

**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: July 16, 2024 at 1:00 p.m. (ET)

Obj. Deadline: July 9, 2024 at 4:00 p.m. (ET)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE
RETENTION AND APPOINTMENT OF STRETTO, INC. AS ADMINISTRATIVE
ADVISOR TO THE DEBTORS, EFFECTIVE AS OF THE
PETITION DATE; AND (II) GRANTING RELATED RELIEF**

DermTech, Inc. and DermTech Operations, Inc. (each, a “Debtor” and collectively, the “Debtors”), as debtors and debtors in possession in the above-captioned chapter 11 cases, by and through their undersigned proposed counsel, hereby submit this application (the “Application”) for entry of an order granting the relief described below. In support hereof, the Debtors rely on (i) the *Declaration of Bret Christensen, President and Chief Executive Officer of the Debtors, in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) [Docket No. 12],² filed on the Petition Date (as defined below) and incorporated herein by reference, and (ii) the *Declaration of Sheryl Betance in Support of the Debtors' Application for Entry of an Order (I) Authorizing the Retention and Appointment of Stretto, Inc. as Administrative Advisor to the Debtors, Effective as of the Petition Date; and (II) Granting Related Relief*, attached hereto as **Exhibit B** (the “Betance Declaration”), and further represent as follows:

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 used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Application under 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. Venue of these chapter 11 cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409. This Application is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the entry of a final order or judgment by the Court in connection with this Application if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgements consistent with Article III of the United States Constitution.

3. The statutory bases for the relief requested herein are sections 327(a) of title 11 of the United States Code, as amended (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1.

BACKGROUND

4. On June 18, 2024 (the “Petition Date”), each Debtor filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committee of unsecured creditors has been appointed in these chapter 11 cases.

5. Additional factual background regarding the Debtors, including their business operations, their corporate and capital structure, and the events leading to the filing of these chapter 11 cases, is set forth in detail in the First Day Declaration.

RELIEF REQUESTED

6. By this Application, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), (i) authorizing the retention and appointment of Stretto, Inc. (“Stretto”) as administrative advisor (“Administrative Advisor”) to the Debtors, effective as of the Petition Date, in accordance with the terms and conditions set forth in that certain Engagement Agreement between the Debtors and Stretto (the “Engagement Agreement”), a copy of which is attached hereto as **Exhibit C**, and (ii) granting related relief.

Stretto’s Qualifications

7. Stretto is comprised of leading industry professionals with significant experience in both the legal and administrative aspects of large, complex chapter 11 cases. Stretto’s professionals have experience in noticing, claims administration, solicitation, balloting and facilitating other administrative aspects of chapter 11 cases and experience in matters of this size and complexity. Stretto has substantial experience in matters of this size and complexity, and has acted as the official administrative advisor in many large bankruptcy cases pending in this district, including: *In re ICON Aircraft, Inc.*, Case No. 24-10703 (CTG) (Bankr. D. Del. May 6, 2024); *In re Millennial Benefit Mgmt. Corp.*, Case No. 23-12083 (TMH) (Bankr. D. Del. Feb. 21, 2024); *In re Potrero Med., Inc.*, Case No. 23-11900 (LSS) (Bankr. D. Del. Jan. 19, 2024); *In re Smart Earth Techs. LLC*, Case No. 23-11866 (KBO) (Bankr. D. Del. Dec. 27, 2023); *In re MVK FarmCo LLC*, Case No. 23-11721 (LSS) (Bankr. D. Del. Dec. 7, 2023); *In re Water Gremlin Co.*, Case No. 23-11775 (LSS) (Bankr. D. Del. Nov. 27, 2023); *In re Unconditional Love Inc.*, Case No. 23-11759

(MFW) (Bankr. D. Del. Nov. 18, 2023); *In re IronNet, Inc.*, Case No. 23-11710 (BLS) (Bankr. D. Del. Nov. 9, 2023); *In re High Valley Invs., LLC*, Case No. 23-11616 (TMH) (Bankr. D. Del. Nov. 1, 2023); and *In re Infinity Pharms., Inc.*, Case No. 23-11640 (BLS) (Bankr. D. Del. Oct. 23, 2023).

8. On the Petition Date, the Debtors separately filed an application to retain Stretto to serve as their claims and noticing agent in these chapter 11 cases (the “Stretto 156(c) Application”) [Docket No. 7]. On June 20, 2024, the Court entered an order granting the relief requested by the Stretto 156(c) Application [D.I. 26] (the “Section 156(c) Order”).

Services to be Provided

9. Pursuant to the Engagement Agreement, the Debtors seek to retain Stretto to provide, among other things, the following bankruptcy solicitation and administration services, if and to the extent requested:

- (a) Assistance with, among other things, solicitation, balloting, and tabulation of votes; preparation of any related reports, as required in support of confirmation of a chapter 11 plan;
- (b) Preparation of an official ballot certification and, if necessary, testimony in support of the ballot tabulation results;
- (c) Assistance with the preparation of the Debtors’ schedules of assets and liabilities and statements of financial affairs and gathering data in conjunction therewith;
- (d) Providing a confidential data room;
- (e) Managing and coordinating any distributions pursuant to a chapter 11 plan if designated as distribution agent under such plan; and
- (f) Providing such other solicitation, balloting and other administrative services described in the Engagement Agreement, but not included in the Stretto 156(c) Application, as may be requested from time to time by the Debtors, the Bankruptcy Court or the Office of the Clerk of the Bankruptcy Court.

10. Stretto’s appointment as Administrative Advisor will provide the Debtors with experienced professionals and services that are essential to the Debtors’ chapter 11 efforts. Stretto

will coordinate with the Debtors' other retained professionals in these cases to avoid any unnecessary duplication of services. Accordingly, the Debtors respectfully submit that the relief requested in this Application is in the best interests of the Debtors' estates and all parties in interest in these chapter 11 cases.

Professional Compensation

11. The fees Stretto will charge in connection with providing services to the Debtors are set forth in the Engagement Agreement. The Debtors submit that Stretto's rates are competitive and comparable to the rates its competitors charge for similar services. Indeed, the Debtors conducted a review and competitive comparison of other firms and reviewed the rates of other firms before selecting Stretto to serve as their Administrative Advisor in these chapter 11 cases. The Debtors believe Stretto's rates are more than reasonable given the quality of Stretto's services and the bankruptcy expertise of its professionals. Additionally, Stretto will seek reimbursement from the Debtors for reasonable expenses in accordance with the terms of the Engagement Agreement.

12. Prior to the Petition Date, the Debtors provided Stretto an advance in the amount of \$20,000. Pursuant to the Section 156(c) Order, Stretto was authorized to apply the advance to all prepetition invoices, and thereafter, to have the advance replenished to the original advance amount and to hold the advance under the Engagement Agreement during these chapter 11 cases as security for the payment of fees and expenses incurred under the Engagement Agreement.

13. Stretto intends to apply to the Bankruptcy Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date in connection with the services it provides as Administrative Advisor pursuant to the Engagement Agreement. In doing so, Stretto will comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the

Local Rules, and any orders entered in these chapter 11 cases regarding professional compensation and reimbursement of expenses.

14. Additionally, under the terms of the Engagement Agreement, the Debtors have agreed to indemnify, defend and hold harmless Stretto and its members, directors, officers, employees, representatives, affiliates, consultants, subcontractors, and agents under certain circumstances specified in the Engagement Agreement, except in circumstances resulting solely from Stretto's gross negligence, willful misconduct, or as otherwise provided in the Engagement Agreement. The Debtors believe that such an indemnification obligation is customary, reasonable, and necessary to retain the services of an Administrative Advisor in these chapter 11 cases.

Disinterestedness

15. Stretto has conducted a conflicts analysis to determine whether it has any relationships with the parties included on the list of potential parties in interest (the "Potential Parties in Interest") provided by the Debtors. To the best of the Debtors' knowledge, information, and belief, and except as disclosed in the Betance Declaration, Stretto is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent any interest materially adverse to the Debtors' estates in connection with any matter on which it would be employed.

16. Stretto believes that it does not have any relationships with the parties included on the list of Potential Parties in Interest that would present a disqualifying conflict of interest. Stretto will supplement its disclosure to the Bankruptcy Court if any facts or circumstances are discovered that would require such additional disclosure.

BASIS FOR RELIEF REQUESTED

17. Section 327(a) of the Bankruptcy Code provides that a debtor, subject to Bankruptcy 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).

18. Bankruptcy Rule 2014(a) requires 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, and 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 U.S. Trustee, or any person employed in the office of the U.S. Trustee.

Fed. R. Bankr. P. 2014.

19. In light of the size and complexity of these chapter 11 cases, the Debtors submit that retaining and employing Stretto pursuant to the terms of the Engagement Agreement is necessary and in the best interests of the Debtors' estates and all parties in interest in these chapter 11 cases. The Debtors also believe that the terms and conditions of the Engagement Agreement are reasonable in light of the anticipated high volume of creditors and other parties in interest that will be involved in these cases.

20. The Debtors believe that administration of these chapter 11 cases will require Stretto to perform duties outside of the scope authorized in the Section 156(c) Order. Accordingly, to help manage administrative tasks with respect to the thousands of creditors and other parties in interest that are expected to be involved in the Debtors' chapter 11 cases, and the complexity of such cases, the Debtors request the Bankruptcy Court enter an order appointing Stretto as the

Administrative Advisor in these chapter 11 cases pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016.

NOTICE

21. The Debtors will provide notice of this Application to: (a) the Office of the United States Trustee for the District of Delaware; (b) the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis; and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that, in light of the nature of the relief requested, no further notice is necessary.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Bankruptcy Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Bankruptcy Court deems appropriate under the circumstances.

Executed on June 25, 2024
London, England

/s/ Bret Christensen

Bret Christensen
President and Chief Executive Officer
DermTech, Inc., *et al.*

**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: July 16, 2024 at 1:00 p.m. (ET)

Obj. Deadline: July 9, 2024 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

TO: (A) THE U.S. TRUSTEE; (B) THE HOLDERS OF THE THIRTY (30) LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS; AND (C) ANY PARTY THAT HAS REQUESTED NOTICE PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that DermTech, Inc. and DermTech Operations, Inc. (each, a “Debtor” and collectively, the “Debtors”), as debtors and debtors in possession in the above-captioned chapter 11 cases, have filed the *Debtors’ Application for Entry of an Order (I) Authorizing the Retention and Appointment of Stretto, Inc. as Administrative Advisor to the Debtors, Effective as of the Petition Date; and (II) Granting Related Relief* (the “Application”).

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **July 9, 2024 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of any objection upon the undersigned proposed counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON JULY 16, 2024 AT 1:00 P.M. (ET) BEFORE THE HONORABLE JOHN T. DORSEY, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.

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

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.

Dated: June 25, 2024
Wilmington, Delaware

**WILSON SONSINI GOODRICH & ROSATI,
P.C.**

/s/ Catherine C. Lyons

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*Proposed Counsel for Debtors and Debtors in
Possession*

EXHIBIT A

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)

Ref. Docket No. __

**ORDER (I) AUTHORIZING RETENTION AND APPOINTMENT OF STRETTO, INC.
AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, EFFECTIVE AS OF THE
PETITION DATE; AND (II) GRANTING RELATED RELIEF**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (i) authorizing the Debtors to retain and appoint Stretto, Inc. (“Stretto”) as their administrative advisor (the “Administrative Advisor”), effective as of the Petition Date, pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, all as more fully set forth in the Application; and (ii) granting related relief; and upon the First Day Declaration and the Betance Declaration; and the 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 the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b), and that the 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;

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 used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors' notice of the Application and opportunity for a hearing on the Application were appropriate under the circumstances and that no other or further notice need be provided; and the Court having reviewed the Application and heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"), if any was held; and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; 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 APPROVED as set forth herein.
2. The Debtors are authorized to retain Stretto as their Administrative Advisor in these chapter 11 cases, effective as of the Petition Date, in accordance with terms of the Engagement Agreement, and Stretto is authorized to perform the bankruptcy administration services described in the Application and as set forth in the Engagement Agreement.
3. Stretto is authorized to take such other action as may be reasonable or necessary to comply with all duties set forth in the Application.
4. Stretto shall apply to the Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date as Administrative Advisor to the Debtors in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders entered in these chapter 11 cases regarding professional compensation and reimbursement of expenses.

