

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

In re: Recombinetics, Inc., Debtor. Tax I.D. No.: 26-3121470	Chapter 11 (Subchapter V) Case No. 24-12593 (____)
In re: Acceligen, Inc., Debtor. Tax I.D. No.: N/A	Chapter 11 (Subchapter V) Case No. 24-12594 (____)
In re: Regenevida, Inc., Debtor. Tax I.D. No.: N/A	Chapter 11 (Subchapter V) Case No. 24-12595 (____)
In re: Surrogen, Inc., Debtor. Tax I.D. No.: N/A	Chapter 11 (Subchapter V) Case No. 24-12596 (____)
In re: Therillume, Inc., Debtor. Tax I.D. No.: 99-4994995	Chapter 11 (Subchapter V) Case No. 24-12597 (____)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING
(I) THE JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11
CASES FOR PROCEDURAL PURPOSES ONLY (II) FILING OF A CONSOLIDATED
LIST OF CREDITORS HOLDING THE TWENTY LARGEST UNSECURED CLAIMS
AND (III) FILING OF A CONSOLIDATED CREDITOR MATRIX**

Recombinetics, Inc. and its affiliated debtors and debtors in possession (each, a (“Debtor”) and collectively, the “Debtors”), in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby file this motion (this “Motion”) for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), authorizing (i) the joint administration of the Debtors’ Chapter 11 Cases and the consolidation thereof for procedural purposes only; (ii) the filing of a consolidated list of creditors holding the twenty largest unsecured claims; and (iii) the filing of a consolidated creditor matrix in lieu of separate mailing matrices for each Debtor. In support of this Motion, the Debtors rely upon and incorporate by reference the *Declaration of Rocco Morelli in Support of Debtors’ Chapter 11 Petitions and First Day Motions and Applications* (the “First Day Declaration”).¹ In further support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the First Day Declaration.

with Article III of the United States Constitution.² Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are sections 105(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 1015-1.

GENERAL BACKGROUND

3. On the date hereof (the “Petition Date”), each of the Debtors filed with the Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors and debtors in possession pursuant to section 1184 of the Bankruptcy Code. No request has been made for the appointment of a trustee or an examiner. The Debtors have requested that these Chapter 11 Cases be jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

4. The Debtors have elected to proceed as subchapter V debtors and, accordingly, a Subchapter V Trustee will be appointed in these Chapter 11 Cases on or shortly after the Petition Date.

5. As set forth in the First Day Declaration, the Debtors are a gene editing company that focuses on the editing of animal cells and embryos for strategic commercial applications worldwide, with the aim of improving human health outcomes as well as the sustainability of animal agriculture and aquaculture. Additional information regarding the Debtors’ businesses,

² Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the Court’s entry of a final judgment or order with respect to this Motion if it is determined that the Court, absent consent of the parties, cannot enter a final order consistent with Article III of the United States Constitution.

capital structure, and the circumstances leading to the filing of these Chapter 11 Cases is set forth in the First Day Declaration.

RELIEF REQUESTED

6. By this Motion, the Debtors request entry of the Proposed Order authorizing the joint administration of these Chapter 11 Cases and the consolidation thereof for procedural purposes only. The Debtors also request that the Clerk of the Court maintain one file and one docket for the Debtors' Chapter 11 Cases, which file and docket shall be the file and docket for Recombinetics, Inc. (Case No. 24-12593). In addition, the Debtors propose that the caption of these Chapter 11 Cases be modified to reflect their joint administration, in satisfaction of section 342(c)(1) of the Bankruptcy Code, as follows:

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:

Recombinetics, Inc., *et al.*,
Debtors.¹

Chapter 11 (Subchapter V)

Case No. 24-12593 ()

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Recombinetics, Inc. (1470), Acceligen, Inc. (N/A), Regenevida, Inc. (N/A), Surrogen, Inc. (N/A), and Therillume, Inc. (4995). The mailing address for each of the Debtors is 3388 Mike Collins Drive, Eagan, Minnesota 55121.

7. The Debtors also request that the Clerk of the Court make a docket entry in each of the Debtor's Chapter 11 Case (except that of Recombinetics, Inc.) to reflect the joint administration of the Chapter 11 Cases, substantially as follows:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of the Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of: Acceligen, Inc., Case No.

24-12594 (___); Regenevida, Inc., Case No. 24-12595 (___); Surrogen, Inc., Case No. 24-12596 (___); and Therillume, Inc., Case No. 24-12597 (___). **The docket in the chapter 11 case of Recombinetics, Inc., Case No. 24-12593 (___), should be consulted for all matters after this case.**

8. Finally, the Debtors request that the Court permit the use of a combined service list, combined notices, file a consolidated list of creditors holding the twenty largest unsecured claims, and file a consolidated creditor matrix in lieu of separate mailing matrices for each Debtor.

BASIS FOR RELIEF

I. Joint Administration of Chapter 11 Cases

9. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the [C]ourt may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Local Rule 1015-1 similarly provides for joint administration of chapter 11 cases when the facts demonstrate that joint administration “is warranted and will ease the administrative burden for the Court and the parties.” Del. Bankr. L.R. 1015-1. In these Chapter 11 Cases, the Debtors are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code.

10. Joint administration is warranted in these Chapter 11 Cases because (i) the Debtors’ financial affairs and business operations are closely related and (ii) joint administration will ease the administrative burden on the Court and other parties in interest. Many, if not all, of the motions, applications, hearings, and orders that will arise in these Chapter 11 Cases will affect each Debtor entity. The entry of an order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Additionally, the First Day Declaration establishes that the joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden on the Court and all parties in interest in these Chapter 11 Cases.

11. Joint administration will also permit the Clerk of the Court to utilize a single docket for these Chapter 11 Cases, and the Debtors to combine notices to creditors and other parties in interest in the Debtors' respective cases. Further, joint administration will permit counsel for all parties in interest to include the Debtors' cases in a single caption for the numerous documents that are likely to be filed and served in these Chapter 11 Cases. Importantly, joint administration will also enable parties in interest in the Debtors' cases to stay apprised of all the various matters before the Court.

12. Joint administration will not prejudice or adversely affect the rights of the Debtors' creditors because the relief sought herein is purely procedural and is not intended to affect substantive rights. In fact, separate administration of these Chapter 11 Cases would likely confuse creditors as most of the notices, applications, motions, other pleadings, hearings, and orders in these Debtors' Chapter 11 Cases will affect each Debtor entity. For this reason, joint administration will significantly reduce the volume of paper that otherwise would be filed with the Clerk of the Court, render the completion of various administrative tasks less costly, and provide for greater efficiencies. Moreover, the relief requested by this Motion will also simplify supervision of the administrative aspects of these cases by the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee").

II. Filing of a Consolidated List of Creditors Holding the Twenty Largest Unsecured Claims and Consolidated Creditor Matrix

13. Local Rule 2002-1 requires each debtor in a jointly administered case to maintain a separate creditor mailing matrix. *See* Del. Bankr. L.R. 2002-1(f)(v). Further, Bankruptcy Rule 1007(d) provides that a debtor must file, in addition to the list of creditors identified above, "a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders" Fed. R. Bankr. P. 1007(d). Local Rule 1007-2 provides that, in a

voluntary chapter 11 case, the debtor must file “a list containing the name and complete address of each creditor in such format as directed by the Clerk’s Office Procedures.” Del. Bankr. L.R. 1007-2. However, under Local Rule 1001-1(c), these requirements are subject to modification where warranted “in the interest of justice.” Del. Bankr. L.R. 1001-1(c).

14. The Debtors submit that maintaining a single consolidated list of creditors (a “Consolidated Creditor Matrix”) in lieu of preparing and filing a separate creditor matrix for each Debtor is warranted in the Chapter 11 Cases. Specifically, authorizing the Debtors to maintain a Consolidated Creditor Matrix, rather than preparing and filing a separate creditor matrix for each Debtor, will maximize efficiency and accuracy. Recombinetics, Inc. is the parent company of the Debtors, and all of the Debtors are affiliated entities for which there may be overlap in creditors. Because certain of the creditors are, or may be, creditors of more than one Debtor, failure to maintain a Consolidated Creditor Matrix could result in duplicate mailings. In contrast, preparing a Consolidated Creditor Matrix will be sufficient to permit the Debtors’ claims and noticing agent (the “Claims and Noticing Agent”) to promptly provide notice of all relevant pleadings, notices, dates, and deadlines to all applicable parties as required by Local Rule 1007-2. Under these circumstances, the exercise of satisfying the technical requirements of Bankruptcy Rule 1007(d) would only serve to frustrate its intended purpose. Accordingly, the Debtors submit that filing a Consolidated Creditor Matrix in lieu of separate mailing matrices for each Debtor is appropriate under the facts and circumstances and consistent with the applicable Local Rules.

15. For the same reasons, the Debtors respectfully submit that filing a single, consolidated list of their twenty largest unsecured creditors (a “Consolidated Top 20 List”) is warranted and in the best interest of the estates. Consolidation will not only increase efficiency and decrease the administrative burden on their respective estates by reducing the need for

duplicative mailings of required notices to parties in interest, it will also be more reflective of the body of unsecured creditors that have the greatest stake in the Chapter 11 Cases than would the filing of separate lists for each of the Debtors.

16. Accordingly, the Debtors submit that filing a Consolidated Creditor Matrix and Consolidated Top 30 List is not only appropriate under the circumstances, but also necessary for the efficient and orderly administration of the Chapter 11 Cases

17. For these reasons, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, and creditors, and therefore should be granted.

NOTICE

18. The Debtors will provide notice of this Motion to: (i) the U.S. Trustee; (ii) Office of the United States Attorney for the District of Delaware; (iii) the Subchapter V Trustee appointed in these Chapter 11 Cases; (iv) the Debtors' twenty (20) largest unsecured creditors (excluding insiders); (v) the Securities and Exchange Commission; (vi) counsel to the Prepetition and DIP Lender; and (vii) all parties who have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

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CONCLUSION

WHEREFORE, the Debtors respectfully request entry of the Proposed Order, granting the relief requested herein and such other and further relief as is just and proper.

Dated: November 11, 2024
Wilmington, Delaware

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EXHIBIT A

Proposed Order

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

In re: Recombinetics, Inc., Debtor. Tax I.D. No.: 26-3121470	Chapter 11 (Subchapter V) Case No. 24-12593 (___)
In re: Acceligen, Inc., Debtor. Tax I.D. No.: N/A	Chapter 11 (Subchapter V) Case No. 24-12594 (___)
In re: Regenevida, Inc., Debtor. Tax I.D. No.: N/A	Chapter 11 (Subchapter V) Case No. 24-12595 (___)
In re: Surrogen, Inc., Debtor. Tax I.D. No.: N/A	Chapter 11 (Subchapter V) Case No. 24-12596 (___)
In re: Therillume, Inc., Debtor. Tax I.D. No.: 99-4994995	Chapter 11 (Subchapter V) Case No. 24-12597 (___)

**ORDER AUTHORIZING (I) THE JOINT ADMINISTRATION OF
THE DEBTORS' CHAPTER 11 CASES FOR PROCEDURAL PURPOSES
ONLY (II) FILING OF A CONSOLIDATED LIST OF CREDITORS
HOLDING THE TWENTY LARGEST UNSECURED CLAIMS AND
(III) FILING OF A CONSOLIDATED CREDITOR MATRIX**

Upon consideration of the motion (the “Motion”)¹ of the above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order authorizing (i) the joint administration of these Debtors’ Chapter 11 Cases for procedural purposes only; (ii) the filing of a consolidated list of creditors holding the twenty largest unsecured claims; and (iii) the filing of a consolidated creditor matrix in lieu of separate mailing matrices for each Debtor; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and the Court having found that due and proper notice of the Motion has been given; and no other or further notice of the Motion is required under the circumstances; and the Court having found that it has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and the Court having found that its consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of these proceedings and the Motion being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Clerk of the Court shall maintain one file, one docket, and one consolidated

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

service list for these Debtors' Chapter 11 Cases, which file and docket shall be the file and docket for the chapter 11 case of Recombinetics, Inc., Case No. 24-12593 (___).

3. The Debtors' Chapter 11 Cases shall be consolidated for procedural purposes only and shall be jointly administered in accordance with the provisions of Bankruptcy Rule 1015 and Local Rule 1015-1.

4. The Debtors are authorized to file a Consolidated Top 20 List and a Consolidated Creditor Matrix.

5. All pleadings filed in these Debtors' Chapter 11 Cases shall bear a consolidated caption substantially in the following form:

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

In re:

Recombinetics, Inc., *et al.*,
Debtors.¹

Chapter 11 (Subchapter V)

Case No. 24-12593 (___)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Recombinetics, Inc. (1470), Acceligen, Inc. (N/A), Regenevida, Inc. (N/A), Surrogen, Inc. (N/A), and Therillum, Inc. (4995). The mailing address for each of the Debtors is 3388 Mike Collins Drive, Eagan, Minnesota 55121.

6. The foregoing caption shall satisfy the requirements of section 342(c)(1) of the Bankruptcy Code.

7. The Clerk of the Court shall make a docket entry in each Debtor's Chapter 11 Case (except that of Recombinetics, Inc.) substantially as follows:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of the Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of: Acceligen, Inc., Case No.

24-12594 (___); Regenevida, Inc., Case No. 24-12595 (___); Surrogen, Inc., Case No. 24-12596 (___); and Therillume, Inc., Case No. 24-12597 (___). **The docket in the chapter 11 case of Recombinetics, Inc., Case No. 24-12593 (___), should be consulted for all matters after this case.**

8. To the extent the Debtors headquarters changes during the course of these Chapter 11 cases, the Debtors shall be authorized to modify the footnote to the caption upon the filing of a notice of change of Debtors' address.

9. Nothing in the Motion or this Order is intended or shall be deemed or otherwise construed as directing or otherwise effecting a substantive consolidation of the Debtors' estates.

10. The Debtors and the Clerk of the Court are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.