

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

In re:

Molecular Templates, Inc., *et. al.*,¹

Debtors.

Chapter 11

Case No. 25-10739-BLS

(Jointly Administered)

Re: D.I. 59

**ORDER UNDER SECTION 327(e) OF THE BANKRUPTCY CODE
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LOWENSTEIN SANDLER LLP AS SPECIAL CORPORATE COUNSEL FOR
THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon consideration of the application (the “Application”)² of the above captioned debtors and debtors-in-possession (the “Debtors”) for entry of an order authorizing the employment and retention of Lowenstein Sandler LLP (“Lowenstein Sandler”) as special corporate counsel to the Debtors, *effective as of* the Petition Date (April 20, 2025), and upon the declarations of Jeffrey D. Prol (the “Prol Declaration”) and Craig Jalbert (the “Jalbert Declaration”) in support of the Application and the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure* (the “Statement”) submitted concurrently with the Application; and the Court being satisfied, based on the representations made in the Application, the Prol Declaration, the Jalbert Declaration and the Statement that Lowenstein Sandler neither represents nor holds any interest adverse to the Debtors or to the estates with respect to the matters on which Lowenstein Sandler is to be employed, and that the employment of Lowenstein Sandler as special corporate counsel to the

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 otherwise defined herein shall have the meanings ascribed to them in the Application.



Debtors is necessary and in the best interests of the Debtors and their estates; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 pursuant to the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that due notice of the Application has been given; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Application is **GRANTED** as set forth herein.
2. Pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are authorized to employ and to retain Lowenstein Sandler as special corporate counsel in these Chapter 11 Cases, with respect to the Areas of Representation (as defined in the Application), effective as of the Petition Date, pursuant to the terms set forth in the Application.
3. Lowenstein Sandler shall use reasonable efforts and will coordinate with Debtors' bankruptcy counsel, Morris, Nichols, Arsht & Tunnell LLP, to minimize duplication of services among the Debtors' professionals.
4. Lowenstein Sandler shall be compensated for legal services rendered to the Debtors and reasonable expenses incurred in connection therewith in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other orders entered of this Court.
5. Lowenstein Sandler shall apply for compensation for professional services rendered to the Debtors and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable

provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.

6. Lowenstein Sandler shall be authorized to continue to hold and apply the Retainer Balance (as defined in the Statement) with respect to post-petition fees and expenses incurred by Lowenstein Sandler in rendering services to the Debtors, subject to submission of fee applications and approval by the Court and/or otherwise consistent with any other applicable procedures and orders of this Court.

7. Lowenstein Sandler shall provide ten days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or any agreement entered into in connection with the Debtors' retention of Lowenstein Sandler are implemented and shall file such notice with the Court, *provided*, however, that in the event that the Lowenstein Sandler attorneys responsible for this matter do not have sufficient advance notice of such rate increases, Lowenstein Sandler shall provide notice to the Debtors, the U.S. Trustee, and any official committee as soon as practicable after the information regarding rate increases becomes available to the Lowenstein Sandler attorneys responsible for this matter.

8. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted by this Order.

9. This Court shall retain jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

Dated: May 21st, 2025
Wilmington, Delaware


BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE