IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SYNTHEGO CORPORATION,[1]	Case No. 25-10823 (MFW)
Debtor.	

Hearing Date: June 3, 2025 at 2:00 p.m. (ET)
Objection Deadline: May 27, 2025 at 4:00 p.m. (ET)

MOTION FOR ENTRY OF ORDER (I) AUTHORIZING EMPLOYMENT AND PAYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS; AND (II) GRANTING RELATED RELIEF

The above-captioned debtor and debtor-in-possession (the "Debtor" or "Synthego") files this motion (the "Motion") for the entry of an order, substantially in the form annexed hereto as **Exhibit A** (the "Proposed Order"): (a) authorizing, but not directing, the Debtor to employ and pay the Ordinary Course Professionals (as defined below) without the necessity of a separate, formal retention application approved by this Court for each Ordinary Course Professional; and (b) authorizing, but not directing, the Debtor to pay the Ordinary Course Professionals for postpetition services rendered and expenses incurred without the necessity of additional court approval, except as otherwise required by the Procedures (as defined below). In support of this Motion, the Debtor relies upon and refers this Court to the *Declaration of Craig Christianson in Support of the Debtor's Chapter 11 Petition and First Day Relief* (the "Christianson First Day Declaration") and the *Declaration of Allen Soong in Support of the Debtor's Chapter 11 Petition and First Day Relief* (the "Soong First Day Declaration" and, together with the Christianson First

[1] The Debtor's mailing address is 3696 Haven Avenue, Suite A, Redwood City, California, 94063, and the last four digits of the Debtor's federal tax identification number is 9518.

Day Declaration, the "First Day Declarations"), incorporated herein by reference.[2] In further support of the Motion, the Debtor respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. The Debtor confirms its consent, pursuant to Rule 9013-1(f) of the Local Rules, to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

3. The bases for the relief requested herein are sections 105(a), 362(d), 363(b), 507(a), and 541(b)(1) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rule 9013-1(m).

BACKGROUND

4. On May 5, 2025, (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"). The Debtor is operating its business and managing its property as debtor in possession pursuant to sections 1107(a) and

[2] A capitalized term used but not defined herein shall have the meaning ascribed to it in the First Day Declarations.

1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Case, and no committees have been appointed or designated.

5. A detailed description of the Debtor's business and facts precipitating the filing of the Debtor's chapter 11 proceeding is set forth in the First Day Declarations.

THE ORDINARY COURSE PROFESSIONALS

6. The Debtor customarily retains the services of various accountants, attorneys, and other professionals to advise it in matters arising in the ordinary course of the Debtor's business but unrelated to the administration of this chapter 11 case (each, an "Ordinary Course Professional" and, collectively, the "Ordinary Course Professionals"). Lists of the Debtor's Ordinary Course Professionals (the "OCP List") as of the date hereof are attached to the Proposed Order as **Schedule 1**. As discussed more fully below, the Debtor reserves the right to supplement **Schedule 1** in the future. The Debtor is seeking authority to pay the Ordinary Course Professionals during the pendency of this chapter 11 case, subject to the OCP Caps (defined below), without the Ordinary Course Professionals having to be retained formally or file fee applications.

7. In contrast, individual retention applications will be required for any professionals that the Debtor seeks to employ in connection with the administration of this chapter 11 case or in connection with special matters not appropriate for ordinary course treatment (the "Chapter 11 Professionals"). The Chapter 11 Professionals will be permitted to be compensated and reimbursed only in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders entered in this chapter 11 case.

8. To the best of the Debtor's knowledge, none of the Ordinary Course Professionals represent or hold any interest materially adverse to the Debtor or to its estate with respect to the matters for which such Ordinary Course Professionals are to be employed. Although certain of the

Ordinary Course Professionals may hold unsecured claims against the Debtor, the Debtor does not believe that any such claims constitute interests materially adverse to the Debtor, its estate, its creditors, or other parties in interest.

