

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

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

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

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

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS TO RETAIN AND EMPLOY
BERKELEY RESEARCH GROUP, LLC, AS FINANCIAL ADVISOR
EFFECTIVE AS OF JULY 3, 2024**

The Official Committee of Unsecured Creditors (the “Committee”) of DermTech, Inc., *et al.*, as debtors and debtors in possession (the “Debtors” or “DermTech”), submits this application (the “Application”) for an order, substantially in the form attached hereto as **Exhibit A**, pursuant to Sections 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the employment of Berkeley Research Group, LLC (“BRG”), as financial advisor to the Committee. In support of this Application, the Committee submits the Declaration of Jay Borow (the “Borow Declaration”) which is incorporated herein as **Exhibit B**. In further support of this Application, the Committee respectfully represents 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.

JURISDICTION

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction in 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. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Committee confirms its consent pursuant to Local Rule 9013-l(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. The statutory predicates for the relief sought herein are sections 327, 328, and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1.

BACKGROUND

3. On June 18, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Cases”) with the Court. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Cases.

4. The Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Court’s *Order (I) Directing Joint Administration of Related Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 22], entered on June 20, 2024.

5. On July 1, 2024 (the “Formation Date”), the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee. The Committee is presently comprised of the following members: (i) Kilroy Realty, L.P.; (ii) Zymo Research

Corporation; and (iii) Skin Surgery Medical Group, Inc.

6. On July 3, 2024, the Committee selected BRG to serve as its financial advisor. The Committee has also selected Hogan Lovells (“Hogan Lovells”) as its proposed lead counsel and Potter Anderson & Corroon LLP (“Potter Anderson” and together with Hogan Lovells, “Counsel”) to serve as its proposed Delaware counsel.

REQUESTED RELIEF AND REASONS THEREFOR

7. The Committee respectfully requests entry of an order pursuant to sections 328, 330, and 1103(a) of the Bankruptcy Code authorizing BRG to perform financial advisory services for the Committee that will be necessary during these Cases. The Debtors are a large, complex enterprise, and the Committee requires the services of an experienced financial advisor such as BRG to provide financial advisory services that are critical to the discharge of the Committee’s duties and powers.

8. The Committee has determined that the services of BRG are necessary to enable the Committee to assess and monitor the efforts of the Debtors and their professionals, to ensure that the Debtors are able to successfully reorganize (through a standalone reorganization and/or asset sale(s)), and to maximize the value of the Debtors’ estates for the benefit of the unsecured creditors.

9. Immediately upon its selection, BRG commenced work on several time-sensitive matters and promptly devoted substantial resources to these Cases pending submission and approval of this Application. In order to allow BRG to be compensated for work performed prior to and after the submission of this Application, the Committee seeks to employ BRG as its financial advisor effective as of July 3, 2024, the date of its retention.

A. Qualifications of Professionals

10. BRG has significant qualifications and experience in providing the services contemplated herein. BRG's practice consists of senior financial, management consulting, accounting, and other professionals who specialize in providing restructuring, transaction advisory, litigation support, solvency, and valuation assistance and providing a focus on viable solutions that maximize value for companies and creditors, typically in distressed business settings. BRG has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries. BRG's services include forensic analysis, plan development and implementation, and advice on sale/merger transactions. Moreover, the professionals at BRG have assisted and advised debtors, creditors, creditors' committees, bondholders, investors, and others in numerous bankruptcy cases, including Zymergen, Inc.; Genesis Global Holdco, LLC; Proterra Inc.; Center City Healthcare LLC; Kidde-Fenwal, Inc.; Briggs & Stratton Corporation; Borden Dairy Company; Centric Brands, Inc.; GNC Holdings, Inc.; Aralez Pharmaceuticals US Inc.; Klausner Lumber; GDC Technics, LLC; Techniplas, LLC; Endo International, plc; Genesis Care Pty Limited; Sientra, Inc.; SVB Financial Group; WeWork Inc.; 21st Century Oncology Holdings, Inc.; Hooper Holmes Inc. (a.k.a. Provant Health); Sorrento Therapeutics, Inc.; The Hertz Corporation; Verity Health System of California; Aluminum Shapes, L.L.C.; LifeCare Holdings, Inc.; General Wireless Operations, Inc (a.k.a. RadioShack Inc.); Molycorp Inc.; Southern Foods Group, LLC (a.k.a. Dean Foods); Speedcast International Limited; and Brazos Electric Power Cooperative, Inc.

11. The Committee chose BRG to act as its financial advisor in these Cases based in large part on the experience outlined above. The Committee believes that BRG's services are necessary to enable the Committee to assess and monitor the Debtors' restructuring and/or sale

efforts in furtherance of the Committee's obligations to protect the interests of, and maximize value for, all unsecured creditors. Moreover, based on the experience of BRG's professionals in large, complex chapter 11 cases, the Committee believes that BRG is well-qualified to provide such services in a cost-effective, efficient, and timely manner.

B. Services to be Provided

12. BRG will provide such financial advisory services to the Committee as the Committee deems appropriate and necessary in order to advise the Committee during the course of these Cases. The services to be rendered by BRG, which services may be subject to modification at the Committee's request, are necessary to enable the Committee to faithfully execute its statutory duties to unsecured creditors.

13. Subject to further order of this Court, the Committee has requested that BRG render financial advisory services with respect to the following areas:

- a) Analyze the Debtors' assets (tangible and intangible) and possible recoveries to creditor constituencies under various scenarios and develop strategies to maximize recoveries, including development of recovery models for use by the unsecured creditors;
- b) Review and provide analysis of any filed plan of reorganization and disclosure statement, including the assessment of projections to ensure any plan of reorganization is supported by credible business and operational plans, and if appropriate, the development of alternative bankruptcy plans proposed by the Committee to assess their achievability;
- c) Advise and assist the Committee in its analysis and monitoring of the historical, current and projected financial affairs of the Debtors, including, schedules of assets and liabilities and statements of financial affairs;
- d) Develop and issue periodic monitoring reports to enable the Committee to evaluate effectively the Debtors' performance relative to projections, any 363 sale process (and, if applicable, any subsequent wind-down activities), ability to realize or settle claims for avoidance actions, and any relevant operational issues, including liquidity, on an ongoing basis;

- e) Evaluate and participate in any 363 sale process to ensure the adequacy of such process and that it proceeds in the most efficient manner to maximize recoveries to the unsecured creditors;
- f) Advise and assist the Committee with respect to any future debtor-in-possession financing arrangements and/or the use of cash collateral including evaluation of asserted liens thereon;
- g) Evaluate relief requested in cash management motion,
- h) Monitor liquidity and cash flows throughout these Cases and scrutinize cash disbursements and capital requirements on an ongoing basis;
- i) Analyze both historical and ongoing related party transactions and/or material unusual transactions with affiliates of the Debtors.
- j) Advise the Committee and Counsel in evaluating any court motions, applications, or other forms of relief, filed or to be filed by the Debtors, or any other parties in interest;
- k) Advise and assist the Committee in its assessment of the Debtors' employee needs and related costs, including the appropriateness of the recently executed as well as any further proposed employee retention plan or incentive plan;
- l) Analyze the Debtors' business plan and monitor the implementation of any strategic initiatives and prepare reports related thereto as needed;
- m) Evaluate and advise on the Debtors' assumption and or rejection of executory contracts and or leases;
- n) Work with the Debtors' tax advisors to ensure that any restructuring or sale transaction is structured in a tax efficient manner as well as assist with the Committee's review of any tax issues;
- o) Monitor Debtors' claims management process, including analyzing claims and guarantees, and summarizing claims by entity;
- p) Advise the Committee in connection with any potential claims and causes of action, including preference payments, fraudulent conveyances, and other potential causes of action that the Debtors' estates may hold against insiders and/or third parties;

- q) Participate in meetings, discussions, and negotiations with the Committee, the Debtors, and the other parties in interest and with their respective professionals and attending court hearings as may be required;
- r) Provide any expert reports and/or testimony as requested by the Committee and Counsel; and
- s) Perform other matters as may be requested by the Committee or Counsel from time to time, including: preparing litigation, valuation, and/or forensic analyses that have not yet been identified but as may be requested by the Committee and Counsel, consistent with the role of a financial advisor.

14. In addition to services related to these areas, BRG understands that it may be requested to participate, at the Committee's request and to the extent appropriate, in meetings and discussions with the Committee, the Debtors, and the other parties-in-interest and with their respective professionals.

C. No Duplication of Services

15. The services to be provided by BRG will be at the request and direction of the Committee so as to avoid duplicative efforts among the Committee's professionals retained in these Cases.

16. BRG intends to communicate regularly with the Committee and its Counsel to ensure that the actual financial advisory services performed are appropriate based on the status of the case and needs of the Committee. BRG will coordinate all tasks with Counsel to achieve case efficiencies and avoid duplication of efforts. The Committee believes it is necessary to employ BRG as its financial advisor to render the foregoing professional services. In light of BRG's substantial experience and expertise and the complex nature of the Debtors' business and financial affairs, the Committee believes that BRG is well qualified to advise it in these Cases.

D. Use of Contractors

17. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that it uses the services of independent contractors or subcontractors (the “Contractors”) in these Cases, pass-through the cost of Contractors to the estates at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks and compensation procedures as required for BRG; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

E. Limitation of Liability

18. The Committee understands that BRG’s decision to accept this engagement is contingent upon its ability to be retained in accordance with the terms and conditions set forth below (the “Limitation of Liability Provisions”).

19. Except in the case of conduct by BRG or its agents involving gross negligence, willful misconduct, reckless misconduct, or fraud, BRG shall not be liable under this retention to the Committee or their respective successors, assigns or affiliates for consequential, incidental, special, or punitive damages nor shall BRG be liable for direct compensatory damages in excess of the amount of the fees paid hereunder to BRG. The terms of this paragraph shall survive the termination of this retention and such commitments shall extend upon the terms set forth in this paragraph to any controlling person, director, officer, employee, or affiliate of BRG.

20. The Committee has agreed that BRG shall not be liable for any delays resulting from circumstances or causes beyond its reasonable control, including, without limitation, fire or other casualty, act of God, strike or labor dispute, war or other violence, or any law, order or requirement of any governmental agency or authority.

21. The Committee submits that the Limitation of Liability Provisions outlined above,

which include qualifications and limitations on the indemnifications and limitation on liability provisions that are customary in chapter 11 cases in Delaware, as may be modified by Court order, are customary and reasonable terms of engagement for financial advisors for engagements of this type in cases in this and other districts and thus should be approved.

F. Disinterestedness of Professionals

22. To the best of the Committee's knowledge and based upon and subject to the disclosures made in the Borow Declaration filed contemporaneously herewith, BRG (inclusive of its affiliates, subsidiaries and parent entities) is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and the Committee is satisfied that (i) BRG represents no interest adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged and that its employment is in the best interest of the estates; (ii) BRG together with its Managing Directors and Directors do not have any financial interest in or business with the Debtors; (iii) BRG has no connection with the U.S. Trustee or any other person employed in the office of the U.S. Trustee; and (iv) BRG has no connection with the bankruptcy judge approving the employment of BRG as the Committee's financial advisor. BRG has not provided, and will not provide, any professional services to the Debtors, any other creditors, other parties in interest, or their respective attorneys and accountants with regard to any matter related to these Cases.

G. Professional Compensation

23. BRG advised the Committee that it intends to charge its standard hourly rates for professional services rendered, plus reimbursement of actual and necessary expenses incurred by BRG. The professional fees shall be calculated by multiplying the hours worked by the standard hourly billing rates in effect for the specific personnel involved. The hourly rates charged by BRG

for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and types of services being provided. In the ordinary course of business, BRG periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience, and increases in the cost of doing business.

24. BRG has advised the Committee that its fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly). BRG has also advised the Committee that it intends to make application to the Court for allowance of its compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any order establishing procedures for interim compensation that may be entered in this case. BRG's compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application.

25. For professional services, fees are based on BRG's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The current standard hourly rates for BRG personnel that will work on this engagement are as follows:²

² The below ranges are for BRG professionals in the Corporate Finance practice group who may practice in bankruptcy and non-bankruptcy related matters. They exclude BRG professionals in other industry practice groups who may also provide specialized services in these Cases. To the extent such other professionals provide services, they will charge their standard hourly rates as they would in non-bankruptcy matters and in no event do their standard hourly rates exceed the ranges set forth below for the Corporate Finance practice group.

Position	Hourly Rate
Managing Directors	\$1,095 - \$1,325
Associate Directors & Directors	\$865 - \$1,050
Professional Staff	\$420- \$850
Support Staff	\$175 - \$375

26. These standard hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. The standard hourly rates for the BRG staff anticipated to be assigned to this engagement are as follows: Jay Borow (\$1,325), Andrew Cowie (\$960), and Ed Buthusiem (\$1,075) (together with any additional assigned professionals the “BRG Personnel”). BRG believes that its standard hourly rates are at or below those of comparable national firms.

27. To the extent BRG requires services of personnel from specialized practices or its international divisions, the standard hourly rates for that specialized practice or international division will apply.

28. Consistent with BRG’s policy with respect to its other clients, BRG will charge for all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately.

29. BRG will also request compensation for any time and expenses (including, without limitation, reasonable legal fees and expenses, except in the case of legal fees pertaining to any fee defense) that may be incurred in considering or responding to discovery requests or other requests

for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

30. BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to Counsel), shall be liable for the fees, expenses or other amounts payable to BRG.

31. Regardless of the time and manner of interim compensation, BRG understands that, subject to this Court's orders, BRG will be required to follow the procedures for final allowance of fees at the end of the Cases.

32. No promises have been received by BRG, nor any employee thereof, as to payment or compensation in connection with these Cases other than in accordance with the provisions of section 504 of the Bankruptcy Code. Except for internal agreements among the employees of BRG regarding the sharing of revenue or compensation, neither BRG nor any of its employees has entered into an agreement or understanding to share compensation with any other entity as described in Bankruptcy Code section 504 and Bankruptcy Rule 2016.

NOTICE

33. Notice of the Application has been given to the following parties or, in lieu thereof, to their counsel, if known: (i) counsel to the Debtors; (ii) U.S. Trustee; and (iii) all parties entitled to notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b). The Committee submits that, in light of the nature of the relief requested and the circumstances surrounding these Cases, no other or further notice is required or necessary.

NO PRIOR REQUEST

34. No previous application for the relief sought herein has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that it be authorized to employ BRG as its financial advisor on the terms set forth herein, effective as of July 3, 2024, and that BRG be paid such compensation as may be allowed by this Court, and for such other further relief as is just and proper.

Dated: July 24, 2024
Wilmington, Delaware

Respectfully submitted,

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

/s/ Peter Dowley

Peter Dowley, solely in their capacity as an authorized signatory of Kilroy Realty, L.P. the Chair of the Committee and not in their personal capacity.

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

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

Objection Deadline: August 7, 2024 at 4:00 p.m. (ET)

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

**NOTICE OF APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO RETAIN
AND EMPLOY BERKELEY RESEARCH GROUP, LLC AS FINANCIAL
ADVISOR EFFECTIVE AS OF JULY 3, 2024**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the *Application for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to Retain and Employ Berkeley Research Group, LLC as Financial Advisor Effective as of July 3, 2024* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

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

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

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

received, the Application and such objections shall be considered at a hearing before the Honorable John T. Dorsey at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801 on **August 14, 2024 at 4:00 p.m. (ET).**

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

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Dated: July 24, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Maria Kotsiras

Christopher M. Samis (No. 4909)

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-and-

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*Proposed Counsel for the Official Committee of
Unsecured Creditors*

Exhibit A

Draft Order

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

In re:

DERMTECH, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11378 (JTD)

(Jointly Administered)

Re: Docket No. ____

**ORDER AUTHORIZING OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO RETAIN AND EMPLOY BERKELEY RESEARCH GROUP, LLC
AS FINANCIAL ADVISOR, EFFECTIVE AS OF JULY 3, 2024**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of DermTech, Inc., *et al.*, (collectively, the “Debtors”), to employ Berkeley Research Group, LLC (“BRG”), as its financial advisor, effective as of July 3, 2024, pursuant to sections 327, 328 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”); and it appearing that (i) the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; (ii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b); (iv) due notice of the Application having been provided to the Office of the United States Trustee, counsel for the Debtors, and any other party having filed with the Court a request for notice; and it appearing that

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² Any capitalized term not defined herein shall have the meaning ascribed to it in the Application.

no other or further notice need be provided; (v) the Court having reviewed the Application, the Declaration of Jay Borow (the “Borow Declaration”), a Managing Director of BRG in support of the Application and attached thereto as Exhibit B, and the other motions, pleadings, and papers filed in these cases, together with the representations and deliberations on the record; the Court finds that, (i) the proposed employment of BRG as financial advisor for the Committee is in the best interest of the Committee and the Debtors’ bankruptcy estates, and (ii) BRG does not represent or hold any interest adverse to the Committee or the Debtors’ estates and is disinterested under section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code; and upon all of the proceedings had before the Court, it is hereby ORDERED that:

