

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

In re:

VIRIDOS, INC.,¹

Debtor.

Chapter 11

Case No. 25-10697 (CTG)

Hearing Date: May 9, 2025 at 12:00 p.m. (ET)

Objection Deadline: May 2, 2025 at 4:00 p.m. (ET)

**APPLICATION OF THE DEBTOR FOR AN ORDER UNDER 11 U.S.C. §§ 327(a)
AND 328(a), FED. R. BANKR. P. 2014 AND 2016, AND DEL. BANKR. L.R. 2014-1
AND 2016-1 AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF WOMBLE BOND DICKINSON (US) LLP AS
COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

Viridos, Inc., as debtor and debtor in possession in the above-captioned chapter 11 case (the “Debtor”),² hereby submits this application (the “Application”) for an order pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, §§ 101 – et seq. (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing and approving the employment and retention of Womble Bond Dickinson (US) LLP (“WBD”), as counsel for the Debtor, *nunc pro tunc* to April 14, 2025 (the “Petition Date”) in the above-captioned chapter 11 case (the “Chapter 11 Case”). In support of the Application, the Debtor relies on the *Declaration of Morgan L. Patterson* (the “Patterson Declaration”), attached hereto as **Exhibit A**, and the *Declaration of Eric Moellering* (the “Moellering Declaration”), attached hereto as

¹ The Debtor in this Chapter 11 Case and the last four digits of its U.S. taxpayer identification number is: Viridos, Inc. (3940). The Debtor’s corporate headquarters is located at: 11149 N. Torrey Pines Road, La Jolla, CA 92037.

² A detailed description of the Debtor and its business, and the facts and circumstances supporting this Motion and the Debtor’s chapter 11 case, are set forth in greater detail in the *Declaration of Eric Moellering in Support of Debtor’s Petition, First Day Motions and Related Filings* [Doc. No. 18] (the “First Day Declaration”), filed on April 15, 2025.

Exhibit B. In further support of this Application, the Debtor respectfully states 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. The Debtor confirms its consent, pursuant to Bankruptcy Rule 7008 and Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Application 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 Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

BACKGROUND

4. On the Petition Date, the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtor continues to operate its business and manage its properties as a debtor and debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No trustee, examiner, or official committee of unsecured creditors has been appointed in the Chapter 11 Case.

6. As more specifically set forth in the First Day Declaration, the Debtor (formerly known as Synthetic Genomics, Inc.) is a pioneer in Algae-based biofuel. It is a pre-revenue company that is developing innovative solutions to environmental challenges. Specifically, the

Debtor works with microalgae, building a scalable platform for low-carbon intensity biofuels which will revolutionize industries like aviation and commercial trucking while providing much-needed environmental solutions. The Debtor commenced this Chapter 11 Case to maximize the value of its assets through a robust marketing process followed by a sale of its assets to the highest and best bidder. This will also create a pathway by which it can continue its critical research and development.

RELIEF REQUESTED

7. By this Application, the Debtor seeks entry of an order, substantially in the form of **Exhibit C** attached hereto (the “**Proposed Order**”), authorizing it to employ and retain WBD, *nunc pro tunc* to the Petition Date, in accordance with this Application and the Proposed Order, as the Debtor’s bankruptcy counsel to perform the legal services that will be necessary during the Chapter 11 Case, as more fully described herein.

SCOPE OF SERVICES

8. The Debtor desires to employ WBD because of, among other reasons, the nature of the legal services that will be required in connection with the Chapter 11 Case. The services of legal counsel are necessary to enable the Debtor to execute faithfully its duties as a debtor-in-possession. The services that WBD is expected to provide to the Debtor during the Chapter 11 Case include, among other things:

- a. advising the Debtor with respect to its powers and duties as a debtor-in-possession in the continued management and operation of its business and properties;
- b. attending meetings and negotiating with representatives of creditors, interest holders, and other parties in interest;
- c. analyzing proofs of claim filed against the Debtor and potential objections to such claims;

