UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re: CHROME HOLDING CO. (f/k/a 23ANDME HOLDING CO.), *et al.*, Debtors.[1]	Chapter 11 Case No. 25-40976-357 (Jointly Administered)

PURCHASER PARTIES' APPLICATION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM UNDER 11 U.S.C. § 503

23andMe Research Institute, a California nonprofit public benefit corporation formerly known as TTAM Research Institute ("TTAM"), 23andMe Employees LLC, a Delaware limited liability company formerly known as TTAM Employee Company, LLC, 23andMe Genomics LLC, a Delaware limited liability company formerly known as 23andMe PGS LLC, and 23andMe Research LLC, a Delaware limited liability company formerly known as TTAM Research Company, LLC (collectively, the "Applicants"), respectfully submit this application (the "Application") for allowance and payment of an administrative expense claim against the above-captioned debtors (collectively, the "Debtors") pursuant to Section 503(b) of the Bankruptcy Code. In support of this Application, the Applicants state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(B).

2. Venue is appropriate pursuant to 28 U.S.C. §§ 1408 and 1409.

[1] The Debtors in each of these cases, along with the last four digits of each Debtor's federal tax identification number, are: Chrome Holding Co. (0344), ChromeCo, Inc. (7371), Chrome Pharmacy Holdings, Inc. (4690), Lemonaid Community Pharmacy, Inc. (7330), Lemonaid Health, Inc. (6739), Lemonaid Pharmacy Holdings Inc. (6500), LPharm CS LLC (1125), LPharm INS LLC (9800), LPharm RX LLC (7746), LPRXOne LLC (3447), LPRXThree LLC (3852), and LPRXTwo LLC (1595). The Debtors' service address for purposes of these chapter 11 cases is: 870 Market Street, Room 415, San Francisco, CA 94102.

Claim Number: 260634

BACKGROUND

3. The Debtors commenced the above-captioned bankruptcy proceedings on March 23, 2025 (the "Petition Date").

4. One day later, the Debtors filed a motion seeking, amongst other things, this Court's approval to sell the Debtors' assets (the "Sale Motion"). *See* ECF No. 30.

5. On June 27, 2025, this Court entered an order granting the Sale Motion, approving the sale of certain assets by the Debtors to TTAM (the "Sale"). *See* ECF No. 910.

6. In connection with the Sale, TTAM and the Debtors executed an Asset Purchase Agreement dated as of June 13, 2025 (as amended from time to time, the "APA"), and the Sale closed on July 14, 2025. *See* ECF No. 994.

APA Administrative Claim

7. Pursuant to the APA, the Debtors have a continuing obligation to perform certain covenants and agreements related to the Sale that currently remain unperformed and/or unsatisfied (all such continuing obligations, the "APA Obligations").

8. TTAM has an administrative expense claim against the Debtors for payment and/or performance of all APA Obligations that remain unperformed and/or unsatisfied.

TSA Administrative Claim

9. In connection with the Sale, the Debtors and the Applicants also executed a Transition Services Agreement dated as of July 14, 2025 (as amended from time to time, the "TSA"), whereby, among other things, the Applicants agreed to provide certain services to the Debtors on a transitional basis after the Closing (as defined in the APA) (the "Transition Services").

10. Pursuant to the TSA, the Debtors agreed to make payments to the Applicants in connection with the Transition Services, including payment of certain fees and expenses and reimbursement of certain taxes specified in the TSA (the "TSA Payments").

11. Pursuant to the TSA, the Debtors also agreed to jointly and severally indemnify, defend, and hold harmless the Applicants and their respective representatives from and against any and all liabilities, claims, damages, losses and expenses (including, but not limited to, court costs and reasonable attorneys' fees) of any kind or nature, related to, arising out of or in connection with any third-party claim related to, arising out of or in connection with any material breach of the TSA by any of the Debtors (the "TSA Indemnification Obligations").

12. Because certain of the Transition Services remain ongoing, the Applicants have an administrative expense claim against the Debtors for unpaid TSA Payments accrued to date or in the future.

13. Furthermore, the Applicants have an administrative claim against the Debtors for amounts that the Debtors may currently owe, or may owe in the future, arising from the TSA Indemnification Obligations.

14. The deadline for filing requests for administrative expense claims is January 4, 2026. *See* ECF 1709 at 2.

RELIEF REQUESTED

15. Through this Application, the Applicants seek (a) allowance of administrative expense claims against the Debtors pursuant to Section 503(b) of the Bankruptcy Code on account of (i) all APA Obligations that remain unperformed and/or unsatisfied, (ii) all unpaid TSA Payments accrued to date or in the future, and (iii) all amounts that the Debtors may currently owe, or may owe in the future, arising from the TSA Indemnification Obligations (the claims asserted

in (i), (ii), and (iii) being referred to as the "Administrative Claims"), (b) and payment of the Administrative Claims in accordance with the Debtors' confirmed plan (the "Plan").

16. As described above, the Administrative Claims continue to accrue and remain largely unliquidated.

17. The Applicants will supplement this Application as necessary to specify liquidated amounts of the Administrative Claims as such amounts accrue and/or become liquidated.

CONCLUSION

WHEREFORE, the Applicants respectfully requests that the Court enter an order (i) allowing the Administrative Claims as administrative expense claims against the Debtors, (ii) ordering payment of the Administrative Claims in accordance with the Plan, and (iii) such other and further relief as the Court deems appropriate.

Dated: January 3, 2026

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