IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
DERMTECH, INC., *et al.*,[1]	Case No. 24-11378 (JTD)
Debtors.	(Jointly Administered)
	Hearing Date: August 14, 2024 at 1:00 p.m. (ET) **Objection Deadline: August 7, 2024 at 4:00 p.m. (ET)**

APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DERMTECH, INC., *ET AL.*, FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF POTTER ANDERSON & CORROON LLP AS DELAWARE COUNSEL, EFFECTIVE AS OF JULY 3, 2024

The Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby files this application (the "Application") for an order, substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of Potter Anderson & Corroon LLP ("Potter Anderson") as its Delaware counsel, pursuant to sections 328 and 1103 of chapter 11 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"). In support of this Application, the Committee also files the (i) *Declaration of Christopher M. Samis in Support of the Application of the Official Committee of Unsecured Creditors of DermTech Inc., et al., for Entry of an Order Authorizing the*

[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.

Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of July 3, 2024 (the "Samis Declaration"), attached hereto as **Exhibit B**, and (ii) *Declaration of Peter Dowley, Senior Vice President, Investments Lead, San Diego & Life Sciences of Kilroy Realty, L.P., Chair of the Committee, in Support of the Application of the Official Committee of Unsecured Creditors of DermTech Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of July 3, 2024* (the "Dowley Declaration"), attached hereto as **Exhibit C**, and respectfully represents as follows:

JURISDICTION AND VENUE

1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and grant the relief requested herein. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Local Rule 9013-1(f), the Committee hereby confirms its consent to the entry of a final order by this Court in connection with this Application if it is later determined that this Court, absent consent of the parties, cannot enter a final order or judgment with respect to this Application consistent with Article III of the United States Constitution.

2. The statutory predicates for the relief sought herein are sections 328 and 1103 of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014(a) and Local Rule 2014-1.

BACKGROUND

3. On June 18, 2024 (the "Petition Date"), the Debtors filed voluntary cases with this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their property as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. No trustee or examiner has been appointed in these chapter 11 cases.

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

6. On July 3, 2024, the Committee selected Hogan Lovells US LLP ("Hogan") as its proposed lead counsel and Potter Anderson as its proposed Delaware counsel. On July 3, 2024, the Committee selected Berkeley Research Group as its proposed financial advisor in these chapter 11 cases.

RELIEF REQUESTED AND REASONS THEREFOR

7. By this Application, pursuant to section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee requests the entry of the proposed order attached hereto as **Exhibit A**, approving the employment and retention of Potter Anderson, effective as of July 3, 2024, as the Committee's Delaware counsel in connection with these chapter 11 cases.

8. Pursuant to section 1103(a) of the Bankruptcy Code, the Committee requests that this Court approve the employment of Potter Anderson as its counsel to provide the following services:

a. providing legal advice regarding local rules, practices, and procedures and providing substantive and strategic advice on how to accomplish Committee goals, bearing in mind that the Delaware Bankruptcy Court relies on Delaware counsel such as Potter Anderson to be involved in all aspects of each bankruptcy proceeding;

b. drafting, reviewing, and commenting on drafts of documents to ensure compliance with the Local Rules, local practices, and local procedures;[2]

c. drafting, filing, and service of documents, as requested by Hogan and/or the

[2] Potter Anderson expects that there may be occasions when it will be asked to take the lead on discrete pleadings or matters. In such instances, Potter Anderson and Hogan do not expect to duplicate services.

Committee;

d. preparing certificates of no objection, certifications of counsel, and notices of fee applications;

e. printing of documents and pleadings for hearings, and preparing binders of documents and pleadings for hearings;

f. appearing in Court and at any meetings of creditors on behalf of the Committee in its capacity as Delaware counsel with Hogan;

g. monitoring the dockets in these chapter 11 cases for filings and coordinating with Hogan on pending matters that may need responses;

h. participating in calls with the Committee;

i. providing additional administrative support to Hogan, as requested; and

j. taking on any additional tasks or projects the Committee may assign.

9. To the extent that Potter Anderson is assigned by the Committee to perform new services as requested by the Committee that may be necessary and proper in these chapter 11 cases that are materially different from the above-described services (or as otherwise described in the Application), Potter Anderson will file a supplemental declaration in accordance with Bankruptcy Rule 2014, as required by Part F.1.c of the Revised UST Guidelines (as defined herein).