- d. taking necessary action on behalf of the Debtor to negotiate, obtain approval of and consummate the sale(s) of the Debtor's assets;
- e. analyzing executory contracts and unexpired leases and potential assumptions, assignments, or rejections of such contracts and leases;
- f. taking all necessary action to protect and preserve the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending any action commenced against the Debtor, and representing the Debtor's interests in negotiations concerning litigation in which the Debtor is involved, including objections to claims filed against the estate;
- g. preparing motions, applications, answers, orders, reports, and papers necessary to the administration of the Debtor's estate;
- h. taking necessary action on behalf of the Debtor to negotiate, prepare, and obtain confirmation of a plan of reorganization;
- i. advising the Debtor in connection with any potential sale of assets or stock and taking necessary action to guide the Debtor through such potential sale;
- j. appearing before this Court or any Appellate Courts and protecting the interests of the Debtor's estate before those Courts and the United States Trustee for the District of Delaware;
- k. advising on corporate, litigation, environmental, finance, tax, employee benefits, and other legal matters; and
- l. performing all other necessary legal services for the Debtor in connection with the Chapter 11 Case.

9. It is necessary for the Debtor to employ attorneys to render the foregoing professional services. Subject to approval of this Application, WBD has confirmed its desire and willingness to act in the Chapter 11 Case and to render the necessary professional services as attorneys for the Debtor.

10. WBD intends to use its best efforts to avoid any unnecessary duplication of services provided by any of the Debtor's retained professionals in this Chapter 11 Case.

WBD'S DISINTERESTEDNESS

11. As set forth in the Patterson Declaration, WBD has in the past represented, currently represents, and likely in the future will represent, certain parties in interest in the Chapter 11 Case, but only in connection with matters wholly unrelated to the Debtor, the Chapter 11 Case, and such entities' claims against or interests in the Debtor. Pursuant to Bankruptcy Code section 327(c), WBD is not disqualified from acting as the Debtor's counsel merely because it has represented or currently represents certain parties in interest in matters unrelated to the Chapter 11 Case.

12. To the best of the Debtor's knowledge, and except as otherwise set forth in this Application and in the accompanying Patterson Declaration, the partners, counsel, and associates of WBD (a) do not have any connection with the Debtor, its affiliates, its creditors, the U.S. Trustee, or any person employed in the office of the same, any judge in the United States Bankruptcy Court for the District of Delaware or any person employed in the offices of the same, or any other party in interest, (b) are "disinterested persons," as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and (c) do not hold or represent any interest adverse to the Debtor's estate.

13. Moreover, the Debtor understands that WBD will continue to conduct periodic conflicts analyses to determine whether it is performing or has performed services for any significant parties in interest in the Chapter 11 Case and will promptly update the Patterson Declaration to disclose any material developments regarding the Debtor or any other pertinent relationships that come to WBD's attention.

PROFESSIONAL COMPENSATION

14. The Debtor understands that WBD intends to apply to the Court for allowance of compensation for professional services and reimbursement of expenses incurred in connection

with the Chapter 11 Case in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.

15. WBD will charge the Debtor for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered and for reimbursement of all costs and expenses incurred by WBD in connection with its representation of the Debtor.

16. During the course of the Chapter 11 Case, WBD will apply to the Court for allowance of compensation for professional services rendered and reimbursement of expenses incurred in the Chapter 11 Case in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders entered in the Chapter 11 Case governing professional compensation and reimbursement for services rendered and charges and disbursements incurred. Such applications will constitute a request for interim payment against WBD's reasonable fees and expenses to be determined at the conclusion of the Chapter 11 Case.

17. WBD has received from the Debtor the amounts set forth in the Patterson Declaration as compensation for professional services performed in the 90-day period prior to the Petition Date. As of the Petition Date, the Debtor did not owe WBD any amounts for legal services rendered before the Petition Date and WBD is not a creditor of the Debtor.

18. The Debtor submits that the engagement and retention of WBD on the terms and conditions set forth herein is necessary and in the best interest of the Debtor, its estate, and its creditors and should be approved.