PROPOSED PROCEDURES FOR THE EMPLOYMENT OF ORDINARY COURSE PROFESSIONALS

9. The Debtor intends to continue employing Ordinary Course Professionals that provide a variety of professional services in the same manner and for the same purposes as such professionals were retained prior to the Petition Date. In the ordinary course of business, the Ordinary Course Professionals provide legal, accounting, consultancy, and other related services to the Debtor that the Debtor relies on to manage its day-to-day operations. The Debtor believes that the continued employment of the Ordinary Course Professionals is necessary to avoid disruption to the Debtor's normal business operations and to avoid the cost, expense, and delay of securing replacement professionals.

10. The proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the terms set forth herein are in the best interest of the Debtor, its estate, and all parties in interest. The relief requested will save the Debtor's estate the substantial expense associated with preparing and filing a separate retention application for each Ordinary Course Professional.

11. Accordingly, the Debtor requests that the Court dispense with the requirement of filing individual retention and fee applications for the Ordinary Course Professionals and implement the following procedures (the "Procedures"):

a. Within thirty (30) days after the later of: (i) the entry of an order granting this Motion, and (ii) the date on which the Ordinary Course Professional commences postpetition services for the Debtor, each Ordinary Course Professional will provide to the Debtor's counsel a declaration (each, an "OCP Declaration"), substantially in the form attached to the Proposed

Order as **Schedule 2**, certifying, among other things, that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtor or its estate with respect to the matter(s) on which such professional is to be employed.

b. Upon receipt of the OCP Declaration, the Debtor shall file the same with the Court and serve a copy on: (b) the Office of the United States Trustee for the District of Delaware, 844 N. King Street, Suite 2207, Wilmington, DE 19801, Attn: Jonathan W. Lipshie (Jon.Lipshie@usdoj.gov) and Megan Seliber (megan.seliber@usdoj.gov); (c) counsel to the Prepetition Secured Parties and the DIP Secured Parties, (i) Morrison & Foerster LLP, 250 West 55th Street, Floor 20, New York, New York, 10019, Attn: James A. Newton, Esq. (jnewton@mofo.com) and Miranda K. Russell, Esq. (mrussell@mofo.com), and (ii) Potter Anderson & Corroon LLP, Hercules Plaza, 1313 North Market Street, 6th Floor, P.O. Box 951, Wilmington, Delaware, 19801, Attn: Christopher M. Samis (csamis@potteranderson.com) and Brett M. Haywood (bhaywood@potteranderson.com); and (d) counsel to any official committee appointed in this Chapter 11 Case (together, the "Reviewing Parties").

c. The Reviewing Parties will have fourteen (14) days following the date of service of an OCP Declaration to file with the Court and notify the Debtor's counsel, in writing, of any objection to the retention of an Ordinary Course Professional based on the contents of the OCP Declaration (the "Objection Deadline"). If no objection is filed and served so as to be actually received before the Objection Deadline, the retention and employment of the Ordinary Course Professional shall be deemed approved without further order of the Court.

d. If an objection is filed with the Court and served by the Objection Deadline, and such objection cannot be resolved within twenty-one (21) days after the Objection Deadline, the matter will be scheduled for adjudication by the Court.

e. No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until such Ordinary Course Professional has been retained in accordance with these Procedures.

f. Once an Ordinary Course Professional is retained in accordance with these Procedures, the Debtor may pay such Ordinary Course Professional 100% of the fees and 100% of the expenses incurred upon the submission to, and approval by, the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtor's right to dispute any such invoices); *provided* that, while this Chapter 11 Case is pending: the fees of each Ordinary Course Professional set forth on Schedule 1 attached to the

