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IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

Chapter 11

MOLECULAR TEMPLATES, INC., et al.,¹

Debtors.

(Joint Administration Requested)

Case No. 25-10739 (BLS)

DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING DEBTORS TO (A) CONTINUE THEIR EXISTING CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN THEIR BANK ACCOUNTS AND EXISTING BUSINESS FORMS, (D) IMPLEMENT CHANGES TO THE EXISTING CASH MANAGEMENT SYSTEM AS NECESSARY, AND (E) CONTINUE ORDINARY COURSE INTERCOMPANY TRANSACTIONS, (II) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b) AND THE U.S. TRUSTEE'S OPERATING GUIDELINES, AND (III) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (the "Debtors"), by and

through their undersigned counsel, respectfully move (the "Motion") as follows:

RELIEF REQUESTED

1. The Debtors respectfully seek entry of interim and final orders, substantially in the forms attached hereto as <u>Exhibit A</u> (the "Interim Order") and <u>Exhibit B</u> (the "Final Order," and together with the Interim Order, the "<u>Proposed Orders</u>"), (i) authorizing, but not directing, the Debtors to (a) continue their existing cash management system, (b) honor certain prepetition obligations related thereto, (c) maintain its existing bank accounts and business forms, (d) implement any changes to the existing cash management system as the Debtors deem necessary or appropriate, including, without limitation, opening new bank accounts or closing existing bank accounts, and (e) continue ordinary course Intercompany Transactions (as defined below); (ii)

¹ The Debtors in these chapter 11 cases, along with the Debtors' federal tax identification numbers, are: Molecular Templates, Inc. (9596) and Molecular Templates OpCo, Inc. (6035). The Debtors' mailing address is: 124 Washington Street, Ste. 101, Foxboro, MA 02035. All Court filings can be accessed at: https://www.veritaglobal.net/MolecularTemplates.



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waiving the requirements of section 345(b) of the Bankruptcy Code and the operating guidelines (the "<u>U.S. Trustee Guidelines</u>") established by the Office of the United States Trustee (the "<u>U.S.</u> <u>Trustee</u>") on an interim basis; and (iii) granting any related relief that is necessary to carry out the foregoing, or is otherwise appropriate under the circumstances.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (this "<u>Court</u>") has jurisdiction over these chapter 11 cases and this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these cases and the Motion is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. 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 "<u>Local Rules</u>"), the Debtors consent to the entry of a final order with respect to this Motion if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

4. The statutory bases for the relief requested in this Motion are sections 105(a), 345(b), and 363(c)(1) of title 11 of the United States Code (the "<u>Bankruptcy Code</u>"), as supplemented by Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "<u>Bankruptcy Rules</u>") and Local Rules 2015-1 and 9013-1(m).

BACKGROUND

5. On April 20, 2025 (the "<u>Petition Date</u>"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors continue

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to manage their assets as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee has been appointed in these cases.

6. Additional detail regarding the Debtors, their business, the events leading to the commencement of these cases, and the facts and circumstances supporting the relief requested herein is set forth in the *Declaration of Craig Jalbert in Support of Debtors' Chapter 11 Petition and First Day Motions* (the "<u>First Day Declaration</u>"), filed concurrently herewith and incorporated herein by reference.

THE CASH MANAGEMENT SYSTEM

7. The Debtors maintain an integrated, centralized cash management system (the "<u>Cash Management System</u>") to collect, transfer, manage and disburse funds generated and used. The Cash Management System is comprised of seven (7) bank accounts (collectively, the "<u>Bank Accounts</u>"), maintained at Silicon Valley Bank ("<u>SVB</u>") and U.S. Bank, N.A. ("<u>US Bank</u>" and together with SVB, the "<u>Banks</u>").

8. The Cash Management System is centrally managed through its director and officer located in Foxboro, Massachusetts, and all funds in the Bank Accounts are denominated and held in U.S. Dollars. The Debtors maintain daily oversight of the Cash Management System and implement cash management controls for entering, processing, and releasing funds. Additionally, the Debtors regularly reconcile books and records to ensure that all transfers are accounted for properly.

I. The Bank Accounts

9. The Cash Management System is operated primarily through the Bank Accounts, maintained by the Debtors at the Banks. US Bank is an authorized depository with the Office of the United States Trustee (the "<u>U.S. Trustee</u>"). The Debtors maintain their primary

checking account (the "<u>Operating Account</u>") at SVB, which is not an authorized depository with the U.S. Trustee.

10. A schedule of the Bank Accounts, including the last four digits of each Bank Account number, is attached as **Exhibit 1** to each of the Proposed Orders. The following table summarizes the nature and purposes of the Bank Accounts:

Bank Accounts					
Account(s)	Description of Account(s)				
Operating Account Account ending in 0682	Molecular Templates OpCo, Inc. (" <u>OpCo</u> ") maintains its Operating Account at SVB. Funds from the Operating Account are used to fund payment of all of the Debtors' operating expenses. Historically, the Operating Account was funded from various capital contributions and other sources of the Debtors' funding. In the months leading up to the Petition Date, the Debtors have funded the Operating Account by transferring funds from the Investment Accounts, among other sources. The balance of the Operating Account as of the Petition Date is approximately \$2,387.09.				
Collateral Money Market Accounts Accounts ending in 1589; 6034; and 4375	 OpCo maintains three collateral money market accounts (collectively, the "<u>Collateral Money Market Accounts</u>") at SVB. The Money Market Accounts are held for the sole purpose of collateralizing certain of the Debtors' real property leases, in lieu of a traditional deposit. Each Collateral Money Market Account corresponds to a letter of credit executed with certain of the Debtors' landlords. The Collateral Money Market Accounts were each funded with a cash deposit upon opening of the accounts, and the Debtors have made no subsequent deposits into the Collateral Money Market Accounts. As of the Petition Date, the approximate balance of each of the Collateral Money Market Accounts is as follows: Account ending in 1589: \$0.00; Account ending in 4375: \$0.00. 				
Money Market Account Account ending in 3119	OpCo maintains a money market account (the " <u>Money Market</u> <u>Account</u> ") at SVB. The Money Market Account is held of the purpose of certain grant funds received from the Cancer Prevention and Research Institute of Texas. As of the Petition Date, the approximate balance of the Money Market Account is \$0.00.				
Investment Accounts Accounts ending in 5075 and 7490	The Debtors each maintain an investment account held by US Bank and administered by Capital Advisory Group. The Investment Accounts are funded from various capital contributions and other sources of the Debtors' funding. In the months leading up to the				