5. The Debtors shall indemnify the Indemnified Parties (as defined in the Engagement Agreement) under the terms of the Engagement Agreement, as modified pursuant to the terms of this Order.

6. The Indemnified Parties shall not be entitled to indemnification, contribution or reimbursement pursuant to the Engagement Agreement for services other than the services provided under the Engagement Agreement, unless such services and the indemnification, contribution or reimbursement therefor is first approved by the Bankruptcy Court.

7. Notwithstanding anything to the contrary in the Engagement Agreement, the Debtors shall have no obligation to indemnify the Indemnified Parties, or provide contribution or reimbursement to the Indemnified Parties, for any claim or expense that is either: (i) judicially determined (such determination having become final) to have arisen from Stretto's gross negligence or willful misconduct; (ii) for a contractual dispute in which the Debtors allege the breach of Stretto's contractual obligations if the Court determines that indemnification, contribution or reimbursement would not be permissible pursuant to applicable law; or (iii) settled prior to a judicial determination under (i) or (ii), but determined by the Court, after notice and a hearing, to be a claim or expense for which the Indemnified Parties should not receive indemnity, contribution or reimbursement under the terms of the Engagement Agreement as modified by the terms of this Order.

8. If, before the earlier of (a) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), or (b) the entry of an order closing these cases, the Indemnified Parties believe that they are entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, and/or reimbursement obligations under the Engagement Agreement (as modified by the terms of this

Order), including, without limitation, the advancement of defense costs, the Indemnified Parties must file an application therefor with the Court, and the Debtors may not pay any such amounts to the Indemnified Parties prior to the entry of an order by the Court approving the payment. This paragraph is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by the Indemnified Parties for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify the Indemnified Parties. All parties in interest shall retain the right to object to any demand by the Indemnified Parties for indemnification, contribution, or reimbursement.

9. The limitation of liability section in paragraph 10 of the Engagement Agreement is deemed to be of no force or effect with respect to the services to be provided pursuant to this Order.

10. The Debtors and Stretto are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. Notwithstanding any term in the Engagement Agreement to the contrary, the Bankruptcy Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation, or enforcement of this Order.

12. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by the provision of such notice.

13. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

14. In the event of any inconsistency between the Engagement Agreement, the Application and the Order, the Order shall govern.

Exhibit B

Betance Declaration

**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 SHERYL BETANCE IN SUPPORT
OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE
RETENTION AND APPOINTMENT OF STRETTO, INC. AS ADMINISTRATIVE
ADVISOR TO THE DEBTORS, EFFECTIVE AS OF THE
PETITION DATE; AND (II) GRANTING RELATED RELIEF**

I, Sheryl Betance, declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a Senior Managing Director of Corporate Restructuring at Stretto, Inc. ("Stretto"), a chapter 11 administrative services firm with offices at 410 Exchange, Ste. 100, Irvine, CA 92602. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

2. This declaration is made in support of the *Debtors' Application for Entry of an Order (I) Authorizing the Retention and Appointment of Stretto, Inc. as Administrative Advisor to the Debtors, Effective as of the Petition Date; and (II) Granting Related Relief* (the "Application"), filed contemporaneously herewith by the above-captioned debtors and debtors in possession (collectively, the "Debtors").²

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 used but not otherwise defined herein shall have the meanings set forth in the Application.

Qualifications

3. Stretto is comprised of leading industry professionals with significant experience in both the legal and administrative aspects of large, complex chapter 11 cases. Stretto's professionals have experience in noticing, claims administration, solicitation, balloting and facilitating other administrative aspects of chapter 11 cases and experience in matters of this size and complexity. Stretto has substantial experience in matters of this size and complexity, and has acted as the official administrative advisor in many large bankruptcy cases in this district, including: *In re ICON Aircraft, Inc.*, Case No. 24-10703 (CTG) (Bankr. D. Del. May 6, 2024); *In re Millennial Benefit Mgmt. Corp.*, Case No. 23-12083 (TMH) (Bankr. D. Del. Feb. 21, 2024); *In re Potrero Med., Inc.*, Case No. 23-11900 (LSS) (Bankr. D. Del. Jan. 19, 2024); *In re Smart Earth Techs. LLC*, Case No. 23-11866 (KBO) (Bankr. D. Del. Dec. 27, 2023); *In re MVK FarmCo LLC*, Case No. 23-11721 (LSS) (Bankr. D. Del. Dec. 7, 2023); *In re Water Gremlin Co.*, Case No. 23-11775 (LSS) (Bankr. D. Del. Nov. 27, 2023); *In re Unconditional Love Inc.*, Case No. 23-11759 (MFW) (Bankr. D. Del. Nov. 18, 2023); *In re IronNet, Inc.*, Case No. 23-11710 (BLS) (Bankr. D. Del. Nov. 9, 2023); *In re High Valley Invs., LLC*, Case No. 23-11616 (TMH) (Bankr. D. Del. Nov. 1, 2023); and *In re Infinity Pharms., Inc.*, Case No. 23-11640 (BLS) (Bankr. D. Del. Oct. 23, 2023).

4. As Administrative Advisor, Stretto will perform the bankruptcy administration services specified in the Application and the Engagement Agreement. In performing such services, Stretto will charge the Debtors the rates set forth in the Engagement Agreement, a copy of which is attached as Exhibit C to the Application.

5. Stretto is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, in that Stretto and its professional personnel:

- (a) are not creditors, equity security holders, or insiders of the Debtors;
- (b) are not and were not, within two years before the date of the filing of these cases, directors, officers, or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors.

6. I caused to be submitted for review by our conflicts system the names of potential parties in interest (the "Potential Parties in Interest") in these chapter 11 cases. A list of Potential Parties in Interest, attached hereto as Exhibit 1, was provided by the Debtors and included, among other parties, the Debtors, current and former directors and officers of the Debtors, significant stockholders, the Debtors' largest unsecured creditors on a consolidated basis, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") and persons employed in the office of the U.S. Trustee, and other parties. The Potential Parties in Interest list was compared to an internal database that includes, among others, Stretto's parent entities, affiliates, and subsidiaries. Stretto's internal database also includes Stone Point Capital LLC ("Stone Point"), its funds, and each such fund's respective portfolio companies as set forth in the list most recently provided to Stretto by Stone Point's internal compliance department (the "Stone Point Searched Parties"). The results of the conflict check were compiled and reviewed by Stretto professionals under my supervision. At this time, and as set forth in further detail herein, Stretto is not aware of any connection that would present a disqualifying conflict of interest. Should Stretto discover any new relevant facts or connections bearing on the matters described herein during the period of retention, Stretto will use reasonable efforts to promptly file a supplemental declaration.

7. To the best of my knowledge, and based solely upon information provided to me by the Debtors, and except as provided herein, neither Stretto, nor any of its professionals, has any materially adverse connection to the Debtors, their creditors or other relevant parties. Stretto has

represented and will continue to represent clients who may be Potential Parties in Interest in these chapter 11 cases in matters unrelated to these chapter 11 cases. In addition, in matters unrelated to these chapter 11 cases, Stretto and its personnel have and will continue to have relationships personally or in the ordinary course of business with certain vendors, professionals, financial institutions, and other parties in interest that may be involved in the Debtors' chapter 11 cases. Stretto may also provide professional services to entities or persons that may be creditors or parties in interest in these chapter 11 cases, which services do not directly relate to, or have any direct connection with, these chapter 11 cases or the Debtors. Based upon a review of the Potential Parties in Interest:

- The list of Potential Parties in Interest includes entities, as set forth on **Exhibit 2** attached hereto, which are current, former or potential defendants to avoidance actions brought under the Bankruptcy Code by clients of Stretto Recovery Services. However, to the best of my knowledge, such relationships are materially unrelated to these chapter 11 cases.

8. To the best of my knowledge, none of Stretto's employees are related to bankruptcy judges in the District of Delaware, the United States Trustee for Region 3, or any attorney known by Stretto to be employed in the Office of the United States Trustee serving the District of Delaware. The list of Potential Parties in Interest identifies the Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware. Denise Kaloudis, a Managing Director at Stretto, formerly worked as a law clerk to the Honorable Mary F. Walrath. I have been advised that Denise Kaloudis did not work on matters involving the Debtors while employed as a law clerk to the Honorable Mary F. Walrath.

9. Certain of Stretto's professionals were partners of or formerly employed by firms that are providing or may provide professional services to parties in interest in these cases. Except as disclosed herein, these professionals did not work on any matters involving the Debtors while employed by their previous firms. Moreover, these professionals were not employed by their

previous firms when these chapter 11 cases were filed. To the best of my knowledge, none of Stretto's professionals were partners of, or formerly employed within the last three years by firms that are Potential Parties in Interest or that have filed a notice of appearance in these chapter 11 cases.

10. Stretto and its personnel in their individual capacities regularly utilize the services of law firms, investment banking and advisory firms, accounting firms, and financial advisors. Such firms engaged by Stretto or its personnel may appear in chapter 11 cases representing the Debtors or parties in interest. To the best of my knowledge, Stretto does not currently utilize the services of any law firms, investment banking and advisory firms, accounting firms, or financial advisors who have been identified as Potential Parties in Interest or who have filed a notice of appearance in these chapter 11 cases.

11. In April 2017, Stretto was acquired by the Trident VI Funds managed by private equity firm Stone Point. Stone Point is a financial services-focused private equity firm based in Greenwich, Connecticut. The firm has raised and managed nine private equity funds – the Trident Funds – with aggregate committed capital of approximately \$40 billion. Stone Point targets investments in the global financial services industry and related sectors.

12. The following disclosure is made out of an abundance of caution in an effort to comply with the Bankruptcy Code and Bankruptcy Rules. Stretto has searched the names of the Debtors and the names of the Potential Parties in Interest against the Stone Point Searched Parties. In addition, following the Petition Date, Stretto provided Stone Point with the names of the Debtors and the Debtors' significant equity holders, and Stone Point searched such names against its investments to confirm whether Stone Point has any relationship to such entities.

13. Based solely on the foregoing search, Stretto has determined that AIG has been

identified as an insurance provider of the Debtors. Stretto has also determined that a separate entity, AIG Private Client Select Services, is a portfolio company of Trident IX Funds, managed by private equity firm Stone Point. Stretto is a portfolio company of a separate fund, the Trident VI Funds, and has no other business relationship with AIG or AIG Private Client Select Services. To the best of Stretto's knowledge, Stretto's relationship to such entities does not create any adverse interest against the Debtors' estates that would present a disqualifying conflict of interest, and there are no other connections that require disclosure. To the extent Stretto learns of any material connections between Stone Point's funds or investments included in the above-described conflicts search and the Debtors, Stretto will promptly file a supplemental disclosure. Stretto may have had, may currently have, or may in the future have business relationships unrelated to the Debtors with one or more Stone Point entities including, among others, portfolio companies of Stone Point.

14. From time to time, Stretto partners or employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the "Investment Funds"), through which such individuals indirectly acquire a debt or equity security of many companies, one of which may be one of the Debtors or their affiliates, often without Stretto's or its personnel's knowledge. Each Stretto partner or employee generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund and has no influence over the Investment Fund's decision to buy, sell or vote any particular security. Each Investment Fund is generally operated as a blind pool, meaning that when the Stretto partners or employees make an investment in the particular Investment Fund, he, she or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

15. From time to time, Stretto partners or employees may personally directly acquire a debt or equity security of a company that may be one of the Debtors or their affiliates. Stretto has a policy prohibiting its partners and employees from using confidential information that may come to their attention in the course of their work. In this regard, subject to the foregoing, all Stretto partners and employees are barred from trading in securities with respect to matters in which Stretto is retained. Subject to the foregoing, upon information and belief, and upon reasonable inquiry through email survey of Stretto's employees, Stretto does not believe that any of its partners or employees own any debt or equity securities of either of the Debtors.

16. To the best of my knowledge, Stretto (a) does not hold or represent an interest adverse to the Debtors' estates; (b) is a "disinterested person" that (i) is not a creditor, an equity security holder, or an insider, (ii) is not and was not, within two years before the Petition Date, a director, officer, or employee of any of the Debtors, and (iii) does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason; and (c) has disclosed all of Stretto's connections with the Debtors, their creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee.

[Remainder of page intentionally left blank.]

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 information, knowledge and belief.

Dated: June 25, 2024

/s/ Sheryl Betance

Sheryl Betance
Senior Managing Director
Stretto, Inc.
410 Exchange, Ste. 100
Irvine, CA 92602

Exhibit 1

Potential Parties in Interest List

POTENTIAL PARTIES IN INTEREST LIST¹

1. DEBTORS, SUBSIDIARIES, AND AFFILIATED ENTITIES (INCLUDING JOINT VENTURES)

DERMTECH, INC.
DERMTECH OPERATIONS, INC.

2. CURRENT & 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.

3. SIGNIFICANT EQUITY HOLDERS

VAN HERK INVESTMENTS B.V.

¹ This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose. As listing a party once allows our conflicts specialists to run a check on such party, we have attempted to remove duplicate entries where possible. Accordingly, a party that otherwise may fall under multiple categories is likely to be listed under only one category.

4. DEBTOR RESTRUCTURING PROFESSIONALS

ALIXPARTNERS LLP
WILSON SONSINI GOODRICH & ROSATI, P.C.
STRETTO INC.
TD COWEN

5. 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

6. LANDLORDS

KILROY REALTY LP

7. CASH MANAGEMENT BANKS

BANK OF AMERICA
PACIFIC WESTERN BANK

8. PARTIES AND COUNTERPARTY COUNSEL TO MATERIAL PENDING LITIGATION

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

9. 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

10. 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.

11. 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

12. 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

13. UTILITY PROVIDERS

SDG&E
AT&T
COX BUSINESS

14. GOVERNMENT AND TAXATION AUTHORITIES

SECURITIES AND EXCHANGE COMMISSION
UNITED STATES TREASURY
NEW YORK STATE DEP'T. OF HEALTH
COUNTY OF SAN DIEGO, DEPT OF ENVIR HEALTH
SAN DIEGO COUNTY TREASURER (SDCTTC)
CALIFORNIA DEP'T OF PUBLIC HEALTH
CITY OF SAN DIEGO
SAN DIEGO COUNTY APCD
PENN. DEP'T 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

15. 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

16. CAPITAL LEASES

COPY LINK

17. LIENHOLDERS

THERMO FISHER FINANCIAL SERVICES, INC.

Exhibit 2

Alabama Department of Revenue
AlixPartners LLP
Arizona Department of Revenue
AT&T
Bank of America, N.A.
Colorado Department of Revenue
Comptroller of Maryland
Delaware Secretary of State
FedEx
Fidelity Investments Institutional Operations Company, Inc.
Florida Department of Revenue
Georgia Department of Revenue
Hi Tech Pharmaceuticals Inc.
Illinois Department of Revenue
Indiana Department of Revenue
Iowa Department of Revenue
J.P. Morgan Chase & Co.
Kansas Department of Revenue
Kentucky Department of Revenue
Louisiana Department of Revenue and Taxation
Massachusetts Department of Revenue
Missouri Department of Revenue
Nebraska Department of Revenue
Nevada Department of Taxation
New York State Department of Taxation
and Finance
North Carolina Department of Revenue
Ohio Department of Taxation
Pennsylvania Department of Revenue
South Carolina Department of Revenue
State of California, Department
of General Services
State of Connecticut
State of Michigan
State of Texas
State of West Virginia
Thermo Fischer Scientific
Utah State Tax Commission
Washington State Department of Revenue
Wisconsin Department of Revenue