Proposed Order, excluding costs and disbursements, may not exceed the amount in the column for each Ordinary Course Professional reflected as "average monthly" per month on average over a rolling three month period (the "OCP Cap"). For example, if an Ordinary Course Professional's average monthly fees are $5,000, the Debtor may pay such Ordinary Course Professional up to $5,000 per month or an amount that does not exceed $5,000 per month on the average over a rolling three month period.

g. In the event that an Ordinary Course Professional seeks compensation in excess of the applicable OCP Cap for any month during this chapter 11 case, such Ordinary Course Professional will file a fee application (each, a "Fee Application") for the amount of its fees and expenses in excess of the applicable OCP Cap, in accordance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court. Any Ordinary Course Professional that is an attorney will make reasonable efforts to comply with the U.S. Trustee's requests for information and disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Case*, effective as of November 1, 2013 (the "U.S. Trustee Guidelines").

h. Each Fee Application shall be served upon the Reviewing Parties. The Reviewing Parties shall then have fourteen (14) days to object to the Fee Application. If, after fourteen (14) days, no objection to the Fee Application is filed, the Fee Application shall be deemed approved, and the Debtor may pay 100% of its fees and 100% of its expenses without the need for further action from such Ordinary Course Professional.

i. At three (3) month intervals (each, a "Quarter") during the pendency of this chapter 11 case, the Debtor shall file with the Court and serve on the Reviewing Parties no later than thirty (30) days after the end of such Quarter (the first end of Quarter occurring December 31, 2024) a statement that shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported Quarter, as well as the amounts paid to each such Ordinary Course Professional in the two (2) months prior to the Quarter, excluding any prepetition periods, broken down by month; (iii) all postpetition payments made to that Ordinary Course Professional to such date; and (iv) a general description of the services rendered by that Ordinary Course Professional (the "Quarterly Statements").

j. The Reviewing Parties shall be permitted to file objections with the Court to the payments to the Ordinary Course Professional identified in the Quarterly Statement within fourteen (14) days following service of the

Quarterly Statement (the "Quarterly Statement Objection Deadline"). If an objection to the fees and expenses of an Ordinary Course Professional is filed with the Court on or before the Quarterly Statement Objection Deadline, such fees and expenses will be subject to review and approval by the Court pursuant to section 330 of the Bankruptcy Code to the extent that such objection is not consensually resolved.

k. All payments to Ordinary Course Professionals shall be subject to sections 328(c) and 330 of the Bankruptcy Code.

l. If the Debtor seeks to retain an Ordinary Course Professional not already listed on **Schedule 1** to the Proposed Order, the Debtor shall file with the Court and serve upon the Reviewing Parties a notice listing the Ordinary Course Professionals to be added to the OCP List (the "OCP List Supplement"), along with the OCP Declaration for any professional so added to the OCP List. Such authorization is effective as of the date of filing of the OCP List Supplement or the applicable date of engagement, provided that the latter is no more than thirty (30) calendar days prior to the filing of the OCP List Supplement.

m. If no objection to the OCP List Supplement is filed with the Court and served upon the Debtor's counsel, as set forth above in section (c) of these Procedures, so as to be actually received within fourteen (14) days after the service thereof, the OCP List, as modified, will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the OCP List Supplement shall be paid in accordance with the terms and conditions set forth in these Procedures.

12. For the avoidance of doubt, the Debtor reserves its right to: (a) dispute any invoice submitted by any Ordinary Course Professional; and (b) retain any additional Ordinary Course Professionals from time to time as the need arises in accordance with the Procedures.