Petition Date, the Debtors have been withdrawing funds from the			
Investment Accounts to fund the Operating Account. As of the			
Petition Date, the approximate market value, less any accrued but			
unpaid interest, of each of the Investment Accounts is as follows:			
• Account ending in 5075 (held by Molecular Templates, Inc.			
(" <u>HoldCo</u> ")): \$376.03;			
• Account ending in 7490 (held by OpCo): \$151.85.			

II. Service Charges

11. In the ordinary course of business, the Banks charge, and the Debtors pay, honor or allow deduction from the appropriate account, certain service charges, fees and other costs and expenses associated with maintaining the Bank Accounts in accordance with the applicable agreements or schedules of fees governing the Bank Accounts (collectively, the "<u>Service Charges</u>"), which historically have not exceeded approximately \$915.00 per month. The Debtors believe they are current on all Services Charges as of the Petition Date but further believe Service Charges will become due and owing during the first 21 days of these chapter 11 cases (the "<u>Interim Period</u>"). Accordingly, the Debtors request authority, but not direction, to honor and pay prepetition Services Charges in an amount not to exceed \$915.00.

III. Funds Flow within the Cash Management System

12. Historically, the Cash Management System generally facilitated the following principle cash management functions: (a) cash collection; (b) disbursements to fund the Debtors' operations; and (c) Intercompany Transfers (defined below). Receipts from the Debtors' capital contributions and other fundraising were historically collected into the Operating Account and the Investment Accounts. In the ordinary course of business, the Operating Account funded the Debtors' disbursements on account of all operating expenses (such as utility, tax, insurance, and other obligations).

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13. Maintaining certain processes of the prepetition Cash Management System is critical to the Debtors' preservation of the value of the assets. Specifically, the Debtors intend to utilize its existing Cash Management System throughout these chapter 11 cases in maximizing the value of the estates and in accordance with historical practices. The existing Cash Management System is crucial for managing the Debtors' operations and processes throughout these chapter 11 cases, including, but not limited to, paying key parties in interest, insurance carriers, and utility providers, which is necessary to preserving and maximizing the value of the Debtors' estates.

IV. Intercompany Transactions

14. There may exist in the ordinary course of business, routine business transactions (the "<u>Intercompany Transactions</u>") by the Debtors related to funds flowing through the Operating Account. These Intercompany Transactions may occur as part of the regular business operations. In the ordinary course of the Debtors' business, HoldCo is not an operating entity and does not incur business expenses. Rather, funds from the Operating Account were used to pay all of the Debtors' business expenses. Transversely, OpCo is a disregarded entity for tax purposes, and HoldCo is responsible for paying the Debtors' tax obligations. As with all other expenses of the Debtors' business, these tax obligations are paid with funds from the Operating Account. There do not exist any Intercompany Transactions that occur between the Debtors and any non-debtor affiliate.

V. Existing Business Forms

15. The Debtors use a variety of business forms in the ordinary course, including, among others, checks, invoices and letterhead (the "<u>Business Forms</u>"). To minimize expenses and disruption, the Debtors seek authority to continue to use all Business Forms in substantially the form used immediately before the Petition Date, without reference to the Debtors' status as debtors in possession. The Debtors will communicate with their various vendors and

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counterparties to notify them of the commencement of these cases, which the Debtors believe will provide adequate notice of the Debtors' status as debtors in possession. In accordance with Local Rule 2015-1(a), to the extent the Debtors exhaust their existing supply of checks during these cases and require new checks, the Debtors will order checks with a notation indicating the designation "debtor in possession" and the case number of the applicable case.

BASIS FOR RELIEF

I. The Court should approve the Debtors' request to continue to utilize their Cash Management System, including authorizing continued use of existing Bank Accounts and implementing changes to the Cash Management System.

16. The U.S. Trustee Guidelines require debtors in possession to, among other

things:

- a. establish one debtor in possession bank account for all estate monies required for the payment of taxes, including payroll taxes;
- b. close all existing bank accounts and open new debtor in possession accounts;
- c. maintain a separate debtor in possession account for cash collateral; and
- d. obtain checks that bear the designation "debtor in possession" and reference the bankruptcy case number and type of account on such checks.

17. These requirements are designed to provide a clear line of demarcation between prepetition and postpetition claims and payments and help protect against the inadvertent payment of prepetition claims by preventing banks from honoring checks drawn before the Petition Date. Considering, however, that the Debtors' business is complex and their financial affairs require the disbursement and movement of funds through its Bank Accounts, enforcement of the provisions of the U.S. Trustee Guidelines during these chapter 11 cases would severely disrupt and delay the Debtors' ability to continue their operations uninterrupted. Accordingly, the Debtors

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respectfully request that the Court allow them to operate each of its Bank Accounts as they were maintained in the ordinary course of business before the Petition Date.