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 328, and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, the Committee is authorized to employ BRG for the purposes and on the terms set forth in the Application and the Borow Declaration effective as of July 3, 2024.
3. BRG shall file applications for compensation and reimbursement of expenses and shall be compensated in accordance with sections 328, 330 and 331 of the Bankruptcy Code, and such Bankruptcy Rules, and Local Rules as may then be applicable, from time to time, and such other applicable procedures as may be fixed by order of this Court.
4. Notwithstanding anything to the contrary in the Application or the Borow Declaration, BRG shall not seek reimbursement of any fees or costs arising from the defense of any of BRG’s fee applications in the Cases. In the event BRG seeks reimbursement for attorneys’ fees and expenses, the invoices and supporting time records for the attorneys’ fees and expenses shall be included in BRG’s fee and expense applications, and these invoices and time records shall be in compliance with the Local Bankruptcy Rules and shall be subject to the US Trustee

Guidelines and the approval of the Bankruptcy Court pursuant to sections 330 and 331 of the Bankruptcy Code, but without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code, and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code. BRG shall not seek reimbursement of any attorneys' fees or costs arising from the prosecution or defense of any of BRG's fee and expense applications.

5. Any limitation of liability or limitation on any amounts to be contributed by the parties to the Application under the terms of the Application shall be eliminated.

6. BRG shall use reasonable efforts to avoid any duplication of services provided by any of the other retained professionals in these Cases.

7. BRG shall (i) to the extent that it uses the services of independent contractors or subcontractors (the "Contractors") in these Cases, pass-through the cost of Contractors to the Debtors at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks and compensation procedures as required for BRG; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

8. To the extent there is an inconsistency between the terms and conditions set forth in the Application, the Borow Declaration, and this Order, the provisions of this Order shall govern.

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

10. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Exhibit B

Borrow 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 JAY BOROW IN SUPPORT OF APPLICATION FOR ENTRY
OF AN ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO RETAIN AND EMPLOY BERKELEY RESEARCH GROUP, LLC
AS FINANCIAL ADVISOR, EFFECTIVE AS OF JULY 3, 2024**

JAY BOROW, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am a Managing Director of Berkeley Research Group, LLC (“BRG”)², a professional services firm with numerous offices throughout the country. I am duly authorized to make this declaration (the “Declaration”) on behalf of BRG. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I could and would testify thereto.³

2. I submit this Declaration in support of the application (“Application”)⁴ of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (collectively, the “Debtors”) seeking entry of an order authorizing the Committee to employ BRG

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

² All references contained herein referring to BRG pertaining to disinterestedness and disclosures of relationships with parties in interest, refer collectively to Berkeley Research Group, LLC, and all of its affiliates, subsidiaries, and parent entities.

³ Certain of the disclosures set forth herein relate to matters within the knowledge of other Managing Directors and Directors at BRG and are based on information provided by them.

⁴ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

as financial advisor to the Committee, effective as of July 3, 2024, pursuant to section 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. On July 3, 2024, the Committee selected BRG to serve as its financial advisor, to perform financial advisory and litigation support services in connection with these chapter 11 cases (the “Cases”). Since its retention by the Committee, BRG has become familiar with the Debtors’ businesses and financial affairs and is therefore particularly qualified to serve as the Committee’s financial advisor.

A. Qualifications of Professionals

4. BRG is well-suited to act as financial advisor to the Committee in these Cases. BRG’s practice consists of senior financial, management consulting, accounting, and other professionals who specialize in providing restructuring, transaction advisory, litigation support, solvency, and valuation assistance and providing a focus on viable solutions that maximize value for companies and creditors, typically in distressed business settings. Specifically, BRG provides services include forensic analysis, plan development and implementation, and advice on sale/merger transactions. BRG has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries. Moreover, the professionals at BRG have assisted and advised debtors, creditors, creditors’ committees, bondholders, investors, and others in numerous bankruptcy cases, including Zymergen, Inc.; Genesis Global Holdco, LLC; Proterra Inc.; Center City Healthcare LLC; Kidde-Fenwal, Inc.; Briggs & Stratton Corporation; Borden Dairy Company; Centric Brands, Inc.; GNC Holdings,

Inc.; Aralez Pharmaceuticals US Inc.; Klausner Lumber; GDC Technics, LLC; Techniplas, LLC; Endo International, plc; Genesis Care Pty Limited; Sientra, Inc.; SVB Financial Group; WeWork Inc.; 21st Century Oncology Holdings, Inc.; Hooper Holmes Inc. (a.k.a. Provant Health); Sorrento Therapeutics, Inc.; The Hertz Corporation; Verity Health System of California; Aluminum Shapes, L.L.C.; LifeCare Holdings, Inc.; General Wireless Operations, Inc (a.k.a. RadioShack Inc.); Molycorp Inc.; Southern Foods Group, LLC (a.k.a. Dean Foods); Speedcast International Limited; and Brazos Electric Power Cooperative, Inc.

B. Services to be Provided

5. BRG has agreed to provide financial advisory services to the Committee pursuant to the terms of the Application. BRG's work product will encompass only matters that come to its attention in the course of its work that BRG perceives to be significant in relation to the objectives of its engagement. Because of the time and scope limitations implicit in BRG's engagement and the related limitations on the depth of BRG's analyses and the extent of BRG's verification of information, BRG may not discover all such matters or perceive their significance. Accordingly, BRG will be unable to and will not provide assurances in its work product concerning the integrity of the information used in its analyses and on which BRG's findings and advice to the Committee may be based. BRG understands, and the Committee acknowledges, that BRG is not being requested to perform an audit nor to apply generally accepted auditing standards or procedures. BRG understands, and the Committee acknowledges, that BRG is entitled, in general, to rely on the accuracy and validity of the data disclosed to it or supplied to it by employees and representatives of the Debtors. BRG will not, nor is BRG under any obligation to, update data submitted to it or review any other areas unless the Committee specifically request us to do so. BRG's work will be performed on a reasonable "level-of-effort" basis; that is, the circumstances

of BRG's engagement may cause its advice to be limited in certain respects based upon, among other matters, the extent of sufficient and available data and the opportunity for supporting investigations in the time period.