BASIS FOR RELIEF

13. In determining whether an entity is a "professional" whose retention must be approved by a court as required by section 327 of the Bankruptcy Code, courts generally consider the following factors:

a. whether the entity controls, manages, administers, invests, purchases, or sells assets that are significant to the debtor's chapter 11 case;

b. whether the entity is involved in negotiating the terms of a chapter 11 plan;

c. whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;

d. whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor's estate;

e. the extent of the entity's involvement in the administration of the debtor's estate; and

f. whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

14. *See, e.g.*, *In re Am. Tissue, Inc.*, 331 B.R. 169, 173 (Bankr. D. Del. 2005); *In re First Merchants Acceptance Corp.*, No. 97-1500 JJF, 1997 Bankr. LEXIS 2245, at *6–7 (Bankr. D. Del. Dec. 15, 1997) (defining "professionals" within the meaning of section 327 of the Bankruptcy Code as those whose "occupations . . . play a central role in the administration of the debtor's proceeding, and not those occupations which are [merely] involved in the day-to-day mechanics of the debtor's business . . . [or those who are] given discretion or autonomy in some part of the administration of the debtor's estate").

15. These factors must be considered in totality; none of the factors alone is dispositive. *See First Merchants*, 1997 Bankr. LEXIS 2245, at *10. Considering all of these factors, the Debtor believe that the Ordinary Course Professionals are not "professionals" within the meaning of section 327(a) of the Bankruptcy Code whose retention must be approved by the Court. In particular, the Ordinary Course Professionals will not be involved in the administration of this chapter 11 case, but rather they will provide services in connection with the Debtor's ongoing business operations and services ordinarily provided by non-bankruptcy professionals. Nevertheless, out of an abundance of caution, the Debtor seeks the relief requested in this Motion to avoid any subsequent controversy as to the Debtor's employment and payment of the Ordinary

Course Professionals during this chapter 11 case. The Debtor will seek specific Court authority under section 327 of the Bankruptcy Code to retain any professionals involved in the actual administration of this chapter 11 case.

16. The Debtor and its estate would be well-served by the continued retention of the Ordinary Course Professionals because of their prior relationships with the Debtor and such professionals' understanding of the Debtor and its operations. The continued employment and retention of the Ordinary Course Professionals will enable the Debtor to continue the normal business activities that are essential to the achievement of its chapter 11 objectives. The administration of the Debtor's estate would be severely hindered if the Debtor was required to: (a) submit to the Court an application, affidavit, and proposed retention order for each Ordinary Course Professional; (b) wait until such retention order is approved before such Ordinary Course Professional continues to render services; and (c) withhold payment of the fees and expenses of the Ordinary Course Professionals until they comply with the compensation and reimbursement procedures applicable to the Chapter 11 Professionals.

17. If such conditions were to apply, there would be a significant risk that some Ordinary Course Professionals would refuse to provide services and that others would suspend services pending a specific Court order authorizing the services. Since many of the matters for which the Ordinary Course Professionals provide services are active on a day-to-day basis, any delay or need to replace such Ordinary Course Professionals could have significant adverse consequences. For example, if the expertise and institutional knowledge of the Ordinary Course Professionals with respect to the particular matters for which they were responsible prior to the Petition Date were lost, the Debtor's estate undoubtedly would incur additional and unnecessary expenses, as the Debtor would be forced to retain other professionals without such expertise and

knowledge at potentially higher rates. It is therefore in the best interest of the Debtor's estate to avoid any disruption to the professional services required in the day-to-day operation of the Debtor's business.

18. Moreover, requiring the Ordinary Course Professionals to file retention pleadings and participate in the payment approval process along with the Chapter 11 Professionals would unnecessarily burden the Court and the U.S. Trustee, while adding significantly to the administrative costs of this chapter 11 case without any corresponding benefit to the Debtor's estate.

19. Accordingly, the Debtor submits that the relief requested herein is in the best interests of all creditors and parties in interest and will avoid any disruption of the services provided by the Ordinary Course Professionals.

RESERVATION OF RIGHTS

20. Nothing contained herein is intended or shall be construed as: (a) an admission as to the validity of any prepetition claim against the Debtor; (b) a waiver of the Debtor's or any other party in interest's rights to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay a prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

NOTICE

21. The Debtor will provide notice of this Motion to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the United States Securities and Exchange Commission;

(iii) the Office of the United States Attorney for the District of Delaware; (iv) the Internal Revenue Service; (v) the Debtor's thirty (30) largest unsecured creditors; (vi) counsel to the DIP Secured Parties and Prepetition Secured Parties; and (vii) any party that has requested notice pursuant to Bankruptcy Rule 2002.