18. Continuing the Cash Management System is permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes a debtor in possession to "use property of the estate in the ordinary course of business without notice or a hearing." Additionally, courts in this and other districts have recognized that an integrated cash management system "allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash." *In re Columbia Gas Sys., Inc.,* 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff'd in part and rev'd in part,* 997 F.2d 1039 (3d Cir. 1993). The United States Court of Appeals for the Third Circuit has agreed, emphasizing that requiring a debtor to maintain separate accounts "would be a huge administrative burden and economically inefficient." *Columbia Gas,* 997 F.2d at 1061; *see also In re Southmark Corp.,* 49 F.3d 1111, 1114 (5th Cir. 1995) (finding that a cash management system allows a debtor "to administer more efficiently and effectively its financial operations and assets").

19. Bankruptcy courts treat requests for authority to continue utilizing existing cash management systems as a relatively "simple matter." *In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987). In *In re Charter Co.*, for example, the bankruptcy court entered an order authorizing the debtor and certain of its subsidiaries "to continue to consolidate the management of their cash as has been usual and customary in the past, and to transfer monies from affiliated entity to entity, including operating entities that are not debtors." 778 F.2d 617, 620 (11th Cir. 1985). The United States Court of Appeals for the Eleventh Circuit then affirmed a subsequent district court decision denying a creditor's motion for leave to appeal the bankruptcy court's cash management order, holding that authorizing the debtors to utilize their prepetition

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"routine cash management system" was "entirely consistent" with applicable provisions of the Bankruptcy Code. *Id.* at 621.

20. Indeed, in large chapter 11 cases, bankruptcy courts in this district routinely grant chapter 11 debtors similar authority to continue using existing cash management systems. *See, e.g., In re Ligado Networks LLC*, Case No. 25-10006 (TMH) (Bankr. D. Del. Feb. 3, 2025) (authorizing the debtors' continued use of existing cash management system and bank accounts); *In re Dynata, LLC*, No. 24- 11057 (TMH) (Bankr. D. Del. June 17, 2024) (same); *In re New RSC Holdco, Inc.*, No. 24-10939 (BLS) (Bankr. D. Del. May 28, 2024) (same); In re Number Holdings, Inc., No. 24-10719 (JKS) (Bankr. D. Del. May 7, 2024) (same); *In re JOANN Inc.*, No. 24-10418 (CTG) (Bankr. D. Del. Apr. 12, 2024) (same).

21. Here, the Debtors intend to utilize the Cash Management System in its current form, to the extent applicable, to preserve the value of their assets and the estates. Appropriate circumstances exist for the Court to authorize the Debtors' continued use of the Cash Management System. The Debtors have in place internal controls and procedures to prohibit payments on account of prepetition debts and to account for Intercompany Transactions within its Cash Management System and Bank Accounts. Decentralizing cash management and creating new bank accounts would unnecessarily complicate such controls and procedures. In light of existing protective measures, the Debtors submit that maintaining the Cash Management System will benefit parties in interest and is in the best interests of the Debtors' estates and creditors.

22. Additionally, the relief requested in this Motion will help minimize any disruption to the Debtors' business and preserve the value of the Debtors' estates. Indeed, any disruptions in the Cash Management System could lead to delays in satisfying the Debtors' financial obligations and meeting the demands of creditors. To avoid the potential erosion of value

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that could ensue from any such interruptions in the Debtors' satisfaction of expense obligations in the ordinary course of business, the Debtors believe it is imperative that they be authorized to continue to use the Cash Management System and the Bank Accounts as detailed above.

23. Strict adherence to the U.S. Trustee Guidelines would be burdensome to the Debtors and reduce efficiencies and cause unnecessary expense. The delays that would result from opening new accounts and revising cash management procedures would disrupt the Debtors' ability to continue operations uninterrupted and preserve the value of the estates, have little or no benefit to the Debtors' estates, and erode the value of the Debtors' estates to the detriment of all creditors.

24. For these reasons, the Debtors should be allowed to continue using the Cash Management System and Bank Accounts as detailed above.

25. The Debtors further request that the Court grant relief from the U.S. Trustee Guidelines to the extent they require the Debtors to make all disbursements by check. In particular, the U.S. Trustee Guidelines require that all receipts and all disbursements of estate funds must be made by check with a notation representing the reason for the disbursement. In the ordinary course, the Debtors conduct transactions through ACH, wire transfer and other similar methods. If the Debtors' ability to conduct transactions according to historical practice is impaired, the Debtors may be unable to timely perform under certain contracts, the Debtors could incur penalties and fines with taxing authorities, their business operations may be unnecessarily disrupted, and their estates will incur additional costs. Accordingly, the Debtors submit that they should be allowed to continue utilizing all existing payment methods.

II. The Court should authorize the Debtors to continue using their existing Business Forms.

26. The U.S. Trustee Guidelines require debtors in possession to immediately obtain new checks printed with the designation "debtor in possession" and the corresponding number of the bankruptcy case. To avoid unnecessary expense and further disruption of the Cash Management System, the Debtors request authorization to continue to use their existing Business Forms substantially in the forms existing immediately before the Petition Date, without reference to their status as debtors in possession. The Debtors will communicate with the various vendors and counterparties with whom the Debtors conduct business to notify them of the commencement of these cases, which the Debtors believe will provide adequate notice of the Debtors' status as debtors in possession. Furthermore, in accordance with Local Rule 2015-1(a), to the extent the Debtors will order checks with a notation indicating the designation "debtor in possession" and the case number of the applicable case. In light of these steps, the Debtors submit that parties in interest will not be prejudiced if the Debtors are authorized to continue to use their Business Forms substantially in the form existing immediately before the Petition Date.