6. The terms and conditions of BRG's proposed retention were negotiated between the Committee and BRG and reflect the parties' mutual agreement as to the substantial efforts that will be required in this engagement.

C. No Duplication of Services

7. The services to be provided by BRG will be at the request and direction of the Committee so as to avoid duplicative efforts among the Committee's professionals retained in this case.

8. BRG intends to communicate regularly with the Committee and its legal advisors to ensure that the actual financial advisory services performed are appropriate based on the status of the case and needs of the Committee. BRG will coordinate all tasks with Counsel to achieve case efficiencies and avoid duplication of efforts. In light of BRG's substantial experience and expertise and the complex nature of the Debtors' business and financial affairs, BRG is well qualified to advise the Committee in these bankruptcy cases.

D. Use of Contractors

9. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that, with the prior written consent of the Committee, it uses the services of independent contractors or subcontractors (the "Contractors") in these cases, pass-through the cost of Contractors to the Debtors at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks and

compensation procedures as required for BRG, and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

E. Disinterestedness of Professionals

10. BRG⁵ is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code because BRG, its Managing Directors and Directors, and the BRG Personnel:

- (a) are not creditors, equity security holders, or insiders of the Debtors;
- (b) are not and were not, within two years before the Petition Date, 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 or for any other reason.

11. Moreover, to the best of my knowledge, information and belief formed after reasonable inquiry, BRG, its Managing Directors and Directors, and the BRG Personnel have no interests that are materially adverse to the Committee, the Debtors’ estates, or the other creditors in these Cases.

12. To determine BRG’s relationship with the parties-in-interest identified by the Committee to BRG, in preparing this Declaration, I caused the names of the parties set forth in **Exhibit B-1**, which is attached hereto, to be submitted to BRG’s internal conflicts procedures. This list was compiled by reviewing various documents submitted by the Debtors’ counsel to the Court, including their retention documents. Accordingly, BRG is relying on the accuracy and

⁵ As previously noted, “BRG” herein, in relation to disclosures regarding disinterestedness and relationships with interested parties, collectively refers to Berkeley Research Group, LLC and all of its affiliates, subsidiaries, and parent entities.

completeness of this information in connection with our conflict review and disclosure. BRG's internal conflict check procedures consist of the querying of the parties in interest within an internal computer database containing names of individuals and entities that are present or former clients of BRG. The database that BRG queries to determine its lack of conflicts and disinterestedness incorporates the names of individuals and entities that are present and former clients both of BRG and all of its affiliates, subsidiary and parent entities. Additionally, new matters are circulated to all Directors and Managing Directors of BRG with a request to review and advise of any potential conflict of interest concerns. All responses are reviewed and addressed by an attorney on BRG's Conflicts team.

13. To the best of my knowledge, information and belief, neither I nor any other Managing Director or Director of BRG nor the BRG Personnel has any connection with or holds any interest adverse to the Debtors, their estates, creditors, shareholders, or any other party in interest herein or their respective attorneys in the matters for which BRG is proposed to be employed, except that BRG has provided other consulting services, and may in the future provide such services, to certain of the Debtors' creditors or other parties-in-interest in matters unrelated to the Debtors' cases. As set forth in **Exhibit B-2**, which is attached hereto, BRG has certain relationships with certain parties-in-interest in these cases, but such relationships are unrelated to either the Debtors or these cases.

14. None of the engagements set forth above or in **Exhibit B-2** are related to these cases.

15. Further, as part of its diverse practice, BRG appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' Cases.

Also, BRG has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been and may be in the future represented by several attorneys and law firms, some of whom may be involved in these proceedings. In addition, BRG has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Moreover, BRG might have referred work to other professionals who are retained in these Cases. Likewise, certain such professionals who are retained in these Cases might have referred work to BRG. Based on our current knowledge of the professionals involved, and to the best of my knowledge, insofar as I have been able to ascertain after reasonable inquiry, none of these relationships create interests materially adverse to the Debtors in matters upon which BRG is to be employed, and none are in connection with these Cases.

16. To the best of my knowledge, none of the BRG Personnel is a direct holder of any of the Debtors' securities. It is possible that certain BRG Personnel or BRG employees, managing directors, board members, equity holders, or affiliates of any of the foregoing, may own interests in mutual funds or other investment vehicles (including various types of private funds) that own the Debtors' or other Potential Parties in Interests' debt or equity securities or other financial instruments including bank loans and other obligations. Typically, the holders of such interests have no control over investment decisions related to such investment funds or financial instruments. BRG's policy prohibits its employees from personally trading in the Debtors' securities.

17. To the best of my knowledge, BRG has not been engaged to assist any entity or person other than the Committee on matters relating to, or in connection with, these cases. If this Court approves the proposed employment of BRG by the Committee, then BRG will not accept

any engagement or perform any services in these cases for any entity or person other than the Committee. BRG may, however, continue to provide professional services to, and engage in commercial or professional relationships with, entities or persons that may be creditors of the Debtors in these cases; provided, however, that such services do not and will not relate to, or have any direct connection with, these Cases.

18. I am not related or connected to and, to the best of my knowledge, no other Managing Director or Director of BRG, nor the BRG Personnel, is related or connected to any United States Bankruptcy Judge or District Judge for the District of Delaware, or the United States Trustee for the District of Delaware or to any employee in the offices thereof.

19. To the extent I discover any additional facts bearing on the matters described herein and required to be disclosed during the period of the Committee's retention of BRG, I will supplement the information contained in this Declaration.

F. Professional Compensation

20. As discussed and agreed to with the Committee, for purposes of this engagement, and with respect to the services to be provided, BRG will be entitled to receive as compensation for its services, fees based on hours worked times standard hourly rates plus reimbursement of actual and necessary expenses incurred by BRG.

21. For professional services, fees are based on BRG's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The hourly rates charged by BRG for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and types of services being provided. Hourly rates are subject to periodic

adjustment (typically the first of the new calendar year) to reflect promotions and other changes in personnel responsibilities, increases in experience, and increases in the cost of doing business. The current standard hourly rates for the BRG personnel that are anticipated to work on this engagement are as follows:⁶

Position	Hourly Rate
Managing Directors	\$1,095 - \$1,325
Associate Directors & Directors	\$865 - \$1,050
Professional Staff	\$420- \$850
Support Staff	\$175 - \$375

22. These standard hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. The standard hourly rates for the BRG Personnel anticipated to be assigned to this engagement are as follows: Jay Borow (\$1,325), Andrew Cowie (\$960), and Ed Buthusiem (\$1,075). We believe that our standard hourly rates are at or below those of national firms that we consider our peers.

23. To the extent BRG requires services of personnel from specialized practices or its international divisions, the standard hourly rates for that specialized practice or international division will apply.

24. Consistent with BRG's policy with respect to its other clients, BRG will charge for all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, our legal counsel, any

⁶ The below ranges are for BRG professionals in the Corporate Finance practice group who may practice in bankruptcy and non-bankruptcy related matters. They exclude BRG professionals in other industry practice groups who may also provide specialized services in these Cases. To the extent such other professionals provide services, they will charge their standard hourly rates as they would in non-bankruptcy matters and in no event do their standard hourly rates exceed the ranges set forth below for the Corporate Finance practice group.

applicable sales or excise taxes and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately.

25. BRG will also request compensation for any time and expenses (including, without limitation, reasonable legal fees and expenses, except in the case of legal fees pertaining to any fee defense) that may be incurred in considering or responding to discovery requests or other requests for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

26. BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to, Counsel) shall be liable for the fees, expenses or other amounts payable to BRG.

27. Regardless of the time and manner of interim compensation, BRG understands that, subject to this Court's orders, BRG will be required to follow the procedures for final allowance of fees at the end of the Cases.

28. No promises have been received by BRG, nor any employee or thereof, as to payment or compensation in connection with these Cases other than in accordance with the provisions of section 504 of the Bankruptcy Code. Except for internal agreements among the employees of BRG regarding the sharing of revenue or compensation, neither BRG nor any of its employees has entered into an agreement or understanding to share compensation with any other entity as described in Bankruptcy Code section 504 and Bankruptcy Rule 2016.

29. BRG intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy

Rules, the Local Rules, the U.S. Trustee Guidelines, and any additional procedures that may be established by the Court in the Cases.

30. I understand that the Committee requires knowledgeable consultants to provide essential professional services in these cases. I understand that the Committee has selected BRG as its financial advisor because of the firm's diverse experience and extensive knowledge in the field of bankruptcy. I believe that BRG is well qualified to perform these services in an efficient manner and represent the Committee's interests in these cases.

31. I understand that the Committee believes that BRG's employment is in the best interests of the Debtors and their estates and creditors. Because of BRG's extensive experience in business reorganizations and mergers and acquisitions as well as its familiarity with the Debtors' business operations, I believe that BRG is exceptionally well qualified to serve as the Committee's financial advisor.

32. The foregoing constitutes the statement of BRG pursuant to sections 504 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 5002, and Local Rule 2014-1.

Dated: July 24, 2024

/s/ Jay Borow
Jay Borow

Exhibit B-1

List of Potential Parties in Interest¹

**Debtors, Subsidiaries, And Affiliated
Entities (Including Joint Ventures)**
DERMTECH OPERATIONS, INC.
DERMTECH, INC.

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

**Current & Former Directors And
Officers**

ALAN ROSLING
BILL ZONDLER
BRET CHRISTENSEN
BURKHARD JANSEN, M.D.
CLAUDIA IBARRA
CRAIG POLLAK
CYNTHIA COLLINS
DR. JOHN ALEXANDER
ENRICO PICOZZA
GARY JACOBS
HERM ROSENMAN
JOHN DOBAK, M.D.
KEVIN SUN
KEWAL HANDA
KIRK MALLOY
LOREN CLARKE
MARK AGUILLARD
MARK CAPONE
MATTHEW L. POSARD
MICHAEL HOWELL, PH.D.
MONICA TELLADO
NATHALIE GERSCHTEIN KERAUDY
RAJIV SHUKLA
RAMIN ("RAY") AKHAVAN
SCOTT PANCOAST
STEVE KEMPER
TODD WOOD

Insurers And Benefit Providers/brokers

AIG
ARAG, LLC
ARCH INSURANCE COMPANY
AT-BAY SPECIALTY INSURANCE
COMPANY
ATLANTIC SPECIALTY INSURANCE
COMPANY
AWAC
CNA
FIDELITY INVESTMENTS, INC.
FIDELITY MANAGEMENT TRUST
COMPANY
HUDSON
IGOE & CO
INDEPENDENCE BLUE CROSS
MARSH & MCLENNAN AGENCY LLC
MODERN HEALTH
MODERN HEALTH ARIZONA PLLC
ORION
SOMPO
SPOT PET INSURANCE
STARSTONE
TRAVELERS CASUALTY & SURETY
COMPANY OF AMERICA
TRAVELERS PROPERTY CASUALTY
COMPANY OF AMERICA
UNDERWRITERS AT LLOYD'S
LONDON
UNDERWRITERS AT LLOYD'S
LONDON (BEAZLEY)

Significant Equity Holders

VAN HERK INVESTMENTS B.V.

Debtor Restructuring Professionals
ALIXPARTNERS LLP

Landlords

KILROY REALTY LP

¹ A potential party-in-interest may fall into multiple categories. When that is the case, the potential party-in-interest is listed once herein.

Cash Management Banks

BANK OF AMERICA
PACIFIC WESTERN BANK

**Parties And Counterparty Counsel To
Material Pending Litigation**

Counsel to Litigation Counterparties
DONALD R. HOLBEN & ASSOCIATES,
APC
GLANCY PRONGAY & MURRAY LLP
JOSEPH P. SAKAI
KARAVAS KIELY SCHLOSS &
WHITMAN LLP
LEVI & KORSINKY
POMERANTZ
SWIGART LAW GROUP, APC
THE BROWN LAW FIRM, P.C.
THE ROSEN LAW FIRM

Litigation Counterparties

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
ELENA C. QUARFORD
JOY DELOUTH
KESHIIA ROSENBERG
KILROY REALTY LP
MO TASHAKOR

Major Customers

ABBVIE
AMYTRX THERAPEUTICS, INC.
ARISTEA
BLUEFIN BIOMEDICINE
DEVONIAN HEALTH GROUP, INC.
ESCIENT PHARMACEUTICALS, INC.
GENENTECH
GILEAD SCIENCES, INC.
INCYTE CORPORATION
INHIBRX, INC.

KYOWA KIRIN CO., LTD.
LABCORP CENTRAL LABS SVCS LP
LILLY CORPORATE CENTER - LCC
MEDIMMUNE LIMITED
MEMORIAL SLOAN KETTERING
CANCER CENTER
PPD GLOBAL CENTRAL LABS, LLC
RAPT THERAPEUTICS, INC.
RIBON THERAPEUTICS, INC.
SANGUINE BIOSCIENCES
THERAPEUTICS, INC.
UCB BIOPHARMA SRL
VENTUS THERAPEUTICS U.S., INC.
VIELABIO INC.

**Major Suppliers, Vendors, And Other
Parties**

ANTHEM BLUE CROSS
FEDEX
FRICTIONLESS SOLUTIONS, INC
HUB INTERNATIONAL
INTOUCH GROUP, LLC
JPMORGAN CHASE BANK, N.A.
KPMG LLP
LIFE TECHNOLOGIES CORPORATION
MINTZ LEVIN COHN FERRIS
GLOVSKY AND POPEO

**United States Bankruptcy Judges In The
District Of Delaware**

BRENDAN LINEHAN SHANNON
CRAIG T. GOLDBLATT
J. KATE STICKLES
JOHN T. DORSEY
KAREN B. OWENS
LAURIE S. SILVERSTEIN
MARY F. WALRATH
THOMAS M. HORAN

**United States Trustees For The District
Of Delaware And Key Staff Members**

ANDREW R. VARA
BENJAMIN HACKMAN
CHRISTINE GREEN
DIANE GIORDANO
DION WYNN
EDITH A. SERRANO

ELIZABETH THOMAS
FANG BU
HANNAH M. MCCOLLUM
HOLLY DICE
JAMES R. O'MALLEY
JANE LEAMY
JONATHAN LIPSHIE
JONATHAN NYAKU
JOSEPH CUDIA
JOSEPH MCMAHON
LAUREN ATTIX
LINDA CASEY
LINDA RICHENDERFER
MALCOLM M. BATES
MICHAEL GIRELLO
NYANQUOI JONES
RICHARD SCHEPACARTER
ROSA SIERRA-FOX
SHAKIMA L. DORTCH
TIMOTHY J. FOX, JR.

Utility Providers

AT&T
COX BUSINESS
SDG&E

Government And Taxation Authorities

CALIFORNIA DEPT OF PUBLIC
HEALTH
CITY OF SAN DIEGO
COUNTY OF SAN DIEGO, DEPT OF
ENVIR HEALTH
NEW YORK STATE DEPT. OF HEALTH
PENN. DEPT OF HEALTH, BUREAU OF
LABS
SAN DIEGO COUNTY APCD
SAN DIEGO COUNTY TREASURER
(SDCTTC)
SECURITIES AND EXCHANGE
COMMISSION
STATE OF ALABAMA
STATE OF ARIZONA
STATE OF ARKANSAS
STATE OF CALIFORNIA
STATE OF COLORADO
STATE OF CONNECTICUT
STATE OF DELAWARE

STATE OF FLORIDA
STATE OF GEORGIA
STATE OF ILLINOIS
STATE OF INDIANA
STATE OF IOWA
STATE OF KANSAS
STATE OF KENTUCKY
STATE OF LOUISIANA
STATE OF MARYLAND
STATE OF MASSACHUSETTS
STATE OF MICHIGAN
STATE OF MINNESOTA
STATE OF MISSOURI
STATE OF MONTANA
STATE OF NEBRASKA
STATE OF NEVADA
STATE OF NEW HAMPSHIRE
STATE OF NEW JERSEY
STATE OF NEW YORK
STATE OF NORTH CAROLINA
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
THE JOINT COMMISSION
UNITED STATES TREASURY

**Top 30 Unsecured Creditors (Excluding
Creditors Appearing In Other
Categories Of This List)**

AZENTA US, INC
BALBOA TRAVEL, INC.
BEGHOU CONSULTING
CANTEEN SAN DIEGO
CHILDS DERMATOLOGY CLINIC
EBASE SOLUTIONS LLC
GEORGIADIS, GUS
HCP, INC.
HERRON, MARK

HI-TECH PRODUCTS
ILLUMINA, INC.
INOVAGEN, INC
ISC INTERNATIONAL. LTD
ISSA RESEARCH AND CONSULTING
MEDICAL DERMATOLOGY
SPECIALISTS
MEDREV SOLUTIONS, LLC
MODERNIZING MEDICINE, INC.
MONSHAW CONSULTING LLC
NEXTGEN HEALTHCARE, INC
PACIFIC MEDICAL CONSULTANTS,
INC
PIPETTE.COM (ACCUTECH LABS,
INC.)
PROFESSIONAL MAINTENANCE
SYSTEMS (PMS)
PROVEN SOLUTIONS, LLC
PROVIDERTRUST, INC
RELIANCE STANDARD LIFE
INSURANCE CO
SAPIENT CREATIVE SERVICES, INC.
SAPIO SCIENCES
SCMG
SKIN SURGERY MEDICAL GROUP,
INC.
THOMSON REUTERS - WEST
TIPALTI, INC
VEOLIA ENVIRONMENTAL SERVICES
WORKIVA, INC
XILTRIX NORTH AMERICA, LLC
ZYMO RESEARCH CORPORATION

Capital Leases

COPY LINK

Lienholders

THERMO FISHER FINANCIAL
SERVICES, INC.

Unsecured Creditors Committee

KILROY REALTY LP
SKIN SURGERY MEDICAL GROUP,
INC.
ZYMO RESEARCH CORPORATION

UCC Professionals

Hogan Lovells US LLP
Potter Anderson & Corroon LLP

Exhibit B-2

List of parties-in-interest, or affiliates thereof, that currently or formerly engage(d) BRG, sorted by their relationship to the Debtor, that are unrelated to these Cases¹

Debtor Restructuring Professionals
WILSON SONSINI GOODRICH &
ROSATI, P.C.*

Insurers And Benefit Providers/brokers
AIG*
ARCH INSURANCE COMPANY*
ATLANTIC SPECIALTY INSURANCE
COMPANY*
FIDELITY INVESTMENTS, INC.
FIDELITY MANAGEMENT TRUST
COMPANY
INDEPENDENCE BLUE CROSS*
MARSH & MCLENNAN AGENCY LLC*
ORION*
TRAVELERS CASUALTY & SURETY
COMPANY OF AMERICA
TRAVELERS PROPERTY CASUALTY
COMPANY OF AMERICA
UNDERWRITERS AT LLOYD'S
LONDON*
UNDERWRITERS AT LLOYD'S
LONDON (BEAZLEY)*

Cash Management Banks
BANK OF AMERICA
PACIFIC WESTERN BANK

**Parties And Counterparty Counsel To
Material Pending Litigation**
Counsel to Litigation Counterparties
THE ROSEN LAW FIRM*

Major Customers
ABBVIE
GENENTECH
GILEAD SCIENCES, INC.
INCYTE CORPORATION
LABCORP CENTRAL LABS SVCS LP*
LILLY CORPORATE CENTER - LCC

MEMORIAL SLOAN KETTERING
CANCER CENTER*

**Major Suppliers, Vendors, And Other
Parties**
ANTHEM BLUE CROSS*
FEDEX
HUB INTERNATIONAL*
JPMORGAN CHASE BANK, N.A.
KPMG LLP*
LIFE TECHNOLOGIES CORPORATION*

Utility Providers
AT&T*

Government And Taxation Authorities
CALIFORNIA DEPT OF PUBLIC
HEALTH
NEW YORK STATE DEPT. OF
HEALTH*
PENN. DEPT OF HEALTH, BUREAU OF
LABS
SAN DIEGO COUNTY APCD
SAN DIEGO COUNTY TREASURER
(SDCTTC)
SECURITIES AND EXCHANGE
COMMISSION
STATE OF ALABAMA
STATE OF ARIZONA*
STATE OF CALIFORNIA
STATE OF CONNECTICUT
STATE OF DELAWARE
STATE OF FLORIDA*
STATE OF GEORGIA*
STATE OF MARYLAND
STATE OF MASSACHUSETTS
STATE OF NEW HAMPSHIRE
STATE OF NEW JERSEY
STATE OF NEW YORK
STATE OF NORTH CAROLINA

¹ Potential Parties in Interest that are marked with an asterisk are related to closed matters.

STATE OF OREGON
STATE OF PENNSYLVANIA
STATE OF RHODE ISLAND
STATE OF SOUTH CAROLINA
STATE OF TENNESSEE
STATE OF TEXAS
STATE OF VIRGINIA
STATE OF WASHINGTON
STATE OF WISCONSIN
UNITED STATES TREASURY

**Top 30 Unsecured Creditors (Excluding
Creditors Appearing In Other
Categories Of This List)**

ILLUMINA, INC.
THOMSON REUTERS - WEST
VEOLIA ENVIRONMENTAL
SERVICES*

Lienholders

THERMO FISHER FINANCIAL
SERVICES, INC.*

CERTIFICATE OF SERVICE

I, Maria Kotsiras, do hereby certify that on July 24, 2024, a copy of the foregoing **Notice of Application for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to Retain and Employ Berkeley Research Group, LLC, as Financial Advisor Effective as of July 3, 2024** was served on the parties listed on the attached service list in the manners indicated.

/s/ Maria Kotsiras

Maria Kotsiras (No. 6840)

SERVICE LIST

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

By Email

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Evanston IL 60201
info@beghouconsulting.com

By Email

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Los Angeles CA 90074-0196
enrique.martinez@compass-usa.com

By Email

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

By First Class Mail

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

By Email

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

By Email

Fedex
PO Box 7221
Pasadena CA 91109-7321

By First Class Mail

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Center
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By First Class Mail

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415 W Golf Rd #28
Arlington Hgts IL 60005
patty@frictionlessolutions.com

By Email

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Denver CO 80237

By First Class Mail

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Britney.Ross@cushwake.com

By Email

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customerservice@illumina.com

By Email

Internal Revenue Service
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Philadelphia PA 19101-7346

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By Email

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