NO PRIOR REQUEST

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

CONCLUSION

WHEREFORE, the Debtor respectfully requests entry of the Proposed Order substantially in the form attached hereto as **Exhibit A**: (a) granting the relief requested herein, and (b) granting such other relief as is just and proper.

Dated: May 13, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Debra I. Grassgreen, (admitted *pro hac vice*)
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Proposed Counsel to the
Debtor and Debtor in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SYNTHEGO CORPORATION,[1]	Case No. 25-10823 (MFW)
Debtor.	

Hearing Date: June 3, 2025 at 2:00 p.m. (ET)
Objection Deadline: May 27, 2025 at 4:00 p.m. (ET)

NOTICE OF HEARING ON MOTION FOR ENTRY OF ORDER (I) AUTHORIZING EMPLOYMENT AND PAYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS; AND (II) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that on May 13, 2025, the above-captioned debtor and debtor-in-possession (the "Debtor") filed the attached *Motion for Entry of Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business; and (II) Granting Related Relief* (the "Motion").

PLEASE TAKE FURTHER NOTICE that any objections to entry of the relief requested in the Motion are due on or before **May 27, 2025 at 4:00 p.m. (prevailing Eastern Time)** and must be filed with the Court.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (i) the Debtor, Synthego Corporation, 3696 Haven Avenue, Suite A, Redwood City, California, 94063; (ii) proposed counsel to the Debtor, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware, 19801, Attn: Debra I. Grassgreen (dgrassgreen@pszjlaw.com), Maxim B. Litvak (mlitvak@pszjlaw.com), Malhar S. Pagay (mpagay@pszjlaw.com), and James E. O'Neill (joneill@pszjlaw.com); (iii) the United

[1] The Debtor's mailing address is 3696 Haven Avenue, Suite A, Redwood City, California, 94063, and the last four digits of the Debtor's federal tax identification number is 9518.

States Trustee for the District of Delaware, 844 N. King Street, Room 2207, Wilmington, Delaware, 19801, Attn: Jonathan W. Lipshie (Jon.Lipshie@usdoj.gov), Megan Seliber (megan.seliber@usdoj.gov); (iv) counsel to the Prepetition Secured Parties and the DIP Secured Parties, (a) Morrison & Foerster LLP, 250 West 55th Street, Floor 20, New York, New York, 10019, Attn: James A. Newton, Esq. (jnewton@mofo.com) and Miranda K. Russell, Esq. (mrussell@mofo.com), and (b) Potter Anderson & Corroon LLP, Hercules Plaza, 1313 North Market Street, 6th Floor, P.O. Box 951, Wilmington, Delaware, 19801, Attn: Christopher M. Samis (csamis@potteranderson.com) and Brett M. Haywood (bhaywood@potteranderson.com); (v) counsel to any official committee of unsecured creditors appointed in the Chapter 11 Case; and (vi) any party that has requested notice pursuant to Bankruptcy Rule 2002 or Local Rule 2002-(b).

PLEASE TAKE FURTHER NOTICE that a copy of the Motion can be obtained for a fee through the Court's website at www.deb.uscourts.gov, referencing Case No. 25-10823 (MFW), or may be obtained for free by accessing the Debtor's notice and claims agent, Epiq Corporate Restructuring, LLC, at https://dm.epiq11.com/case/synthego/info.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON **JUNE 3, 2025 AT 2:00 P.M. PREVAILING EASTERN TIME** BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 4. THE HEARING WILL BE CONDUCTED BY ZOOM. PARTIES AND WITNESSES ARE PERMITTED, BUT NOT REQUIRED, TO ATTEND IN PERSON.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE FINAL RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 13, 2025