III. The Court should authorize the Debtors to continue Intercompany Transactions in the ordinary course.

27. Intercompany Transactions are made between and among the Debtors in the ordinary course as part of the Cash Management System.² The Debtors track the Intercompany Transactions in their accounting system and can ascertain, trace, and account for the Intercompany

² The Debtors submit that the Intercompany Transactions are ordinary course transactions within the meaning of section 363(c)(1) of the Bankruptcy Code and, thus, do not require the Court's approval. Nonetheless, out of an abundance of caution, the Debtors seek authority to engage in such transactions on a postpetition basis.

Transactions. The Debtors respectfully submit that the continued performance of the Intercompany Transactions is in the best interest of the Debtors' estates, and, therefore, the Debtors should be permitted to continue performing such Intercompany Transactions for the limited purpose of funding OpCo's Operating Account and paying the business's ordinary course expenses and obligations.

IV. Cause exists for waiving the Deposit and Investment Guidelines of Section 345 of the Bankruptcy Code.

28. The Debtors request that the Court waive the requirements of section 345(b) of the Bankruptcy Code on an interim basis and permit the Debtors to maintain their deposits in the Bank Accounts in accordance with their existing deposit practices until such time as the Debtors obtain Court approval to deviate from the guidelines imposed under section 345(b) of the Bankruptcy Code on a final basis, to the extent necessary.

29. Section 345(a) of the Bankruptcy Code authorizes deposit or investment of the money of the estate, such as cash, as will "yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a). While section 345(a) requires that with respect to deposits and investments that are not "insured or guaranteed by the United States or by a department, agency or instrumentality of the United States or backed by the full faith and credit of the Unites States," the estate must require a bond in favor of the United States secured by the undertaking of a U.S. Trustee-approved corporate surety, section 345(b) permits the court to dispense with this undertaking "for cause." 11 U.S.C. § 345(b); *see also In re Serv. Merch. Co.*, 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999) (quoting the 1994 amendments to the Bankruptcy Code which explained that the new amendments to the Code would allow the courts to approve investments other than those permitted by section 345(b) for just cause).

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30. In *Service Merchandise*, the court identified the following factors for determining whether cause to waive the requirements of section 345(b) exists: (i) the sophistication of the debtor's business; (ii) the size of the debtor's business operations; (iii) the amount of investments involved; (iv) the bank ratings of the financial institutions where the debtor's funds are held; (v) the complexity of the case; (vi) the safeguards in place within the debtor's own business for insuring the safety of the funds; (vii) the debtor's ability to reorganize in the face of a failure of one or more of the financial institutions; (viii) the benefit to the debtor's request for relief from the section 345(b) requirements in light of the overall circumstances of the case. *Serv. Merch.*, 240 B.R. at 896–97.

31. The Debtors submit that cause exists to waive the requirements of section 345(b) of the Bankruptcy Code because the Debtors are sophisticated entities with a complex Cash Management System that rely on the Bank Accounts on a daily basis. As noted above, the Banks which hold the Debtors' material bank accounts are insured by the FDIC and, thus, the Debtors' funds in those accounts are safe (up to applicable FDIC limits). Furthermore, in light of the regular deposits to, and disbursements from, the various Bank Accounts, it would be especially disruptive, unnecessary, and wasteful to require the posting of a bond to the extent that the balance of the Bank Accounts exceed the applicable FDIC insurance limits at a given time.

32. Nonetheless, the Debtors propose to engage with the U.S. Trustee to determine what modifications, if any, to the Bank Accounts and Cash Management System would be appropriate under the circumstances. Accordingly, the Debtors request, pursuant to Local Rule 2015-1(b), a waiver of the requirements of section 345(b) of the Bankruptcy Code on an interim basis to permit them to confer with the U.S. Trustee regarding their compliance with section 345(b)

of the Bankruptcy Code or to make other arrangements that would be acceptable to the U.S. Trustee.

33. This Court and other courts have granted requests to approve the use of deposit practices that do not strictly comply with section 345(b) of the Bankruptcy Code. *See e.g., In re Novan, Inc.*, Case No. 23-10937 (LSS) (Bankr. D. Del. Aug. 21, 2023) (granting interim and final relief); *In-Shape Holdings, LLC*, Case No. 20-13130 (LSS) (Bankr. D. Del. Dec., 18, 2020 and Jan. 15, 2021 (same); *Libbey Glass Inc.*, Case No. 20-11439 (LSS) Bankr. D. Del. June 2, 2020 and July 1, 2020) (same); *In re New MACH Gen, LLC*, Case No. 18-11368 (MFW) (Bankr. D. Del. June 12, 2018 and July 2, 2018) (same); *In re Claire's Stores, Inc.*, Case No. 18-10584 (MFW) (Bankr. D. Del. Mar. 20, 2018 and Apr. 17, 2018) (same); *In re Rentech WP U.S. Inc.*, Case No. 17- 12958 (CSS) (Bankr. D. Del. Dec. 20, 2017 and Jan. 17, 2018) (same); *In re Aerogroup Int'l, Inc.*, Case No. 17-11962 (KJC) (Bankr. D. Del. Sept. 18, 2017 and Oct. 16, 2017) (same).

34. In light of the above, the Debtors respectfully request that this Court exercise its discretion to waive the requirements of section 345(b) of the Bankruptcy Code, on an interim basis, to the extent that such requirements are inconsistent with the Debtors' Cash Management System. The Debtors submit that the circumstances of these chapter 11 cases warrant such relief.

V. The Court should authorize the Banks to continue to maintain, service and administer the Debtors' Bank Accounts in the ordinary course.

35. The Debtors submit that parties in interest will not be prejudiced or injured by the Debtors' maintenance of their Bank Accounts in the ordinary course of business. As discussed above, the Debtors strongly believe that replacing the Bank Accounts with new accounts

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pursuant to the U.S. Trustee Guidelines would fruitlessly disrupt their business and derail the Debtors' efforts to preserve and maximize the value of their estates.

To further implement continued use of their Cash Management System and 36. Bank Accounts, the Debtors respectfully request that the Court authorize and direct the Banks to: (i) continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury, account and cash management services, all without interruption and in the ordinary course of business; (ii) receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn on the Bank Accounts; provided, however, that any check, draft or other notification that the Debtors advise the Banks to have been drawn, issued or otherwise presented before the Petition Date may be honored by the Banks only to the extent authorized by order of the Court; (iii) accept and honor all representations from the Debtors as to which checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items are dated before or after the Petition Date; and (iv) debit or charge the Bank Accounts for all undisputed Service Charges, whether arising before, on or after the Petition Date.

37. In addition, to protect the Banks, the Debtors also request that, to the extent the Banks honor a prepetition check or other item drawn on any account that is the subject of the Motion: (a) at the direction of the Debtors; or (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, the Banks will not be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item honored postpetition.

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The Debtors respectfully submit that such relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether a particular item may be paid in accordance with a Court order or otherwise.

38. The Debtors represent that if the relief requested herein is granted, they will implement appropriate mechanisms to ensure that no payments will be made on account of debts incurred before the Petition Date (other than those authorized by the Court). To prevent the inadvertent, unauthorized payment of prepetition claims, the Debtors will work closely with the Banks to ensure that appropriate procedures are in place to prevent checks that were issued prepetition from being honored without Court approval.

VI. The Court should authorize the payment of all undisputed Service Charges.

39. Payment of the prepetition Service Charges is in the best interests of the Debtors and all parties in interest in these chapter 11 cases, as it will prevent unnecessary disruptions to the Cash Management System and ensure that the Debtors' receipt of funds is not delayed. Payment of prepetition Service Charges will not prejudice any parties in interest. Indeed, because the Banks likely have setoff rights for the Service Charges, payment of prepetition Service Charges should not alter the rights of unsecured creditors in these chapter 11 cases. Even if such Service Charges were unsecured in whole or part, the Service Charges are *de minimis* and the cost of any disruption or delay in being able to accept, process and receive credit card payments, or being able to utilize the Cash Management System far outweighs the cost of paying the Service Charges. Thus, payment of the Service Charges is justified under the "doctrine of necessity."

40. Accordingly, the Debtors request authority, but not direction, to honor and pay all undisputed Service Charges, including prepetition Service Charges in an amount not to exceed \$915.00, and to allow the Banks to debit, charge or deduct, as applicable, such undisputed amounts in the ordinary course without interruption or delay.

SATISFACTION OF BANKRUPTCY RULE 6003

41. Bankruptcy Rule 6003 empowers the Court to issue an order, within 21 days after the Petition Date, granting a motion to "use . . . property of the estate, including a motion to pay all or part of a claim that arose before the filing of the petition" if such requested relief "is necessary to avoid immediate and irreparable harm." Fed. R. Bankr. P. 6003(b). For the reasons discussed above, entry of an interim order granting this Motion is integral to the Debtors' ability to successfully transition into chapter 11. As described above, any disruption to the Cash Management System could subject the Debtors to significant disruption to the Debtors' business, and loss of the value of the Debtors' assets, thereby causing immediate and irreparable harm to the Debtors' estates and, consequently, other interested parties. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

WAIVER OF BANKRUPTCY RULE 6004(a) AND 6004(h)

42. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that "[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise." Fed. R. Bankr. P. 6004(h). As described above, the relief that the Debtors seek in this Motion is necessary for the Debtors to continue their business without interruption and to preserve value of their estates. Accordingly, the Debtors respectfully request that the Court waive the 14-day stay imposed by Bankruptcy Rule 6004(h), as the exigent nature of the relief sought herein justifies immediate relief.

43. To implement the foregoing immediately, the Debtors respectfully request a waiver of the notice requirements of Bankruptcy Rule 6004(a) to the extent they are deemed to apply.

RESERVATION OF RIGHTS

44. Nothing contained herein or in the Proposed Orders is intended or shall be construed as: (i) an admission as to the validity, amount or priority of any claim against the Debtors; (ii) a waiver of the Debtors' rights to dispute any claim; (iii) a promise or requirement to pay any claim; (iv) a waiver of any claim or cause of action of the Debtors that exists against any entity; (v) a ratification or assumption of any agreement, contract or lease under section 365 of the Bankruptcy Code; (vi) a waiver of limitation of the Debtors' rights under the Bankruptcy Code, any other applicable law, or any agreement; or (vii) an admission or concession by the Debtors that any lien acknowledged or satisfied under this Motion is valid, and the Debtors expressly reserve and preserve their rights to contest the extent, validity, or perfection, or seek avoidance of, any such lien.

NOTICE

45. Notice of this Motion will be provided to: (a) the Office of the United States Trustee (Attn: Jane M. Leamy, jane.m.leamy@usdoj.gov); (b) counsel to K2 HealthVentures LLC; (c) the Internal Revenue Service; (d) SVB; (e) U.S. Bank; (f) the parties included on the Debtors' consolidated list of their 30 largest unsecured creditors; (g) the United States Attorney's Office for the District of Delaware; (h) the Securities and Exchange Commission; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this Motion is seeking first-day relief, the Debtors will serve copies of this Motion and any order entered in respect of this Motion as required by Local Rule 9013-1(m). The Debtors respectfully submit that no further notice of this Motion is required under the circumstances. Case 25-10739-BLS Doc 5 Filed 04/21/25 Page 19 of 19

CONCLUSION

WHEREFORE, the Debtors request that the Court enter the Proposed Orders,

granting the relief requested herein and such other and further relief as is just and proper.

Dated: April 21, 2025 Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Andrew R. Remming Eric D. Schwartz (No. 3134) Andrew R. Remming (No. 5120) Austin T. Park (No. 7247) Jake A. Rauchberg (No. 7444) 1201 N. Market Street, 16th Floor Wilmington, Delaware 19801 Telephone: (302) 658-9200 Facsimile: (302) 658-9200 Facsimile: (302) 658-3989 Email: eschwartz@morrisnichols.com aremming@morrisnichols.com jrauchberg@morrisnichols.com

Proposed Counsel to the Debtors and Debtors in Possession

<u>Exhibit A</u>

Proposed Interim Order

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:

Chapter 11

MOLECULAR TEMPLATES, INC., et al.,¹

Debtors.

(Joint Administration Requested)

Case No. 25-10739 (BLS)

INTERIM ORDER (I) AUTHORIZING DEBTORS TO (A) CONTINUE THEIR EXISTING CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN THEIR BANK ACCOUNTS AND EXISTING BUSINESS FORMS, (D) IMPLEMENT CHANGES TO THE EXISTING CASH MANAGEMENT SYSTEM AS NECESSARY, AND (E) CONTINUE ORDINARY COURSE INTERCOMPANY TRANSACTIONS, (II) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b) AND THE U.S. TRUSTEE'S OPERATING GUIDELINES, <u>AND (III) GRANTING RELATED RELIEF</u>

Upon the motion (the " \underline{Motion} ")² of the above-captioned debtors and debtors in

possession (the "<u>Debtors</u>") for entry of an interim order (this "<u>Order</u>") pursuant to sections 105(a), 345(b) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004 and Local Rule 9013-l(m): (i) authorizing, but not directing, the Debtors to (a) continue to operate their existing cash management system, (b) honor certain prepetition obligations related thereto, (c) maintain their existing bank accounts and business forms, (d) implement any changes to the existing cash management system as the Debtors deem necessary or appropriate, including, without limitation, opening new bank accounts or closing existing bank accounts, and (e) continue ordinary course Intercompany Transactions; (ii) waiving the requirements of section 345(b) of the Bankruptcy Code and the U.S. Trustee Guidelines on an interim basis; and (iii) granting any related relief, all

¹ The Debtors in these chapter 11 cases, along with the Debtors' federal tax identification numbers, are: Molecular Templates, Inc. (9596) and Molecular Templates OpCo, Inc. (6035). The Debtors' mailing address is: 124 Washington Street, Ste. 101, Foxboro, MA 02035. All Court filings can be accessed at: https://www.veritaglobal.net/MolecularTemplates.

² Capitalized terms used but not defined herein are defined in the Motion.

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as more fully described in the Motion; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given under the circumstances; and it appearing that no other or further notice need be provided under the circumstances; and it appearing that the relief requested by this Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

- 1. The Motion is GRANTED on an interim basis as set forth herein.
- 2. A final hearing on the relief sought in the Motion shall be conducted on

______, 2025 at __:____, 2025 at __:____, (ET) (the "Final Hearing"). Any party in interest objecting to the relief sought at the Final Hearing or entry of the Proposed Final Order shall file and serve a written objection, which objection shall be served upon (i) the Debtors, Molecular Templates, Inc., 123 Washington, Street, Suite 101, Foxboro, MA 20235, Attn: Craig Jalbert (cjalbert@vplc.com); (ii) proposed counsel for the Debtors, Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, DE 19899, Attn: Eric D. Schwartz, (eschwartz@morrisnichols.com), Andrew R. Remming, (aremming@morrisnichols.com), Austin T. Park, (apark@morrisnichols.com), and Jake A. Rauchberg (jrauchberg@morrisnichols.com); (iii) counsel to K2 HealthVentures LLC, (a) Sidley Austin LLP, 1999 Avenue of the Stars, Floor 17, Los Angeles CA 90067, Attn: Samuel Newman (sam.newman@sidley.com) and (b) Polsinelli, 222 Delaware Avenue, Suite 1101, Wilmington, DE 19801, Attn: Christopher A. Ward (cward@polsinelli.com); (iv) counsel to any official committee appointed in these chapter 11 cases; and (v) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Room 2207, Wilmington, DE 19801, Attn: Jane M. Leamy

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(jane.m.leamy@usdoj.gov), in each case no later than [_____], 2025 at 4:00 p.m. (ET). If no objections to the entry of the Proposed Final Order are timely filed, this Court may enter the Proposed Final Order without further notice or a hearing.

3. The Debtors are authorized but not directed to continue to use the Cash Management System, including the Bank Accounts, in the ordinary course and to implement any ordinary course changes to the Cash Management System as the Debtors deem necessary or appropriate to the extent not inconsistent with this Interim Order.

4. The Debtors are further authorized but not directed to: (i) continue to use, with the same account numbers, the Bank Accounts in existence on the Petition Date, and need not comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Operating Guidelines, including, without limitation, the requirement to establish separate accounts for cash collateral and/or tax payments; (ii) treat the Bank Accounts for all purposes as accounts of the Debtor as debtor in possession; (iii) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including, without limitation, by check, wire transfer and other methods; (iv) pay the Service Charges, including, without limitation, any undisputed Service Charges regardless of whether such Service Charge arose before, on or after the Petition Date; and (v) otherwise perform their obligations under the documents governing the Bank Accounts.

5. The Debtors are authorized, but not directed, to honor and pay all undisputed Service Charges in an amount not to exceed \$915.00, and the Banks are hereby authorized to debit, charge or deduct, as applicable, such undisputed amounts in the ordinary course of business.

6. The Debtors are authorized to use, in their present form, all Business Forms and other documents related to the Bank Accounts, without reference to their status as debtors in

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possession, <u>provided</u>, <u>however</u>, that if the Debtors exhaust their existing check stock during the pendency of these chapter 11 cases, the Debtors will order checks with a notation indicating the designation "debtor in possession" and the case number of the applicable case; provided, further that for any check stock printed in house by the Debtors, the Debtors will add such designation within 10 days of entry of this Order.

7. The Debtors are authorized to open new bank accounts or close any Bank Accounts as they may deem necessary and appropriate in their sole discretion without further order of this Court; <u>provided</u>, <u>however</u>, that the Debtors shall provide the U.S. Trustee and counsel to any official committee appointed in these cases notice of the opening of any new bank accounts or closing of any Bank Account (which notice may be provided in the form notation on the Debtor's monthly operating report); and <u>provided further</u>, to the extent the Debtors open a new bank account, the Debtors shall open such new bank account(s) at a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or at a bank that is willing to immediately execute such an agreement.

8. Except as otherwise expressly provided in this Order, the Banks are authorized to: (i) continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury, account and cash management services, all without interruption and in the ordinary course of business; (ii) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn on the Bank Accounts; provided, however, that any check, draft or other notification that the Debtors advise a Bank to have been drawn, issued or otherwise presented before the Petition Date may be honored by the Bank only to the extent authorized by order of the Court; (iii) accept and honor all representations

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from the Debtors as to which checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items are dated before or after the Petition Date; and (iv) debit or charge the Bank Accounts for all undisputed Service Charges, whether arising before, on or after the Petition Date.

9. Subject to the terms of this Order, the Banks may rely upon the representations of the Debtors with respect to whether any disbursement should be honored pursuant to any order of this Court, whether or not such disbursements are dated before, on or after the Petition Date, and no Bank that honors a prepetition disbursement that is the subject of this Order (i) at the direction of the Debtors or (ii) in the good-faith belief that this Court has authorized such disbursement to be honored shall or shall be deemed to have any liability to the Debtors or their estates on account of such disbursement being honored postpetition, or otherwise be deemed to be in violation of this Order.

10. The Debtors are authorized but not directed to continue performing Intercompany Transactions in the ordinary course on a postpetition basis; provided, however, that such Intercompany Transactions do not fund any non-debtor affiliate in the ordinary course.

11. In connection with the ongoing utilization of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash in the ordinary course so that all transactions (including Intercompany Transactions) may be readily ascertained, traced, recorded properly, and distinguished between prepetition and postpetition transactions and shall make such records available to the U.S. Trustee upon request.

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12. For Banks at which the Debtors hold Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee, as soon as practicable after entry of this Order, the Debtors shall (i) contact each Bank, (ii) provide the Bank with the Debtors' employer identification number, and (iii) identify each Bank Account held at such Banks as being held by a debtor in possession in a bankruptcy case. For banks that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good faith efforts to cause the banks to execute a Uniform Depository agreement in a form prescribed by the Office of the United States Trustee within thirty (30) days of the date of entry of this Order. The Debtors' time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of thirty (30) days from the date of this Interim Order (the "Extension Period"), provided that such extension is without prejudice to the Debtors' right to request a further extension of the Extension Period or a final waiver of the requirements under section 345(b) of the Bankruptcy Code, including at the final hearing.

13. As soon as practicable after entry of this Order, the Debtors shall serve a copy of this Order on the Banks.

14. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

15. The requirements of Bankruptcy Rule 6003(b) have been satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

16. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be effective and enforceable immediately upon its entry.

17. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h),7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.

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18. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order.

<u>Exhibit 1</u>

Debtors' Bank Accounts

	Account Holder	Bank Name	Last Four Digits of Account #	Account Type/Purpose
1	Molecular Templates OpCo, Inc.	Silicon Valley Bank	0682	Operating Account
2	Molecular Templates OpCo, Inc.	Silicon Valley Bank	1589	Collateral Money Market Account
3	Molecular Templates OpCo, Inc.	Silicon Valley Bank	4375	Collateral Money Market Account
4	Molecular Templates OpCo, Inc.	Silicon Valley Bank	6034	Collateral Money Market Account
5	Molecular Templates OpCo,. Inc.	Silicon Valley Bank	3119	Money Market Account
6	Molecular Templates OpCo, Inc.	U.S. Bank	7490	Investment Account
7	Molecular Templates, Inc.	U.S. Bank	5075	Investment Account

<u>Exhibit B</u>

Proposed Final Order

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

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Chapter 11

MOLECULAR TEMPLATES, INC., et al.,¹

Debtors.

Case No. 25-10739 (BLS)

(Joint Administration Requested)

FINAL ORDER (I) AUTHORIZING DEBTORS TO (A) CONTINUE THEIR EXISTING CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN THEIR BANK ACCOUNTS AND EXISTING BUSINESS FORMS, (D) IMPLEMENT CHANGES TO THE EXISTING CASH MANAGEMENT SYSTEM AS NECESSARY, AND (E) CONTINUE ORDINARY COURSE INTERCOMPANY TRANSACTIONS, (II) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b) AND THE U.S. TRUSTEE'S OPERATING GUIDELINES, <u>AND (III) GRANTING RELATED RELIEF</u>

