

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

In re

ZYMERGEN INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11661 (KBO)

(Jointly Administered)

Supplemental Sale Objection Deadline:
December 18, 2023 at 4:00 p.m. (ET)

Sale Hearing:
December 19, 2023 at 11:00 a.m. (ET)

Re: D.I. 5, 194, 202

**NOTICE OF SUCCESSFUL BIDDERS
FOR THE SALE OF CERTAIN OF THE DEBTORS' ASSETS**

PLEASE TAKE NOTICE that, on October 3, 2023, the above-captioned Debtors filed the *Debtors' Motion for (I) an Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets; (B) Approving the Debtors' Entry Into Stalking Horse Agreement and Related Bid Protections; (C) Approving Procedures for the Assumption and Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (D) Scheduling an Auction and Sale Hearing; (E) Approving Forms and Manner of Notice of Respective Dates, Times, and Places In Connection Therewith; and (F) Granting Related Relief* [D.I. 5].

PLEASE TAKE FURTHER NOTICE that on November 20, 2023, the United States Bankruptcy Court for the District of Delaware (the "Court") entered the *Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets; (B) Approving the Debtors' Entry Into Stalking Horse Agreement and Related Bid Protections; (C) Approving Procedures for the Assumption and Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (D) Scheduling an Auction and Sale Hearing; (E) Approving Forms and Manner of Notice of Respective Dates, Times, and Places In Connection Therewith; and (F) Granting Related Relief*

¹ The Debtors in these chapter 11 cases, along with the Debtors' federal tax identification numbers, are Zymergen Inc. (2439), Lodo Therapeutics Corporation (8730), enEvolv, Inc. (2402), and Genesis Acquisition Sub, LLC (3640). The corporate headquarters and the mailing address for the Debtors is 1440 Stanford Ave., Emeryville, California 94608.

[D.I. 194] (the “Bidding Procedures Order”)² by which the Court, among other things, approved procedures (the “Bidding Procedures”) to be used in connection with (i) one or more sales of the Debtors’ Assets free and clear of all liens, claims, encumbrances, and other interests, and (ii) an auction (the “Auction”) pursuant to section 363 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order, the Court approved Ginkgo Bioworks, Inc. as the Stalking Horse Bidder for certain of the Debtors’ Assets (the “Acquired Assets”) pursuant to the *Asset Purchase Agreement Between Ginkgo Bioworks, Inc. and Zymergen Inc., Lodo Therapeutics Corporation, EnEvolv, Inc., and Genesis Acquisition Sub LLC*, dated as of October 3, 2023, as amended by the *Amendment No. 1 to the Stalking Horse Agreement*, dated as of November 17, 2023 (together, the “Stalking Horse Bid”).

PLEASE TAKE FURTHER NOTICE that the bid deadline for competing Qualified Bids was December 5, 2023 at 4:00 p.m. (Prevailing Eastern Time) (the “Bid Deadline”), and the Auction was scheduled for December 13, 2023 at 10:00 a.m. (Prevailing Eastern Time). Prior to the Bid Deadline, the Debtors received one Qualified Bid in addition to the Stalking Horse Bid.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures and the Bidding Procedures Order, the Auction began on December 13, 2023 and continued on December 14, 2023.

PLEASE TAKE FURTHER NOTICE that, at the conclusion of the Auction, the Debtors selected two separate bids as the highest and best bids (the “Successful Bids”): a bid from Ginkgo Bioworks, Inc. and a bid from Pivot Bio, Inc. (together, the “Successful Bidders”). The Debtors further selected the Stalking Horse Bid as the Back-Up Bid.

PLEASE TAKE FURTHER NOTICE that pursuant to the Bidding Procedures Order, the Debtors are potentially assuming and assigning certain contracts and leases to the Successful Bidders (the “Assigned Contracts”). The list of potential Assigned Contracts will be attached to asset purchase agreements between the Debtors and each of the Successful Bidders, which the Debtors will file with the Court in advance of the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sales of the Acquired Assets to the Successful Bidders at the hearing currently scheduled for **December 19, 2023 at 11:00 a.m. (Prevailing Eastern Time)** before the Honorable Judge Karen B. Owens, United States Bankruptcy Judge for the District of Delaware, at 824 North Market Street, 6th Floor, Courtroom #3, Wilmington, Delaware 19801. The hearing may be adjourned from time to time without further notice to creditors or other parties in interest other than by announcement of the adjournment in open court or by notice filed on the docket in these chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that if you have any objection (a) to the conduct of the Auction, and/or (b) the terms of the proposed Sale of the Debtors’ Acquired Assets

² Capitalized terms use but not defined herein are defined in the Bidding Procedures Order.

to Pivot Bio, Inc.³ (each such objection, a “Supplemental Sale Objection”), your objection must (i) be in writing, (ii) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules and any orders of the Court, (iii) state with particularity the legal and factual basis for the objection and the specific grounds therefor, and (iv) be filed with the Court and served so as to be actually received no later than December 18, 2023 at 4:00 p.m. (ET) by the following parties: (a) the Debtors, 1440 Stanford Ave., Emeryville, California 94608, Attn: Celeste Ferber, President and Senior Vice President of Legal; (b) counsel to the Debtors: Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801, Attn: Derek C. Abbott (dabbott@morrisnichols.com), Curtis S. Miller (cmiller@morrisnichols.com), Matthew O. Talmo (mtalmo@morrisnichols.com), and Sophie Rogers Churchill (srchurchill@morrisnichols.com); (c) the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”): 844 King Street, Room 2207, Wilmington, Delaware 19801, Attn: Benjamin A. Hackman (benjamin.a.hackman@usdoj.gov); (d) counsel to the Official Committee of Unsecured Creditors appointed in these cases, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Sandeep Qusba (squsba@stblaw.com), David R. Zylberberg (david.zylberberg@stblaw.com), Moshe A. Fink (moshe.fink@stblaw.com), and Philip L. DiDonato (philip.didonato@stblaw.com), and Landis, Rath & Cobb LLP, 919 N. Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis (landis@lrclaw.com), Matthew B. McGuire (mcquire@lrclaw.com), and Joshua B. Brooks (brooks@lrclaw.com); (e) counsel to Ginkgo Bioworks, Inc.: Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: James L. Bromley (bromleyj@sullcrom.com), and Nicholas R. Baker (bakern@sullcrom.com); and (f) counsel to Pivot Bio, Inc.: Pachulski Stang Ziehl & Jones LLP, One Sansome Street, 34th Floor, San Francisco, California 94104, Attn: Henry C. Kevane (hkevane@pszjlaw.com) and Debra Grassgreen (dgrassgreen@pszjlaw.com), and Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Conlin R. Robinson (crobinson@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures Order and all related exhibits and other documents filed with the Court are available for review free of charge on the website maintained by Epiq Corporate Restructuring LLC, the Debtors’ claims and noticing agent, at <https://dm.epiq11.com/Zymergen>.

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³ Pivot Bio, Inc. is not seeking the assumption and assignment of any contracts or leases as part of its bid. Thus, it does not need to provide information regarding adequate assurance of future performance.

Dated: December 14, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Sophie Rogers Churchill

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