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Debra I. Grassgreen, (admitted *pro hac vice*)
Maxim B. Litvak, (admitted *pro hac vice*)
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Proposed Counsel to the
Debtor and Debtor in Possession

EXHIBIT A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SYNTHEGO CORPORATION,[1]	Case No. 25-10823 (MFW)
Debtor.	**Related Docket No.**

ORDER (I) AUTHORIZING EMPLOYMENT AND PAYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS; AND (II) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion")[2] of the above-captioned debtor and debtor-in-possession (the "Debtor"), for the entry of an order (this "Order"): (a) authorizing, but not directing, the Debtor to employ and pay the Ordinary Course Professionals (as defined below) without the necessity of a separate, formal retention application approved by this Court for each Ordinary Course Professional; and (b) authorizing, but not directing, the Debtor to pay the Ordinary Course Professionals for postpetition services rendered and expenses incurred without the necessity of additional court approval, except as otherwise required by the Procedures; all as more fully set forth in the Motion; and upon consideration of the First Day Declarations; and this Court having 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 for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtor's notice of the Motion and opportunity for a hearing on the Motion were appropriate

[1] The Debtor's mailing address is 3696 Haven Avenue, Suite A, Redwood City, California, 94063, and the last four digits of the Debtor's federal tax identification number is 9518.

[2] A capitalized term used but not defined herein have the meaning ascribed to it in the Motion.

under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.

3. The Debtor is authorized, but not directed, to retain, compensate, and reimburse Ordinary Course Professionals listed on the OCP Lists annexed hereto as **Schedule 1**, as such list may be amended or supplemented in accordance with the procedures set forth below, in accordance with the following approved procedures (the "Procedures"):

a. Within thirty (30) days after the later of: (i) the entry of an order granting this Motion, and (ii) the date on which the Ordinary Course Professional commences postpetition services for the Debtor, each Ordinary Course Professional will provide to the Debtor's counsel a declaration (each, an "OCP Declaration"), substantially in the form attached hereto as **Schedule 2**, certifying, among other things, that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtor or its estate with respect to the matter(s) on which such professional is to be employed.

b. Upon receipt of the OCP Declaration, the Debtor shall file the same with the Court and serve a copy on: (e) the Office of the United States Trustee for the District of Delaware, 844 N. King Street, Suite 2207, Wilmington, DE 19801, Attn: Jonathan W. Lipshie (Jon.Lipshie@usdoj.gov) and Megan Seliber (megan.seliber@usdoj.gov); (f) counsel to the Prepetition Secured Parties and the DIP Secured Parties, (i) Morrison & Foerster LLP, 250 West 55th Street, Floor 20, New York, New York, 10019, Attn: James A. Newton, Esq. (jnewton@mofo.com) and Miranda K. Russell, Esq.

(mrussell@mofo.com), and (ii) Potter Anderson & Corroon LLP, Hercules Plaza, 1313 North Market Street, 6th Floor, P.O. Box 951, Wilmington, Delaware, 19801, Attn: Christopher M. Samis (csamis@potteranderson.com) and Brett M. Haywood (bhaywood@potteranderson.com); and (g) counsel to any official committee appointed in this Chapter 11 Case (together, the "Reviewing Parties").

c. The Reviewing Parties will have fourteen (14) days following the date of service of an OCP Declaration to file with the Court and notify the Debtor's counsel, in writing, of any objection to the retention of an Ordinary Course Professional based on the contents of the OCP Declaration (the "Objection Deadline"). If no objection is filed and served so as to be actually received before the Objection Deadline, the retention and employment of the Ordinary Course Professional shall be deemed approved without further order of the Court.

d. If an objection is filed with the Court and served by the Objection Deadline, and such objection cannot be resolved within twenty-one (21) days after the Objection Deadline, the matter will be scheduled for adjudication by the Court.