SUPPORTING AUTHORITY

19. The Debtor seeks retention and employment of WBD as its counsel pursuant to Bankruptcy Code section 327(a), which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a), and

[M]ay employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis. Notwithstanding such terms and conditions, the court may allow compensation different from the compensation provided under such terms and conditions after the conclusion of such employment, if such terms and conditions prove to have been improvident in light of developments not capable of being anticipated at the time of the fixing of such terms and conditions.

11 U.S.C. § 328(a).

20. Bankruptcy Rules 2014(a) and 2016(a) require that an application for retention 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, and

[A] detailed statement of (1) the services rendered, time expended and expenses incurred, and (2) the amounts requested. An application for compensation shall include a statement as to what payments have theretofore been made or promised to the applicant

for services rendered or to be rendered in any capacity whatsoever in connection with the case, the source of the compensation so paid or promised, whether any compensation previously received has been shared and whether an agreement or understanding exists between the applicant and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with the case, and the particulars of any sharing of compensation or agreement or understanding therefor, except that details of any agreement by the applicant for the sharing of compensation as a member or regular associate of a firm of lawyers or accountants shall not be required. The requirements of this subdivision shall apply to an application for compensation for services rendered by an attorney or accountant even though the application is filed by a creditor or other entity. Unless the case is a chapter 9 municipality case, the applicant shall transmit to the United States trustee a copy of the application.

Fed. R. Bankr. P. 2016.

21. The Debtor submits that for all the reasons stated herein and in the Patterson Declaration, the retention and employment of WBD as counsel to the Debtor is warranted. Further, as stated in the Patterson Declaration, WBD is a “disinterested person” within the meaning of Bankruptcy Code section 101(14), as required by Bankruptcy Code section 327(a), and does not hold or represent an interest adverse to the Debtor, except as may be disclosed in the Patterson Declaration.

NO PRIOR REQUEST

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

NOTICE

23. The Debtor will provide notice of this Application to: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the holders of the 20 largest unsecured claims against the Debtor; (c) the United States Attorney’s Office for the District of Delaware; (d) the Internal Revenue Service; (e) the state attorney general for California; and (f) any party that requests

service pursuant to Bankruptcy Rule 2002. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtor respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit C**, (a) authorizing the Debtor to retain and employ WBD as bankruptcy counsel for the Debtor *nunc pro tunc* to the Petition Date and (b) granting such further relief as may be just and proper.

Dated: April 18, 2025

Respectfully submitted,

Viridos, Inc.

/s/ Eric Moellering

Eric Moellering

Co-Chief Executive Officer

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

In re:

VIRIDOS, INC.,¹

Debtor.

Chapter 11

Case No. 25-10697 (CTG)

Hearing Date: May 9, 2025 at 12:00 p.m. (ET)

Objection Deadline: May 2, 2025 at 4:00 p.m. (ET)

**NOTICE OF APPLICATION OF THE DEBTOR FOR AN ORDER UNDER 11 U.S.C. §§
327(a) AND 328(a), FED. R. BANKR. P. 2014 AND 2016, AND DEL. BANKR. L.R. 2014-1
AND 2016-1 AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF WOMBLE BOND DICKINSON (US) LLP AS
COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

PLEASE TAKE NOTICE that, on April 18, 2025, debtor and debtor in possession in the above-captioned chapter 11 case (the “Debtor”),² filed the *Application of the Debtor for an Order Under 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014 and 2016, and Del. Bankr. L.R. 2014-1 and 2016-1 Authorizing and Approving the Employment and Retention of Womble Bond Dickinson (US) LLP as Counsel Nunc Pro Tunc to the Petition Date* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, any responses or objections to the Application must be in writing and filed with the Clerk of the Court, 824 North Market Street, 3rd

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² A detailed description of the Debtor and its business, and the facts and circumstances supporting this Motion and the Debtor’s chapter 11 case, are set forth in greater detail in the *Declaration of Eric Moellering in Support of Debtor’s Petition, First Day Motions and Related Filings* [Doc. No. 18] (the “First Day Declaration”), filed on April 15, 2025.

Floor, Wilmington, Delaware 19801 on or before **May 2, 2025 at 4:00 p.m. (prevailing Eastern Time)**).

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before The Honorable Craig T. Goldblatt, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 3rd Floor, Courtroom #7, Wilmington, Delaware 19801 on **May 9, 2025 at 12:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 18, 2025
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Morgan L. Patterson

Matthew P. Ward (DE Bar No. 4471)

Morgan L. Patterson (DE Bar No. 5388)

Marcy J. McLaughlin Smith (DE Bar No. 6184)

1313 North Market Street, Suite 1200

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Email: morgan.patterson@wbd-us.com

Email: marcy.smith@wbd-us.com

Proposed Counsel to the Debtor

EXHIBIT A

Patterson Declaration

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

In re:

VIRIDOS, INC.,¹

Debtor.

Chapter 11

Case No. 25-10697 (CTG)

**DECLARATION OF MORGAN L. PATTERSON IN SUPPORT OF THE
APPLICATION OF THE DEBTOR FOR AN ORDER UNDER 11 U.S.C. §§ 327(A)
AND 328(A), FED. R. BANKR. P. 2014 AND 2016, AND DEL. BANKR. L.R. 2014-1
AND 2016-1 AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF WOMBLE BOND DICKINSON (US) LLP AS
COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

Morgan L. Patterson, pursuant to 28 U.S.C. § 1746, certifies as follows:

1. I am a partner of the law firm of Womble Bond Dickinson (US) LLP (“WBD”) which maintains an office for the practice of law at 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, as well as offices in Arizona, California, Colorado, the District of Columbia, Georgia, Maryland, Massachusetts, Nevada, North Carolina, South Carolina, Texas, and Virginia. I am admitted to practice before this Court, and will assume primary responsibility within WBD for its engagement in this Chapter 11 Case.

2. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, information supplied to me by other WBD professionals or paraprofessionals, or learned from my review of relevant documents. To the extent any information disclosed herein requires amendment or modification as additional party in interest information becomes available to WBD, a supplemental declaration will be submitted to this Court reflecting such amended or modified information.

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3. I submit this Declaration to provide support and disclosures in connection with the Application² to retain WBD as bankruptcy counsel for the above-captioned debtor and debtor-in-possession (the “Debtor”), *nunc pro tunc* to the Petition Date, as required by Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1(a) and 2016-1.

QUALIFICATION OF PROFESSIONALS

4. On March 21, 2025, WBD was retained by the Debtor to act as bankruptcy counsel. The Debtor selected WBD as its bankruptcy counsel based upon, among other things, WBD’s recognized expertise in the field of business reorganizations and restructurings. WBD possesses extensive experience and knowledge practicing before bankruptcy courts in complex chapter 11 cases.

5. I am the principal WBD attorney working on this engagement. I have extensive experience in corporate restructurings and related matters. I have also represented secured lenders, providers of debtor-in-possession financing, trustees, unsecured creditors, and potential purchasers of assets in both in-court and out-of-court restructurings. Other professionals and paraprofessionals in WBD’s insolvency practice and in other practice areas, many of whom also have extensive experience in corporate restructurings generally, and debtor representations in chapter 11 cases specifically, will participate in the representation of the Debtor in the Chapter 11 Case.

6. Due to WBD’s experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code, I believe that WBD is well-qualified to act on the Debtor’s behalf. Accordingly, subject to this Court’s

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

approval of the Application, WBD has agreed to perform the services requested by the Debtor as set forth herein.

SERVICES TO BE PROVIDED

7. In connection with the Chapter 11 Case, the Debtor has requested court authorization to retain WBD as attorneys for the Debtor. The Debtor requires WBD to render legal services relating to the day-to-day administration of the Chapter 11 Case and the myriad issues that may arise in this case, including, among other things:

- a. advising the Debtor with respect to its powers and duties as a debtor-in-possession in the continued management and operation of its business and properties;
- b. attending meetings and negotiating with representatives of creditors, interest holders, and other parties in interest;
- c. analyzing proofs of claim filed against the Debtor and potential objections to such claims;
- d. taking necessary action on behalf of the Debtor to negotiate, obtain approval of and consummate the sale(s) of the Debtor's assets;
- e. analyzing executory contracts and unexpired leases and potential assumptions, assignments, or rejections of such contracts and leases;
- f. taking all necessary action to protect and preserve the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending any action commenced against the Debtor, and representing the Debtor's interests in negotiations concerning litigation in which the Debtor is involved, including objections to claims filed against the estate;
- g. preparing motions, applications, answers, orders, reports, and papers necessary to the administration of the Debtor's estate;
- h. taking necessary action on behalf of the Debtor to negotiate, prepare, and obtain confirmation of a plan of reorganization;
- i. advising the Debtor in connection with any potential sale of assets or stock and taking necessary action to guide the Debtor through such potential sale;

- j. appearing before this Court or any Appellate Courts and protecting the interests of the Debtor's estate before those Courts and the United States Trustee for the District of Delaware;
- k. advising on corporate, litigation, environmental, finance, tax, employee benefits, and other legal matters; and
- l. performing all other necessary legal services for the Debtor in connection with the Chapter 11 Case.

8. WBD intends to use its best efforts to avoid any unnecessary duplication of services provided by any of the Debtor's retained professionals in this Chapter 11 Case.

DISINTERESTEDNESS

9. WBD and certain of its partners, counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtor. All such representations have been in matters unrelated to the Debtor and the Chapter 11 Case. WBD has searched its electronic database for its connections to the entities listed on Appendix 1 hereto (collectively, the "Potential Parties in Interest"). The information listed on Appendix 1 may change during the pendency of the Chapter 11 Case. WBD will update this Declaration, as described below, when WBD becomes aware of new material information.

10. The chart set forth on Appendix 2 hereto summarizes the results of the forgoing representations by WBD of the Potential Parties in Interest, all of which were with respect to matters unrelated to the debtor and the Chapter 11 Case. To my knowledge, upon reasonable inquiry and as described in greater detail on Appendix 2, and subject to any explanations and exceptions set forth thereon, WBD does not hold or represent any interest adverse to the Debtor or the Debtor's estate. I do not believe that WBD's current and prior representations described in Appendix 2 preclude WBD from being a disinterested party under the Bankruptcy Code.

11. WBD will periodically review its files during the pendency of the Chapter 11 Case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, WBD will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

12. Based upon the information available to me, neither I, nor WBD, nor any partner or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtor or its estate. Based on the foregoing and to the best of my knowledge, I believe that: (a) WBD is a “disinterested person” within the meaning of Bankruptcy Code section 101(14), as required by Bankruptcy Code section 327(a), and does not hold or represent an interest adverse to the Debtor’s estate; and (b) WBD has no connection to the Debtor, its creditors, or its related parties except as may be disclosed in this Declaration (as supplemented from time-to-time). The proposed engagement of WBD is not prohibited by or improper under Bankruptcy Rule 5002(a).

PROFESSIONAL COMPENSATION

13. WBD intends to apply to the Court for allowance of compensation for professional services and reimbursement of expenses incurred in connection with the Chapter 11 Case in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. Such applications will constitute a request for interim payment of WBD’s reasonable fees and expenses to be determined at the conclusion of the Chapter 11 Case.

14. WBD’s hourly rates are set at a level designed to compensate WBD fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

Hourly rates vary with the experience and seniority of each professional and are subject to periodic adjustments, generally on or about October 1 of each year, to reflect economic and other conditions, with the hourly rate charged being the hourly rate in effect on the date that the services were performed. The hourly rates for such professionals are based upon the experience and expertise of the attorney or legal assistant involved and are subject to periodic adjustments to reflect economic and other conditions. WBD will provide notice of any rate increases to the Debtor, the U.S. Trustee, and any official committees and will file such notice with the Court. Set forth below is a schedule of hourly rates of certain professionals at WBD:

<u>Title / Position</u>	<u>Range of Rates</u>
Partner	\$405-1,550
Of Counsel	\$485-1,045
Associate	\$340-775
Senior Counsel	\$125-1,015
Counsel	\$130-860
Paralegal	\$110-600

15. Consistent with WBD's policy with respect to its other clients, WBD will continue to charge the Debtor for all services provided and for other charges and disbursements incurred in the rendition of services. It is WBD's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also WBD's policy to charge its clients only the amount actually incurred by WBD in connection with such items. These charges and disbursements include (without limitation) costs for photocopying, electronic data management services, including scanning and document imaging, travel, travel-related expenses, business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings. The rates charged by WBD for Westlaw and Lexis computerized research vary according to the type of research conducted and the specific

files researched, but, in any event, such charges are billed at cost. WBD professionals also may charge their overtime meals and overtime transportation to the Debtor consistent with prepetition practices. To the extent WBD charges for internal copying costs, WBD will charge the Debtor no more than \$0.10 per page for standard duplication in accordance with the rules of the Bankruptcy Court.

16. The Debtor paid WBD a total of \$100,000 during the 90-day period prior to the Debtor's bankruptcy filing. Specifically, on March 21, 2025, the Debtor provided WBD with a retainer in the amount of \$50,000 and, on April 9, 2025, WBD received an additional retainer in the amount of \$50,000. WBD is not and was not a creditor of the Debtor upon the filing of this case.

17. No promises have been received by WBD, or any partner, counsel, or associate thereof, as to payment or compensation in connection with the Chapter 11 Case other than in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the U.S. Trustee Guidelines. WBD has not entered into any agreements, express or implied, with any other party in interest, including the Debtor, any creditor, or any attorney for such party in interest in the Chapter 11 Case for (a) the purpose of sharing or fixing fees or other compensation to be paid to any such party in interest or its attorneys for services rendered in connection therewith, (b) payment of such compensation from the assets of the estate in excess of the compensation allowed by this Court pursuant to the applicable provisions of the Bankruptcy Code, or (c) payment of compensation in connection with the Chapter 11 Case other than in accordance with the applicable provisions of the Bankruptcy Code.

I hereby declare under the penalty of perjury that the foregoing statements made by me are true and correct to the best of my knowledge, information, and belief.

Dated: April 18, 2025

/s/ Morgan L. Patterson

Morgan L. Patterson (DE Bar No. 5388)

Appendix 1

Parties in Interest

VIRIDOS, INC.
LIST OF POTENTIAL PARTIES IN INTEREST

Debtor:

Viridos, Inc.

Non-Debtor Affiliates:

Green Resources, LLC
Synthetic Geonomic Vaccines, Inc.

Equity Holders (more than 10%):

Breakthrough Energy Ventures
Chevron USA, Inc.

Current and Former Board Members and Officers

Dr. Reinhard Ambros
Gaetan Bonhomme
Tom Griffin
Matthew Kahn
Eric Moellering
Doug Miller

Banks and Former Banks:

Bank of America
Merrill Lynch

Regulatory and Taxing Authorities:

California Franchise Tax Board
Delaware Division of Revenue
Imperial County Assessor
San Diego County Assessor

Insurance Providers:

Coalition
Fair American Insurance and Reinsurance Company
Federal Insurance Company
Hanover Insurance Company
HDI Global Insurance Company
National Union Fire Insurance Company PA
United States Fire Insurance Company

Debtor's Professionals:

Womble Bond Dickinson (US) LLP
Rock Creek Advisors, LLC
Stretto, Inc.

Utility Providers:

City of San Diego Public Utilities
Imperial Irrigation District
San Diego Gas & Electric

U.S. Trustee for Region 3 and U.S. Trustee's Office (Wilmington, DE) Key Staff Members:

Joseph McMahon
Lauren Attix
Malcolm M. Bates
Linda Casey
Joseph Cudia
Holly Dice
Shakima L. Dortch
Timothy J. Fox, Jr.
Diane Giordano
Michael Girello
Christine Green
Benjamin Hackman
Nyanquoi Jones
Hawa Konde
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

Delaware Bankruptcy Judges:

Chief Judge Karen B. Owens
Judge John T. Dorsey
Judge Craig T. Goldblatt
Judge Thomas M. Horan
Judge Brendan L. Shannon
Judge Laurie Selber Silverstein
Judge J. Kate Stickles
Judge Mary F. Walrath

Vendors:

Agilent Technologies, Inc.
Airgas West USA LLC
Azenta US, Inc.

Beckman Coulter, Inc.
Core Informatics, LLC
EVOTEK, INC.
Donnelley Financial, LLC
Fisher Scientific Company, LLC
Florida Scientific dba 2mag-USA
HCP Life Science REIT, Inc.
Imperial County Treasurer – Tax Collector
Integrated DNA
Konica Minolta Business Solutions USA Inc.
Lockton Insurance Brokers, LLC
ScaleMatrix Hosting, Inc.
SecureDocs, Inc.
SomaLogic Operating Co., Inc.
UnitedHealthcare of California (UHIC)
Williams Scotsman, Inc.

Appendix 2

Disclosures

Elizabeth Thomas, who currently works for the Office of the U.S. Trustee, previously worked as a paralegal at Womble, prior to its engagement on this case.

Current Clients, in Matters Unrelated to Debtor	Party in Interest	Relationship to Debtor
	Chevron USA, Inc.	Equity Holder
	Bank of America	Bank
	Federal Insurance Company	Insurance Provider
	Hanover Insurance Group	Insurance Provider
	HDI Global Insurance	Insurance Provider
	Merrill Lynch	Bank
	Rock Creek Advisors, LLC	Debtor's Professional
	National Union Fire Insurance Company PA	Insurance Provider
	Fisher Scientific Company LLC	Vendor
	United Healthcare of California (UHC)	Vendor
Former Clients, in Matters Unrelated to Debtor		
	United States Fire Insurance Company	Insurance Provider
	Imperial Irrigation District	Utility Provider
	San Diego Gas & Electric	Utility Provider
	United States Fire Insurance Company	Insurance Provider
	Agilent Technologies, Inc.	Vendor
	Airgas West USA LLC	Vendor
	Beckman Coulter Inc.	Vendor
	Donnelley Financial LLC	Vendor
	Integrated DNA	Vendor
	Konica Minolta Business Solutions USA, Inc.	Vendor
	Lockton Insurance Brokers, LLC	Vendor

EXHIBIT B

Moellering Declaration

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

In re:

VIRIDOS, INC.,¹

Debtor.

Chapter 11

Case No. 25-10697 (CTG)

**DECLARATION OF ERIC MOELLERING IN SUPPORT OF THE
APPLICATION OF THE DEBTOR FOR AN ORDER UNDER 11 U.S.C. §§ 327(A)
AND 328(A), FED. R. BANKR. P. 2014 AND 2016, AND DEL. BANKR. L.R. 2014-1
AND 2016-1 AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF WOMBLE BOND DICKINSON (US) LLP AS
COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

I, Eric Moellering, under penalty of perjury, declares as follows:

1. I am over twenty-one (21) years of age, of sound mind, and capable of making this Declaration (as defined herein).

2. I am the Co-Chief Executive Officer of Viridos, Inc. (the “Debtor” or the “Company”) in the above-captioned chapter 11 case (the “Chapter 11 Case”). As a result of my tenure with the Company, my review of relevant documents, and my discussions with others at the Debtor, I am generally familiar with the Debtor’s day-to-day operations, business and financial affairs, and books and records. I am familiar with all aspects of the Debtor’s decision to retain and employ Womble Bond Dickinson (US) LLP (“WBD” or the “Firm”) as bankruptcy counsel with respect to this Chapter 11 Case. In addition, I generally am responsible for, among other things, supervising outside counsel of the Debtor and monitoring and controlling legal costs.

3. I submit this Declaration (the “Declaration”) in support of the *Application of the Debtor for an Order Under 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014 and 2016,*

¹ The Debtor in this Chapter 11 Case and the last four digits of its U.S. taxpayer identification number is: Viridos, Inc. (3940). The Debtor’s corporate headquarters is located at: 11149 N. Torrey Pines Road, La Jolla, CA 92037.

and Del. Bankr. L.R. 2014-1 and 2016-1 Authorizing and Approving the Employment and Retention of Womble Bond Dickinson (US) LLP as Counsel Nunc Pro Tunc to the Petition Date (the “Application”).² Except as otherwise set forth herein, all facts set forth in this Declaration are based upon my personal knowledge or derived from information available to me which I believe to be true and correct.

THE DEBTOR’S SELECTION OF COUNSEL

4. The Debtor desires to employ WBD because of, among other reasons, the nature of the legal services that will be required in connection with the Chapter 11 Case. The services of legal counsel are necessary to enable the Debtor to execute faithfully its duties as a debtor-in-possession.

5. The Debtor has selected WBD to serve as the Debtor’s bankruptcy counsel to perform the legal services that will be necessary during the Chapter 11 Case. WBD was selected based on its extensive experience with and knowledge of chapter 11 proceedings, and its experience practicing before this Court.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

RATE STRUCTURE

6. In my capacity as Co-Chief Executive Officer, I, in addition to others at the Debtor, am responsible for supervising outside counsel retained by the Debtor in the ordinary course of business.

7. WBD has informed me that it will charge the Debtor for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered and for reimbursement of all costs and expenses incurred by WBD in connection with its representation of the Debtor.

8. The Debtor's management team, including myself, are responsible for reviewing the invoices regularly submitted by WBD, and will ensure that the fees and expenses paid by the Debtor's estate remain consistent with the Debtor's expectations and the exigencies of the Chapter 11 Case.

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

Dated: April 18, 2025

/s/ Eric Moellering

Eric Moellering
Co-Chief Executive Officer

EXHIBIT C

Proposed Order

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

In re:

VIRIDOS, INC.,¹

Debtor.

Chapter 11

Case No. 25-10697 (CTG)

Re: D.I.

**ORDER UNDER 11 U.S.C. §§ 327(a) AND 328(a), FED. R. BANKR. P. 2014 AND 2016,
AND DEL. BANKR. L.R. 2014-1 AND 2016-1 AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF WOMBLE BOND DICKINSON (US) LLP
AS COUNSEL *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “Application”)² of the Debtor for an order under Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Debtor to employ and retain Womble Bond Dickinson (US) LLP (“WBD”), *nunc pro tunc* to the Petition Date, as the Debtor’s bankruptcy counsel; and the Court having reviewed the Application, the Patterson Declaration, and the Moellering Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied, based on the representations made in the Patterson Declaration, that WBD is “disinterested” as such term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b),

¹ The Debtor in this Chapter 11 Case and the last four digits of its U.S. taxpayer identification number is: Viridos, Inc. (3940). The Debtor’s corporate headquarters is located at: 11149 N. Torrey Pines Road, La Jolla, CA 92037.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

and as required under Bankruptcy Code section 327(a), and that WBD neither represents nor holds any interest adverse to the Debtor's estate other than as set forth in the Patterson Declaration; and it appearing that proper and adequate notice of the Application and opportunity for objection having been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause appearing for the relief set forth in this Order, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application 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. Pursuant to Bankruptcy Code sections 327(a) and 328(a) and Bankruptcy Rules 2014(a) and 2016(a), the Debtor, as a debtor-in-possession, is authorized to employ and retain WBD as its bankruptcy counsel, *nunc pro tunc* to the Petition Date.
4. WBD shall apply for and be compensated in accordance with the applicable procedures set forth in Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and further orders of this Court for all services performed and expenses incurred on or after the Petition Date.
5. No agreement or understanding exists between WBD and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with this case, nor shall WBD share or agree to share compensation received for services rendered in connection with this case with any other person other than as permitted by Bankruptcy Code section 504.

6. Notwithstanding anything in the Application to the contrary, WBD shall (i) to the extent that WBD uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the “Contractors”) in this case, pass-through the cost of such Contractors to the Debtor at the same rate that WBD 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 WBD; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

7. WBD shall use its best efforts to avoid any unnecessary duplication of services provided by any of the Debtor’ retained professionals in this Chapter 11 Case.

8. The Debtor is hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.

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