10. The Committee is familiar with the professional standing and reputation of Potter Anderson. The Committee has selected Potter Anderson because of its extensive experience and outstanding reputation handling complex bankruptcy matters, including the representation of official committees of unsecured creditors and debtors, as well as litigation matters, business reorganizations, restructurings, and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge in practicing before this Court, its proximity to this Court, and its ability to respond quickly to emergency hearings and other emergency matters, and other matters that are likely to be at issue in these chapter 11 cases. Further, the Committee believes that Potter Anderson is especially well-suited to serve as counsel to the Committee due to its

attorneys' experience representing creditors' committees in other large chapter 11 cases in the United States Bankruptcy Court for the District of Delaware, including such cases as *Special Devices, Inc., Boscov's Inc., Butler Services International Inc., Nortel Networks Inc., Broadstripe LLC, Nova Holding Clinton County, LLC, Vermillion, Inc., Vion Pharmaceuticals, Inc., Pure Beauty Salons & Boutiques, Inc., Ritz Camera & Image, L.L.C., Traffic Control & Safety Corp., AFA Investment Inc., EWGS Intermediary, LLC, TPO Hess Holdings, Inc., Highway Technologies, Inc., Quantum Foods LLC, RadioShack Corp., Ultura (LA) Inc., Northshore Mainland Services, Inc., Affirmative Insurance Constellation Enterprises LLC, Optima Specialty Steel, Inc., Emerald Oil Inc., GST AutoLeather, Inc., Peekay Acquisitions, LLC, Prestige Industries LLC, Rentech WP U.S., Inc., Rupari Holding Corp., TK Holdings Inc., Velocity Holding Company, Inc., Vitamin World, Inc., Tidewater, Inc., EV Energy Partners L.P., Heritage Home Group LLC, Hobbico, Inc., Samuels Jewelers, Inc., The Rockport Company, LLC, VER Technologies Holdco LLC, Videology, Inc., ATD Corp., Charlotte Russe Holdings, Inc., Z Gallerie, LLC, Emerge Energy Services LP, Avenue Stores, LLC, Cedar Haven Acquisition, LLC, Charming Charlie Holdings Inc., Celadon Group, Inc., Sienna Biopharmaceuticals, Inc., Fleetwood Acquisition Corp., Yueting Jia, Vector Launch Inc., High Ridge Brands Co., SFP Franchise Corp., True Religion Apparel, Inc.*, *Techniplas, LLC, Exide Holdings, Inc.*, *John Varvatos Enterprises Inc.*, *Rubio's Restaurants, Inc.*, *smarTours, LLC*, *Furniture Factory Ultimate Holding, L.P.*, *In-Shape Holdings, LLC*, *Knotel, Inc.*, *Renovate America, Inc.*, *Medley LLC*, *Fast Radius, Inc.*, *BHCosmetics Holdings, LLC, Fast Radius Inc., Clovis Oncology, Inc., Olympia Sports Acquisitions, LLC, Independent Pet Partners, CBC Restaurant Corp., SiO2 Medical Products, Inc., Virgin Orbit Holdings, Inc., In re Viewray, Inc., Amyris, Inc., Western Global Airlines, Inc*., *New rue21 Holdco, Inc.*, and *Tremont Chicago, LLC*. The Committee believes that Potter Anderson is well qualified to represent the Committee in these

proceedings.

11. The services of Potter Anderson are necessary to enable the Committee to assess and monitor the efforts of the Debtors and to maximize the value of their estates. Potter Anderson is well qualified and able to represent the Committee in a cost-effective, efficient, and timely manner.

12. Potter Anderson has advised the Committee that it intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *Order, Pursuant to Sections 105(A) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a), and Local Rule 2016-2, Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Docket No. 93] (the "Compensation Procedures Order"), and any other applicable procedures and orders of this Court. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the attorneys, legal assistants, and staff who provide services to the Committee. These hourly rates are subject to periodic adjustment and the Committee has been advised of that fact.

13. The current standard hourly rates charged by Potter Anderson professionals and paraprofessionals to be primarily staffed on this matter are set forth in the chart below:

Billing Category	Hourly Rates
Partners	$815 – 1,035
Associates	$470 – 490
Paraprofessionals	$345 – 370

14. Consistent with the firm's policy with respect to its other clients, Potter Anderson will charge the Committee for all charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees related to trials and hearings. Internal costs or overhead costs and document production services (including regular secretarial and word processing time) will not be charged separately.

15. Based upon the Samis Declaration, the Committee is satisfied that (i) Potter Anderson 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) Potter Anderson has no connection with any attorney employed in the office of the U.S. Trustee, and (iii) Potter Anderson has not been paid any retainer against which to bill fees and expenses. To the best of the Committee's knowledge, Potter Anderson has no connection with creditors or any other party in interest except as otherwise noted in the Samis Declaration, and Potter Anderson is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

16. Potter Anderson shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy

Rules, Local Rules, the Compensation Procedures Order, and any other applicable procedures and orders of the Court.

17. Potter Anderson also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger chapter 11 cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with this Application and any interim and final fee applications filed by Potter Anderson in these chapter 11 cases.

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

Question:	Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
Response:	No.
Question:	Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?
Response:	No.
Question:	If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.
Response:	Potter Anderson did not represent the Committee in the 12 months prepetition. Potter Anderson may represent in the future certain Committee members and/or their affiliates in their capacities as members of official committees in other chapter 11 cases or individually in matters wholly unrelated to these chapter 11 cases.

Question:	Has your client approved your prospective budget and staffing plan, and, if so for what budget period?
Response:	Potter Anderson expects to develop a budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which Potter Anderson reserves all rights. The Committee has approved Potter Anderson's proposed hourly billing rates.

RETROACTIVE RETENTION

19. The Committee requests approval of the employment of Potter Anderson as its Delaware counsel effective as of July 3, 2024. Such relief is warranted by the circumstances presented by these chapter 11 cases. Upon its selection as Delaware counsel, Potter Anderson was required to immediately commence work on time sensitive matters and promptly devote substantial resources to these chapter 11 cases pending submission and approval of this Application. The Third Circuit has identified "time pressure to begin service" and absence of prejudice as factors favoring retroactive approval of retention. *See In re Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); *see also In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989).

NO PRIOR REQUEST

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

NOTICE

21. Notice of the Application has been given to the following parties or, in lieu thereof, to their counsel, if known: (i) the Debtors; (ii) the U.S. Trustee; and (iii) any party who has filed a formal request for notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested and the circumstances surrounding these chapter 11 cases, no other or further notice is required or necessary.

WHEREFORE, the Committee hereby respectfully requests that it be authorized to retain and employ Potter Anderson as its Delaware counsel effective as of July 3, 2024, and that Potter Anderson be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper.

Dated: July 24, 2024

Respectfully submitted,

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

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

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
DERMTECH, INC., *et al.*,[1]	Case No. 24-11378 (JTD)
Debtors.	(Jointly Administered)
	Hearing Date: August 14, 2024 at 1:00 p.m. (ET) **Objection Deadline: August 7, at 4:00 p.m. (ET)**

NOTICE OF APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DERMTECH, INC., *ET AL.*, FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF POTTER ANDERSON & CORROON LLP AS DELAWARE COUNSEL, EFFECTIVE AS OF JULY 3, 2024

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the "Committee") appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), filed the *Application of the Official Committee of Unsecured Creditors of DermTech, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of July 3, 2024* (the "Application") with the United States Bankruptcy Court for the District of Delaware (the "Court").

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

[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.

proposed attorneys for the Committee.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before the Honorable 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)
Aaron H. Stulman (No. 5807)
Maria Kotsiras (No. 6840)
Shannon A. Forshay (No. 7293)
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-and-

David P. Simonds (admitted *pro hac vice*)
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Proposed Counsel for the Official Committee of Unsecured Creditors

EXHIBIT A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
DERMTECH, INC., *et al.*,[1]	Case No. 24-11378 (JTD)
Debtors.	(Jointly Administered)
	Re: Docket No. ___

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF POTTER ANDERSON & CORROON LLP AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DERMTECH, INC. *ET AL.*, EFFECTIVE AS OF JULY 3, 2024

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned chapter 11 cases (the "chapter 11 cases") for entry of an order (this "Order") authorizing the Committee to employ and retain Potter Anderson & Corroon LLP ("Potter Anderson") as its Delaware counsel, effective as of July 3, 2024, the date the Committee determined to employ Potter Anderson in these chapter 11 cases, pursuant to section 1103 of title 11 of the United States Code; and upon the *Declaration of Christopher M. Samis in Support of the Application of the Official Committee of Unsecured Creditors of DermTech Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of July 3, 2024* (the "Samis Declaration"), attached to the Application as **Exhibit B**, and (ii) the *Declaration of Peter Dowley, Senior Vice President, Investments Lead, San Diego & Life Sciences of Kilroy Realty, L.P., Chair of the Committeein Support of the Application of the Official Committee of Unsecured Creditors of*

[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.

DermTech, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of July 3, 2024 (the "Dowley Declaration"), attached to the Application as **Exhibit C**; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Samis Declaration, that Potter Anderson does not represent or hold any interest adverse to the Committee in connection with these chapter 11 cases, and that Potter Anderson is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code; and this Court having determined that the legal and factual bases set forth in the Application, the Samis Declaration, and the Tucker Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED as set forth herein.

2. In accordance with section 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and to retain Potter Anderson as its Delaware counsel, effective as of July 3, 2024, on the terms and conditions set forth in the Application and the Samis Declaration.

3. Potter Anderson shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy

Rules, the Local Rules, the Compensation Procedures Order, and any other applicable procedures and orders of the Court.

4. Notwithstanding anything to the contrary in the Application, Potter Anderson shall not seek reimbursement of expenses for office supplies.

5. Notwithstanding anything to the contrary in the Application, Potter Anderson shall not seek reimbursement of any fees or costs arising from the defense of any objection to its fees or expenses in these chapter 11 cases.

6. To the extent that Potter Anderson, in any fee application, seeks reimbursement of charges incurred by Potter Anderson in connection with providing overtime secretarial assistance, all parties' rights to object to the allowance of such charges are reserved.

7. The Committee and Potter Anderson are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. Potter Anderson shall provide ten (10) business days' notice to the Debtors and the U.S. Trustee before any increases in the rates set forth in the Application or any agreement entered into in connection with the Committee's retention of Potter Anderson are implemented and shall file such notice with the Court, *provided, however,* that in the event that the Potter Anderson attorneys responsible for this matter do not have sufficient advance notice of such rate increases, Potter Anderson shall provide notice to the Debtors and the U.S. Trustee as soon as practicable after the information regarding rate increases becomes available to the Potter Anderson attorneys responsible for this matter. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code,

and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. Notwithstanding anything in the Application to the contrary, Potter Anderson shall (i) to the extent that Potter Anderson uses the services of contract attorneys, independent contractors or subcontractors (collectively, the "Contractors") in these chapter 11 cases, pass through the cost of such Contractors at the same rate that Potter Anderson pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Potter Anderson; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

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

11. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

EXHIBIT B

Declaration of Christopher M. Samis

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
DERMTECH, INC., *et al*.,[1]	Case No. 24-11378 (JTD)
Debtors.	(Jointly Administered)

DECLARATION OF CHRISTOPHER M. SAMIS IN SUPPORT OF THE APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DERMTECH, INC., *ET AL*., FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF POTTER ANDERSON & CORROON LLP AS DELAWARE COUNSEL EFFECTIVE AS OF JULY 3, 2024

I, Christopher M. Samis, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a member of the firm of Potter Anderson & Corroon LLP ("Potter Anderson"), which maintains an office for the practice of law at 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801. I am an attorney-at-law, duly admitted and in good standing to practice in the State of Delaware and the United States District Court for the District of Delaware.

2. I submit this declaration pursuant to sections 328 and 1103 of chapter 11 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") in support of the accompanying application (the "Application")[2] of

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

[2] Capitalized terms not defined herein shall have the meanings given to them in the Application.

the Official Committee of Unsecured Creditors (the "Committee") of *DermTech Inc.*, *et al.* (collectively, the "Debtors") to employ and retain Potter Anderson as its Delaware counsel.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon Potter Anderson's completion of further analysis or as additional information becomes available to Potter Anderson, a supplemental declaration will be submitted to the Court. Subject to the approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Rules, and the Compensation Procedures Order, Potter Anderson intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, plus reimbursement of actual, necessary expenses and other charges incurred by Potter Anderson during these chapter 11 cases. The current standard hourly rates charged by Potter Anderson professionals and paraprofessionals to be primarily staffed on this matter are set forth in the chart below:

Billing Category	Hourly Rates
Partners	$815 – 1,035
Associates	$470 – 490
Paraprofessionals	$345 – 370

4. The hourly rates set forth above are Potter Anderson's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Potter Anderson fairly for the work of their attorneys and paralegals and to cover fixed and routine overhead expenses. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions and the Committee has been advised of that. Other attorneys and paralegals within Potter Anderson may from time to time serve the Committee in connection with the matters described herein. Potter Anderson has not received a retainer in connection with its representation

of the Committee in these chapter 11 cases.

5. It is Potter Anderson's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, regular mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Potter Anderson will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to Potter Anderson's other clients or as previously fixed by this Court. Potter Anderson believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread these expenses among all clients.

6. Neither I, Potter Anderson, nor any partner, counsel, associate or other attorney at Potter Anderson, insofar as I have been able to ascertain, has in the past represented the Debtors' largest creditors, any significant beneficiaries of the Debtors (holding 1% or more of the beneficial interest in the Debtors) or any Potential Party in Interest (as defined below), except as hereinafter set forth.

7. In preparing this declaration, we have used a set of procedures established by Potter Anderson to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding retention of professionals by an official committee under the Bankruptcy Code. In that regard, Potter Anderson obtained a list of names and entities from the Debtors who may be parties in interest in these chapter 11 cases, including *inter alia*, the Debtors, non-debtor affiliates, the Debtors' unsecured creditors, lenders, equity holders, current and former officers and directors, benefit providers, landlords, insurance providers, and other significant parties in interest (the

"Potential Parties in Interest"). A list of the Potential Parties in Interest is attached hereto as **Exhibit 1**.

8. Potter Anderson maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of Potter Anderson to make and maintain these records. The conflict system maintained by Potter Anderson is designed to include (i) every matter on which it is now or has been engaged, (ii) the entity by which it is now or has been engaged, (iii) the identity of related parties, (iv) the identity of adverse parties, and (v) the attorney at Potter Anderson that is knowledgeable about the matter. It is the policy of Potter Anderson that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and the related and adverse parties. Accordingly, the database is updated for every new matter undertaken by Potter Anderson. The scope of the system is a function of the completeness and accuracy of the information submitted to the attorney opening a new matter.

9. Potter Anderson has in the past represented, currently represents, and/or may in the future represent, in matters wholly unrelated to the Debtors or these chapter 11 cases, certain Potential Parties in Interest (including, without limitation, those entities set forth on **Exhibit 2**, attached hereto, who are current clients or are affiliates thereof, and those entities or affiliates thereof set forth on **Exhibit 3**, attached hereto, who have been represented by Potter Anderson within the last five (5) years). I do not believe that any single matter is a major engagement that, alone or in the aggregate with other engagements for the same entity, involves the billing of fees in excess of one percent (1%) of Potter Anderson's fees billed over the past twelve months, except for Inhibrx, INC., which accounts for 1.4% of fees billed over the past twelve months.

10. Going forward, Potter Anderson will represent no entity other than the Committee in connection with these chapter 11 cases. However, Potter Anderson may represent a successor in interest to the Committee pursuant to a confirmed plan in these chapter 11 cases. I do not believe there is any connection or interest (as such terms are used in section 101(14) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between Potter Anderson and (i) any attorney employed by the Office of the United States Trustee for the District of Delaware or (ii) any counsel, accountants, financial consultants, and investment bankers who represent or may represent claimants or other parties in interest in these chapter 11 cases. In addition, as part of its practice, Potter Anderson appears in cases, proceedings, and transactions involving many different attorneys, counsel, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and parties in interest in these chapter 11 cases. Potter Anderson has not and will not represent any such entities in relation to these chapter 11 cases nor have any relationship with any such entities that would be adverse to the Committee or its interests in the matters upon which Potter Anderson is to be employed. That said, Potter Anderson discloses, that one of Potter Anderson's partners is in a committed relationship with a partner of Wilson Sonsini Goodrich & Rosati, P.C., counsel to the Debtors. This Potter Anderson partner does not, and will not, work on this matter and has been walled off from this matter.

11. I am not related to any United States Bankruptcy Judge or District Court Judge for the District of Delaware or to the United States Trustee for such district or any employee in the office thereof. One of Potter Anderson's partners, Kevin Shannon, is the brother of the Honorable Brendan Linehan Shannon, Judge of the United States Bankruptcy Court for the District of Delaware. Potter Anderson has instituted the appropriate measures, consistent with the Code of Conduct for United States Judges, so that Potter Anderson attorneys may appear in front of Judge

Shannon. To the best of my knowledge, no other attorney at Potter Anderson is a relative of, or currently has a connection with, the bankruptcy judges for the District of Delaware that would render the employment of Potter Anderson as Committee counsel improper.

12. Except as set forth herein, and based upon the information available to me, neither I, Potter Anderson, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, (i) is a creditor, an equity security holder, or an insider of the Debtors, (ii) is or was, within two (2) years before the date of the filing of the petitions, a director, officer, or employee of the Debtors, or (iii) has an interest materially adverse to the interest of the estate 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. Based upon the information available to me, I believe that Potter Anderson is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

13. No promises have been received by Potter Anderson, or by any partner, counsel or associate thereof, as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Potter Anderson has no agreement with any other entity to share with such entity any compensation received by Potter Anderson.

14. Potter Anderson shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, the Compensation Procedures Order, and any other applicable procedures and orders of the Court. Potter Anderson also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in

the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger chapter 11 cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and any interim and final fee applications filed by Potter Anderson in these chapter 11 cases.

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

Question:	Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
Response:	No.
Question:	Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?
Response:	No.
Question:	If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.
Response:	Potter Anderson did not represent the Committee in the 12 months prepetition. Potter Anderson may represent in the future certain Committee members and/or their affiliates in their capacities as members of official committees in other chapter 11 cases or individually in matters wholly unrelated to these chapter 11 cases.
Question:	Has your client approved your prospective budget and staffing plan, and, if so for what budget period?
Response:	Potter Anderson expects to develop a budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which Potter Anderson reserves all rights. The Committee has approved Potter Anderson's proposed hourly billing rates.

[Signature Page Follows]

Date: July 24, 2024

/s/ Christopher M. Samis
Christopher M. Samis

Exhibit 1[1]

List of Potential Interested Parties

[1] The following list was provided to the Committee by Debtors' counsel. The Committee has not independently verified the contents of the list as being a complete and accurate list of all of the potential parties in interest, and the nature of their claims or interests in the Debtors and these Chapter 11 Cases.

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

DERMTECH, INC.
DERMTECH OPERATIONS, INC.

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.

SIGNIFICANT EQUITY HOLDERS

VAN HERK INVESTMENTS B.V.

DEBTOR RESTRUCTURING PROFESSIONALS

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

INSURERS AND BENEFIT PROVIDERS/BROKERS

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

LANDLORDS

KILROY REALTY LP

CASH MANAGEMENT BANKS

BANK OF AMERICA
PACIFIC WESTERN BANK

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

MAJOR CUSTOMERS

LILLY CORPORATE CENTER - LCC
THERAPEUTICS, INC.
MEDIMMUNE LIMITED
VIELABIO INC.
AMYTRX THERAPEUTICS, INC.
KYOWA KIRIN CO., LTD.
MEMORIAL SLOAN KETTERING CANCER CENTER
RAPT THERAPEUTICS, INC.
UCB BIOPHARMA SRL
INCYTE CORPORATION
ARISTEA
VENTUS THERAPEUTICS U.S., INC.
GILEAD SCIENCES, INC.
LABCORP CENTRAL LABS SVCS LP
INHIBRX, INC.
ESCIENT PHARMACEUTICALS, INC.
RIBON THERAPEUTICS, INC.
BLUEFIN BIOMEDICINE
SANGUINE BIOSCIENCES
ABBVIE
DEVONIAN HEALTH GROUP, INC.
GENENTECH
PPD GLOBAL CENTRAL LABS, LLC

MAJOR SUPPLIERS, VENDORS, AND OTHER PARTIES

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

UNITED STATES BANKRUPTCY JUDGES IN THE DISTRICT OF DELAWARE

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

UNITED STATES TRUSTEES FOR THE DISTRICT OF DELAWARE AND KEY STAFF MEMBERS

LAUREN ATTIX
MALCOLM M. BATES
FANG BU
LINDA CASEY
JOSEPH CUDIA
HOLLY DICE
SHAKIMA L. DORTCH
TIMOTHY J. FOX, JR.
DIANE GIORDANO
MICHAEL GIRELLO
CHRISTINE GREEN
BENJAMIN HACKMAN
NYANQUOI JONES
JANE LEAMY
JONATHAN LIPSHIE
HANNAH M. MCCOLLUM
JOSEPH MCMAHON
JONATHAN NYAKU
JAMES R. O'MALLEY
LINDA RICHENDERFER
RICHARD SCHEPACARTER
EDITH A. SERRANO
ROSA SIERRA-FOX
ELIZABETH THOMAS
ANDREW VARA
DION WYNN

UTILITY PROVIDERS

SDG&E
AT&T
COX BUSINESS

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

TOP 30 UNSECURED CREDITORS (EXCLUDING CREDITORS APPEARING IN OTHER CATEGORIES OF THIS LIST)

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

CAPITAL LEASES

COPY LINK

LIENHOLDERS

THERMO FISHER FINANCIAL SERVICES, INC.

Exhibit 2 – Current Clients[1, 2]

Gilead Sciences, Inc.
Inhibrx, INC.

[1] Parties that are both current clients and former clients of Potter Anderson are listed only on Exhibit 2 – Current Clients.

[2] Due to the similarity of names and certain entities, Potter Anderson was not able to determine if all the entities listed herein are actually affiliates of certain clients. However, out of an abundance of caution, Potter Anderson has listed those entities which it reasonably believes to be affiliates of current clients.

Exhibit 3 – Former Clients[1]

Marsh & Mclennan Agency LLC
AIG
CNA
Bank of America
Robert Weiner
Medimmune Limited
UCB Biopharma SRL
Labcorp Central Labs SVCS LP
ABBVIE
Genentech
Life Technologies Corporation
HCP, Inc.
Illumina, Inc.
Thomson Reuters
Veolia Environmental Services

[1] Due to the similarity of names and certain entities, Potter Anderson was not able to determine if all the entities listed herein are actually affiliates of certain clients. However, out of an abundance of caution Potter Anderson has listed those entities which it reasonably believes to be affiliates of former clients.

EXHIBIT C

Declaration of Peter Dowley

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
DERMTECH, INC., *et al*.,[1]	Case No. 24-11378 (JTD)
Debtors.	(Jointly Administered)

DECLARATION OF PETER DOWLEY, SENIOR VICE PRESIDENT, INVESTMENTS LEAD, SAN DIEGO & LIFE SCIENCES OF KILROY REALTY, L.P., CHAIR OF THE COMMITTEE IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DERMTECH, INC., *ET AL*. FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF POTTER ANDERSON & CORROON LLP AS DELAWARE COUNSEL EFFECTIVE AS OF JULY 3, 2024

I, Peter Dowley, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. My name is Peter Dowley. I am over the age of 21 and am competent in all respects to make this Declaration. I am Senior Vice President, Investments Lead, San Diego & Life Sciences and the duly authorized representative of Kilroy Realty, L.P. ("Kilroy" or "Chair"), the Chair of the Official Committee of Unsecured Creditors (the "Committee") of DermTech, Inc., *et al*. (collectively, the "Debtors"). I make this declaration in support of the Committee's application to retain Potter Anderson & Corroon LLP ("Potter Anderson") as Delaware counsel pursuant to sections 328 and 1103 of chapter 11 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"). Except as otherwise noted, I have personal

[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.

knowledge as to all the information set forth below.

2. This declaration is provided pursuant to ¶ D.2 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger chapter 11 cases Effective as of November 1, 2013* (the "Revised UST Guidelines") promulgated by the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"). I am informed by Potter Anderson that the Revised UST Guidelines require that any application for employment of an attorney under sections 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the following:

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

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

c. The number of firms the client interviewed.

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

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

A. Identity of Declarant

3. On June 18, 2024 (the "Petition Date"), the Debtors filed voluntary cases with this Court for relief under chapter 11 of the Bankruptcy Code (the "chapter 11 cases"). The Debtors continue to operate their business and manage their property as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

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

5. As a member of the Committee, I was directly involved in the Committee's decision to retain Potter Anderson as its Delaware counsel in these chapter 11 cases, and actively participated in negotiating the terms of Potter Anderson's employment together with members of the Committee.

B. Steps Taken to Ensure Comparability of Engagement Terms

6. I have confirmed with Potter Anderson that, while its billing rates vary from attorney to attorney based on such factors as the attorney's seniority and position with the firm (e.g., partner, associate), years of experience, and the demand for services in the attorney's particular area of expertise, its billing rates are comparable to the rates of firms similar to Potter Anderson and do not vary as a function of whether the services performed relate to a bankruptcy engagement or a non-bankruptcy engagement. The Committee has been informed that Potter Anderson endeavors to set the hourly rates for their attorneys and paraprofessionals at levels competitive to those charged by firms with which they compete.

C. Selection of Potter Anderson as Committee Counsel

7. The Committee selected Potter Anderson to serve as its Delaware counsel based upon its expertise in chapter 11 cases, as described in the Application. This decision was also premised upon Potter Anderson's bankruptcy and non-bankruptcy billing practices, hourly rates, and experience. The Committee interviewed other firms to serve as counsel.

8. The Committee arrived at this decision to enable it to faithfully execute its duties on behalf of the Debtors' unsecured creditors. As a result of the size and complexity of these

chapter 11 cases, and the numerous matters which require immediate attention, the Committee determined that employing Potter Anderson as its Delaware counsel effective as of July 3, 2024 was the most prudent option.

D. Other Circumstances Warranting Retention of Potter Anderson

9. The Committee selected Potter Anderson as its counsel because of the firm's extensive experience and knowledge in the fields of creditors' rights, business reorganizations, restructurings, and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge in practicing before this Court, its proximity to this Court, and its ability to respond quickly to emergency hearings and other emergency matters. It is the Committee's opinion that these abilities will enable it to execute faithfully its duties under the Bankruptcy Code. Further, the Committee believes that Potter Anderson is especially well-suited to serve as counsel due to its personnel's experience representing creditors' committees in other large chapter 11 cases in the United States Bankruptcy Court for the District of Delaware, including such cases as *Special Devices, Inc., Boscov's Inc., Butler Services International Inc., Nortel Networks Inc., Broadstripe LLC, Nova Holding Clinton County, LLC, Vermillion, Inc., Vion Pharmaceuticals, Inc., Pure Beauty Salons & Boutiques, Inc., Ritz Camera & Image, L.L.C., Traffic Control & Safety Corp., AFA Investment Inc., EWGS Intermediary, LLC, TPO Hess Holdings, Inc., Highway Technologies, Inc., Quantum Foods LLC, RadioShack Corp., Ultura (LA) Inc., Northshore Mainland Services, Inc., Affirmative Insurance Constellation Enterprises LLC, Optima Specialty Steel, Inc., Emerald Oil Inc., GST AutoLeather, Inc., Peekay Acquisitions, LLC, Prestige Industries LLC, Rentech WP U.S., Inc., Rupari Holding Corp., TK Holdings Inc., Velocity Holding Company, Inc., Vitamin World, Inc., Tidewater, Inc., EV Energy Partners L.P., Heritage Home Group LLC, Hobbico, Inc., Samuels Jewelers, Inc., The Rockport Company, LLC, VER Technologies Holdco LLC, Videology, Inc., ATD Corp., Charlotte Russe Holdings, Inc., Z Gallerie, LLC, Emerge Energy Services LP,*

Avenue Stores, LLC, Cedar Haven Acquisition, LLC, Charming Charlie Holdings Inc., Celadon Group, Inc., Sienna Biopharmaceuticals, Inc., Fleetwood Acquisition Corp., Yueting Jia, Vector Launch Inc., *High Ridge Brands Co.*, *SFP Franchise Corp.*, *True Religion Apparel, Inc.*, *Techniplas, LLC*, *Exide Holdings, Inc.*, *John Varvatos Enterprises Inc.*, *Rubio's Restaurants, Inc.*, *smarTours, LLC*, *Furniture Factory Ultimate Holding, L.P.*, *In-Shape Holdings, LLC*, *Knotel, Inc.*, *Renovate America, Inc.*, *Medley LLC*, *Fast Radius, Inc.*, *BHCosmetics Holdings, LLC, Fast Radius Inc., Clovis Oncology, Inc., Olympia Sports Acquisitions, LLC, Independent Pet Partners, CBC Restaurant Corp., SiO2 Medical Products, Inc., Virgin Orbit Holdings, Inc., Viewray, Inc., Amyris, Inc., Western Global Airlines, Inc.*, *New rue21 Holdco, Inc*., and *Tremont Chicago, LLC*.

10. Prior to selecting Potter Anderson as Delaware counsel, the Committee discussed the hourly billing rates of the other firms and compared them to Potter Anderson's rates. In addition, the Committee confirmed that (i) the Potter Anderson attorneys staffed to this engagement will not be charging a premium or in any way increasing their hourly rates over the fees charged to non-bankruptcy clients and (ii) the material terms for the engagement are comparable to terms of other comparably skilled professionals. The Committee evaluated the breadth of the firms' experience and areas of expertise, the firms' prior history of representing committees, debtors, creditors and other interested parties in chapter 11 cases and the anticipated attorney's fees to be billed in connection with these chapter 11 cases.

E. Procedures Established to Supervise Fees and Expenses and Manage Costs

11. Throughout these chapter 11 cases, the Committee will supervise the fees and expenses incurred by Potter Anderson to manage costs. In particular, a member of the Committee will review Potter Anderson's invoices and monthly applications for payment of fees and reimbursement of expenses. The Committee understands that Potter Anderson historically increases the hourly billing rates for their professionals and paraprofessionals on a yearly basis, in

the fall of each year. The Committee has consented to such ordinary course rate increases.

12. Potter Anderson will be providing me with a budget and staffing plan, which the Committee will review. To the extent the Committee has an objection to the fees and expenses requested by Potter Anderson in any monthly fee statement that cannot be resolved to the Committee's satisfaction informally, Potter Anderson has informed me that they will file a Notice of Objection to Fee Statement on the Committee's behalf. In so doing, I understand that Potter Anderson reserves all rights to contest any such objection raised to the allowance or payment of its requested fees and expenses and the Committee reserves the right to retain conflicts counsel to prosecute any such fee objection to the extent it cannot be resolved informally by the parties.

13. Except as noted above, nothing contained herein is intended to limit Potter Anderson's ability to request allowance and payment of fees and expenses pursuant to sections 330 and 331 of the Bankruptcy Code, nor to restrict Potter Anderson's right to defend any objection raised to the allowance or payment of such fees, nor to restrict the Committee's right to retain conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party in interest, such as the U.S. Trustee.

14. Based on the foregoing, the Committee is of the opinion that it is necessary to employ Potter Anderson and that such employment is in the best interest of the Debtors' estates.

15. I declare under penalty of perjury that the foregoing is true and correct.

[*Signature Page Follows*]

Dated: July 24, 2024

Respectfully submitted,

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

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

CERTIFICATE OF SERVICE

I, Maria Kotsiras, do hereby certify that on July 24, 2024, a copy of the foregoing **Application of the Official Committee of Unsecured Creditors of DermTech, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel, Effective as of July 3, 2024** was served on the parties listed on the attached service list in the manners indicated.

/s/ Maria Kotsiras
Maria Kotsiras (No. 6840)

SERVICE LIST

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

By Email

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

By Email

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

By Email

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

By First Class Mail

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

By Email

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

By Email

Fedex
PO Box 7221
Pasadena CA 91109-7321

By First Class Mail

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

By First Class Mail

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

By Email

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4600 South Syracuse Street, Suite 500
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By First Class Mail

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bross@healthpeak.com;
Britney.Ross@cushwake.com

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By Email

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Philadelphia PA 19101-7346

By First Class Email

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By Email

Kilroy Realty LP
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