e. No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until such Ordinary Course Professional has been retained in accordance with these Procedures.

f. Once an Ordinary Course Professional is retained in accordance with these Procedures, the Debtor may pay such Ordinary Course Professional 100% of the fees and 100% of the expenses incurred upon the submission to, and approval by, the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtor's right to dispute any such invoices); *provided* that, while this Chapter 11 Case is pending: the fees of each OCP set forth on Schedule 1 attached to the Proposed Order, excluding costs and disbursements, may not exceed the amount in the column for each Ordinary Course Professional reflected as "average monthly" per month on average over a rolling three month period (the "OCP Cap"). For example, if an Ordinary Course Professional's monthly fees are $5,000, the Debtor may pay such Ordinary Course Professional up to $5,000 per month or an amount that does not exceed $5,000 per month on the average over a rolling three month period.

g. In the event that an Ordinary Course Professional seeks compensation in excess of the applicable OCP Cap for any month during this chapter 11 case, such Ordinary Course Professional will file a fee application (each, a "Fee Application") for the amount of its fees and expenses in excess of the applicable OCP Cap, in accordance with sections 330 and 331 of the

Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court. Any Ordinary Course Professional that is an attorney will make reasonable efforts to comply with the U.S. Trustee's requests for information and disclosures set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Case*, effective as of November 1, 2013 (the "U.S. Trustee Guidelines").

h. Each Fee Application shall be served upon the Reviewing Parties. The Reviewing Parties shall then have fourteen (14) days to object to the Fee Application. If, after fourteen (14) days, no objection to the Fee Application is filed, the Fee Application shall be deemed approved, and the Debtor may pay 100% of its fees and 100% of its expenses without the need for further action from such Ordinary Course Professional.

i. At three (3) month intervals (each, a "Quarter") during the pendency of this chapter 11 case, the Debtor shall file with the Court and serve on the Reviewing Parties no later than thirty (30) days after the end of such Quarter (the first end of Quarter occurring December 31, 2024) a statement that shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported Quarter, as well as the amounts paid to each such Ordinary Course Professional in the two (2) months prior to the Quarter, excluding any prepetition periods, in each case broken down by month; (iii) all postpetition payments made to that Ordinary Course Professional to such date; and (iv) a general description of the services rendered by that Ordinary Course Professional (the "Quarterly Statements").

j. The Reviewing Parties shall be permitted to file objections with the Court to the payments to the Ordinary Course Professional identified in the Quarterly Statement within fourteen (14) days following service of the Quarterly Statement (the "Quarterly Statement Objection Deadline"). If an objection to the fees and expenses of an Ordinary Course Professional is filed with the Court on or before the Quarterly Statement Objection Deadline, such fees and expenses will be subject to review and approval by the Court pursuant to section 330 of the Bankruptcy Code to the extent that such objection is not consensually resolved.

k. All payments to Ordinary Course Professionals shall be subject to sections 328(c) and 330 of the Bankruptcy Code.

l. If the Debtor seeks to retain an Ordinary Course Professional not already listed on **Schedule 1** hereto, the Debtor shall file with the Court and serve upon the Reviewing Parties a notice listing the Ordinary Course

Professionals to be added to the OCP List (the "OCP List Supplement"), along with the OCP Declaration for any professional so added to the OCP List. Such authorization is effective as of the date of filing of the OCP List Supplement or the applicable date of engagement, provided that the latter is no more than thirty (30) calendar days prior to the filing of the OCP List Supplement.

m. If no objection to the OCP List Supplement is filed with the Court and served upon the Debtor's counsel, as set forth above in section (c) of these Procedures, so as to be actually received within fourteen (14) days after the service thereof, the OCP List, as modified, will be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the OCP List Supplement shall be paid in accordance with the terms and conditions set forth in these Procedures.

