
Carol Stream IL 60197-6292

By First Class Mail

Tipalti, Inc.
Attn: Mark Marqus
1051 E Hillsdale Blvd Suite 600
Foster City CA 94404
mark.marqus@tipalti.com

By Email

University of Pittsburgh Physicians - UPMC
Clinical Trials Receipts
3600 Forbes Ave Meyran Ave #300
Pittsburgh PA 15213
ospars@upmc.edu

By Email

Workiva, Inc.
2900 University Blvd
Ames IA 50010
ar@accounting.workiva.com

By Email

Xiltrix North America, LLC
Attn: Genna Yuasa
9255 Towne Centre Dr #925
San Diego CA 92121
accountspayable@xiltrixusa.com

By Email

Zymo Research Corporation
Attn: Krysta Khatchadourian
17062 Murphy Avenue
Irvine CA 92614
kkhatchadourian@zymoresearch.com

By Email