Upon the motion (the "<u>Motion</u>")² of the above-captioned debtors and debtors in possession (the "<u>Debtors</u>") for entry of an interim order (the "<u>Interim Order</u>") and a final order (this "<u>Final Order</u>") pursuant to sections 105(a), 345(b) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 2015, 6003 and 6004(h) and Local Rules 2015-1 and 9013-1(m): (i) authorizing, but not directing, the Debtors to (a) continue to operate their existing cash management system, (b) honor certain prepetition obligations related thereto, (c) maintain their existing bank accounts and business forms, (d) implement any changes to the existing cash management system as the Debtors deem necessary or appropriate, including, without limitation, opening new bank accounts or closing existing bank accounts, and (e) continue ordinary course Intercompany Transactions; (ii) waiving the requirements of section 345(b) of the Bankruptcy Code and the U.S. Trustee

¹ The Debtors in these chapter 11 cases, along with the Debtors' federal tax identification numbers, are: Molecular Templates, Inc. (9596) and Molecular Templates OpCo, Inc. (6035). The Debtors' mailing address is: 124 Washington Street, Ste. 101, Foxboro, MA 02035. All Court filings can be accessed at: https://www.veritaglobal.net/MolecularTemplates.

² Capitalized terms used but not defined herein are defined in the Motion.

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Guidelines on a final basis; and (iii) granting related relief, all as more fully described in the Motion; and the Court having previously entered the Interim Order; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.

2. The Debtors are authorized but not directed to continue to use the Cash Management System, including the Bank Accounts, in the ordinary course and to implement any changes to the Cash Management System as the Debtors deem necessary or appropriate to the extent not inconsistent with this Final Order.

3. The Debtors are further authorized but not directed to: (i) continue to use, with the same account numbers, the Bank Accounts in existence on the Petition Date, and need not comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Operating Guidelines, including, without limitation, the requirement to establish separate accounts for cash collateral and/or tax payments; (ii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (iii) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including, without limitation, by check, wire transfer and other methods; (iv) pay the Service Charges, including, without limitation, any undisputed Service Charges regardless of whether such Service Charge arose before, on or after the Petition Date; and (v) otherwise perform their obligations under the documents governing the Bank Accounts.

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4. The Debtors are authorized, but not directed, to honor and pay all undisputed Service Charges in an amount not to exceed \$915.00, and the Banks are hereby authorized to debit, charge or deduct, as applicable, such undisputed amounts in the ordinary course of business.

5. The Debtors are authorized to use, in their present form, all Business Forms and other documents related to the Bank Accounts, without reference to their status as debtors in possession, <u>provided</u>, <u>however</u>, that if the Debtors exhaust their existing check stock during the pendency of these chapter 11 cases, the Debtors will order checks with a notation indicating the designation "debtor in possession" and the case number of this case.

6. The Debtors are authorized to open new bank accounts or close any Bank Accounts as they may deem necessary and appropriate in their sole discretion without further order of this Court; <u>provided</u>, <u>however</u>, that the Debtors shall provide the U.S. Trustee and counsel to any official committee appointed in these cases notice of the opening of any new bank accounts or closing of any Bank Account (which notice may be provided in the form notation on the Debtors' monthly operating report); and <u>provided further</u>, to the extent the Debtors open a new bank account, the Debtors shall open such new bank account(s) at a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or at a bank that is willing to immediately execute such an agreement.

7. Except as otherwise expressly provided in this Final Order, the Banks are authorized to: (i) continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury, account and cash management services, all without interruption and in the ordinary course of business; (ii) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, EFT (including wires or ACH

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transfers), credit card payments and other items presented, issued or drawn on the Bank Accounts; <u>provided</u>, <u>however</u>, that any check, draft or other notification that the Debtors advise a Bank to have been drawn, issued or otherwise presented before the Petition Date may be honored by the Bank only to the extent authorized by order of the Court; (iii) accept and honor all representations from the Debtors as to which checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items are dated before or after the Petition Date; and (iv) debit or charge the Bank Accounts for all undisputed Service Charges, whether arising before, on or after the Petition Date.

8. Subject to the terms of this Order, the Banks may rely upon the representations of the Debtors with respect to whether any disbursement should be honored pursuant to any order of this Court, whether or not such disbursements are dated before, on or after the Petition Date, and no Bank that honors a prepetition disbursement that is the subject of this Order (i) at the direction of the Debtors or (ii) in the good-faith belief that this Court has authorized such disbursement to be honored shall or shall be deemed to have any liability to the Debtors or their estates on account of such disbursement being honored postpetition, or otherwise be deemed to be in violation of this Order.

9. The Debtors are authorized but not directed to continue performing Intercompany Transactions in the ordinary course of business on a postpetition basis; provided, however, that such Intercompany Transactions do not fund any non-debtor affiliate in the ordinary course.

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10. In connection with the ongoing utilization of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash in the ordinary course so that all transactions (including Intercompany Transactions) may be readily ascertained, traced, recorded properly, and distinguished between prepetition and postpetition transactions and shall make such records available to the U.S. Trustee upon request.

11. As soon as practicable after entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Banks.

12. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

13. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

14. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Order.

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<u>Exhibit 1</u>

Debtors' Bank Accounts

	Account Holder	Bank Name	Last Four Digits of Account #	Account Type/Purpose
1	Molecular Templates OpCo, Inc.	Silicon Valley Bank	0682	Operating Account
2	Molecular Templates OpCo, Inc.	Silicon Valley Bank	1589	Collateral Money Market Account
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4	Molecular Templates OpCo, Inc.	Silicon Valley Bank	6034	Collateral Money Market Account
5	Molecular Templates OpCo,. Inc.	Silicon Valley Bank	3119	Money Market Account
6	Molecular Templates OpCo, Inc.	U.S. Bank	7490	Investment Account
7	Molecular Templates, Inc.	U.S. Bank	5075	Investment Account