4. The OCP Declaration, in form attached hereto as **Schedule 2**, is approved.

5. If an Ordinary Course Professional held a retainer as of the Petition Date, then the Ordinary Course Professional shall disclose the amount of the retainer in the OCP Declaration. The Ordinary Course Professional may apply its prepetition retainer against any prepetition claims once its retention and employment is approved in accordance with the Procedures. Notwithstanding anything else herein, nothing in this Order shall authorize the Debtor to pay the prepetition claim(s) of any non-attorney Ordinary Course Professional.

6. The entry of this Order and approval of the Procedures do not affect the Debtor's ability to: (a) dispute any invoice submitted by an Ordinary Course Professional, and (b) retain additional Ordinary Course Professionals in accordance with this Order and the Procedures, and the Debtor reserves all of its rights with respect thereto.

7. Nothing in the Motion or this Order, nor any actions or payments made by the Debtor pursuant to this Order, shall be construed as: (a) an admission as to the validity of any claim against the Debtor; (b) a waiver of the Debtor's rights to dispute any claim on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired

lease pursuant to section 365 of the Bankruptcy Code; or (f) a limitation on the Debtor's rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Order. Nothing contained in this Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

8. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be immediately effective and enforceable upon its entry.

9. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SCHEDULE 1

Ordinary Course Professionals

Name	Average Spend Monthly	Description of Services
Quarles & Brady LLP	$20,000.00	Maintain IP Assets
Casimir Jones	$1,500.00	IP/FTO Related Work
The Wright Law Firm (Chris Wright)	$2,000.00	Immigration Law

SCHEDULE 2

OCP Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SYNTHEGO CORPORATION,[1]	Case No. 25-10823 (MFW)
Debtor.	

DECLARATION IN SUPPORT OF EMPLOYMENT OF [_____] AS PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS

I, [_____], pursuant to 28 U.S.C. § 1746, declare that the following is true to the best of my knowledge, information, and belief:

1. I am a [position] of [Firm], located at [Street, City, State ZIP Code] (the "Firm"), which has been employed by the debtor and debtor in possession (collectively, the "Debtor") in the above-captioned case (the "Chapter 11 Case") in the ordinary course of the Debtor's business. The Debtor wishes to retain the Firm to continue providing ordinary course services during the Chapter 11 Case, and the Firm has consented to provide such services. This Declaration is submitted in compliance with the *Order (I) Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business; and (II) Granting Related Relief* (the "Ordinary Course Professionals Order").

2. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to the Chapter 11 Case for persons that are parties in interest in the Chapter 11 Case. The Firm does not perform services for any such

[1] The Debtor's mailing address is 3696 Haven Avenue, Suite A, Redwood City, California, 94063, and the last four digits of the Debtor's federal tax identification number is 9518.

person in connection with the Chapter 11 Case or have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtor or its estate.

3. The Debtor has requested that the Firm provide [specific description of services] to the Debtor, and the Firm has consented to provide such services.

4. The Firm [has/has not] provided services to the Debtor prior to the commencement of the Chapter 11 Case.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtor, claimants, and parties in interest in the Chapter 11 Case.

6. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm, has agreed to share or will share any portion of the compensation to be received from the Debtor with any other person other than the principal and regular employees of the Firm.

7. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtor or its estate with respect to the matter(s) upon which the Firm is to be employed.

8. The Debtor owes the Firm $[_____] for fees and expenses incurred prior to the date the Chapter 11 Case was commenced (the "Petition Date"), the payment of which is subject to the limitations contained in the Bankruptcy Code and any orders of the Court.

9. As of the Petition Date, the Firm held a prepetition retainer of $[_____].

10. As of the Petition Date, the Firm [was/was not] party to an agreement for indemnification with the Debtor. [A copy of such agreement is attached as **Exhibit A** to this Declaration.]

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtor, and upon the conclusion of such inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: _____

_____

[Name]
[Title]
[FIRM NAME]
Address:
Telephone:
Email: