THIRD JUDICIAL DISTRICT COURT
SALT LAKE COUNTY, STATE OF UTAH

Industry Office SLC, LLC, Plaintiff,	:	**Ruling on Winkler Privileged Communications**
	:	Case No. 230904627
Recursion Pharmaceuticals, Inc., Defendant.	:	Judge Mark S. Kouris

This court was asked to examine 329 Bates stamped documents, delivered in-camera, that include communications between Catalyst and Jason Winkler. All communications take place between February and June 2023, which covers the period of Winkler's removal, Recursion's notice of default, and Industry's decision-making process in response. Catalyst has withheld these documents, asserting they are protected by the common interest privilege under Utah Rule of Evidence 504.

Recursion argues that any common legal interest between Catalyst and Winkler ceased on March 6, 2023, when Catalyst removed Winkler as manager. Further, Recursion contends that this event, followed by accusations of gross negligence, threats of legal action against Winkler, and a subsequent loan default, created an adversarial relationship, making their legal interests divergent, not "identical" as required by the privilege.

Catalyst argues the privilege is valid. They argue that the legal standard requires an identical interest only with respect to the subject matter of the specific communications, which they assert was exclusively the shared legal goal of defending against Recursion's claims. They maintain that because Recursion's claims are based on Winkler's actions, both parties share the same potential legal liability, creating a clear common interest. Further, this claimed common

interest was formalized through both an oral understanding in early 2023 and a subsequent written agreement effective May 1, 2023.

Each document/email was examined to include the general prerequisites for attorney-client privilege, and that the parties have an "identical legal interest" with respect to the subject matter of the communication. Factors that support an "identical legal interest" include: the substance of the communications, a shared potential legal exposure that supports the common legal interest in defending against allegations, and the existence of a formal written common interest agreement. The document's descriptions follow:

Pages 1-4	Emails discussing the drafting of agreement #1
Pages 5-12	Drafts of agreement #1
Page 13	Emails discussing agreement #1
Page 14-16	Blank
Pages 17-24	Drafts of agreement #1
Pages 25-29	Emails in preparation of a meeting
Pages 30-35	Exhibits used in the meeting
Page 36	Introductory email to following documents
Page 37-50	Drafts of a Common Interest and Confidentiality Agreement
Page 51	Introductory email to the following documents
Page 52-57	Drafts of a Common Interest and Confidentiality Agreement
Page 59	Email concerning the above agreement
Page 60-63	Letter from attorney
Page 64-284	Numerous emails that all include Jason Winkler and counsel as the sender or receiver – all are labeled Common Interest Privilege – it should be noted that Jason Winkler
Pages 285-287	Invoices that are the subject of the emails
Page 288-300	Numerous emails that all include Jason Winkler and counsel as the sender or receiver – all are labeled Common Interest Privilege – it should be noted that Jason Winkler
Page 301	Blank
Page 302-329	Numerous emails that all include Jason Winkler and counsel as the sender or receiver – all are labeled Common Interest Privilege – it should be noted that Jason Winkler

The court notes that the dates of these communications are all near the date that Winkler was fired. Despite this timing, it is clear that Winkler perceives himself at risk with regard to the Recursion lawsuit. As a result, the communications are all focused on the common interest of opposing Recursion. There is no mention of the default. For that reason, the common interest exception applies and all documents are privileged.

Recursion's SODI, with regard to Winkler's privileged communications, is DENIED. Further, within 10 days of the issuance of this ruling, the 329 pages issued to this court will be destroyed.

DATED this 9th of October 2025.

By the court:



Mark S. Kouris
District Court Judge

CERTIFICATE OF NOTIFICATION

I certify that a copy of the attached document was sent to the following people for case 230904627 by the method and on the date specified.

EMAIL: JESS KRANNICH JKRANNICH@WSGR.COM

EMAIL: WILLIAM BARBER BBARBER@WSGR.COM

EMAIL: PAUL SAMPSON PSAMPSON@WSGR.COM

EMAIL: TAMARA LEMMON TLEMMON@WSGR.COM

EMAIL: D JASON HAWKINS JHAWKINS@SPENCERFANE.COM

EMAIL: DANICA CEPERNICH DCEPERNICH@SPENCERFANE.COM

EMAIL: NICHOLAS J REISCH nreisch@spencerfane.com

EMAIL: BRIAN W ZIMMERMAN bzimmerman@spencerfane.com

EMAIL: CHRISTOPHER DROUBAY CDROUBAY@SPENCERFANE.COM

EMAIL: JESSICA E CHONG jchong@spencerfane.com

Date: 10/10/2025

/s/ ANDREA BANKS

Signature