

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

In re:)	Chapter 11
)	
FISKER INC., <i>et al.</i> ,)	Case No. 24-11390 (TMH)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	Hearing Date: December 9, 2024, at 11:00 a.m. (ET)
)	Objection Deadline: December 2, 2024, at 4:00 p.m. (ET)

**SUMMARY OF COMBINED THIRD MONTHLY AND FINAL
FEE APPLICATION OF M3 ADVISORY PARTNERS, LP,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE MONTHLY PERIOD
FROM SEPTEMBER 1, 2024 THROUGH OCTOBER 17, 2024 AND
THE FINAL PERIOD FROM JULY 5, 2024 THROUGH OCTOBER 17, 2024**

Name of Applicant:	M3 Advisory Partners, LP
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Date of retention:	August 6, 2024 (Effective as of July 5, 2024) [D.I. 385]
Monthly Period for which compensation and reimbursement is sought:	September 1, 2024 through October 17, 2024
Amount of compensation sought as actual, reasonable and necessary for Monthly Period:	\$97,338.00 (80% of \$121,672.50)
Amount of expense reimbursement sought as actual, reasonable and necessary for Monthly Period:	\$0.00

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers or Delaware file numbers, are as follows: Fisker Inc. (0340); Fisker Group Inc. (3342); Fisker TN LLC (6212); Blue Current Holding LLC (6668); Platinum IPR LLC (4839); and Terra Energy Inc. (0739). The address of the debtors' corporate headquarters is 14 Centerpointe Drive, La Palma, CA 90623.



Period for which final compensation and reimbursement is sought

July 5, 2024 through October 17, 2024

Amount of compensation sought as actual, reasonable and necessary for Final Period:

\$1,004,057.33²

Amount of expense reimbursement sought as actual, reasonable and necessary for Final Period:

\$6,752.84

This is a(n): X monthly interim X final application

Prior Fee Applications Filed:

Application/ D.I. No.	Date Filed	Period Covered	Requested Fees/Expenses	Authorized Fees / Expenses
First Monthly Application [D.I. 510]	9/3/2024	7/5/2024 – 7/31/2024	\$724,557.63 / \$6,518.07	\$579,646.10 / \$6,518.07
Second Monthly Application [D.I. 593]	9/25/2024	8/1/2024 – 8/31/2024	\$152,827.20 / \$234.77	\$122,261.76 / \$234.77
Total			\$877,384.83 / \$6,752.84	\$701,907.86 / \$6,752.84

² This amount includes an estimated \$5,000 in additional fees and expenses incurred after October 17, 2024 in connection with (i) preparing this Application; (ii) responding to objections to this Application, if any; and (iii) attending the hearing thereon. M3 reserves the right to seek additional fees or expenses incurred for fees incurred during the time period indicated above if not accounted for herein, and in preparing this Application.

FISKER INC., et al.

**SUMMARY OF BILLING BY PROFESSIONAL
FOR THE MONTHLY PERIOD FROM
SEPTEMBER 1, 2024 THROUGH OCTOBER 17, 2024**

Professional	Position	Hourly Rate	Total Hours Billed	Total Compensation
Winning, Robert	Managing Director	\$1,205	23.6	\$28,438.00
Kroll, Adam	Operating Partner ¹	\$1,205	1.0	\$1,205.00
Boffi, Jonathan	Director	\$990	22.1	\$21,879.00
Greenhaus, Eric	Vice President	\$786	89.3	\$70,150.50
			136.0	\$121,672.50

Blended Rate: \$894.98

¹ References to M3 or M3 personnel include Adam Kroll, a subcontractor, in accordance with the Retention Order. Fees incurred for Mr. Kroll will be passed through by M3.

FISKER INC., et al.

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY
FOR THE MONTHLY PERIOD FROM
SEPTEMBER 1, 2024 THROUGH OCTOBER 17, 2024**

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Claims/Liabilities Subject to Compromise	4.0	\$3,205.20
Court Attendance/Participation	8.4	\$6,663.60
Fee Application	4.2	\$3,918.70
Financing Matters (Cash Budget, DIP, Exit, Other)	51.1	\$42,297.70
General Correspondence with Debtors and Debtors' Professionals	0.7	\$693.00
General Correspondence with Other Professionals	0.7	\$550.20
General Correspondence with UCC & UCC Counsel	7.5	\$7,791.00
Investigations and Litigation Support	3.6	\$4,037.00
Miscellaneous Motions	3.5	\$2,711.70
Plan of Reorganization/Disclosure Statement	47.8	\$46,267.40
Statements/Schedules	4.5	\$3,537.00
TOTAL	136.0	\$121,672.50

FIKER INC., et al.

SUMMARY OF FINAL FEE APPLICATION	
Name of Applicant	M3 Advisory Partners, LP
Name of Client	Official Committee of Unsecured Creditors of Fisker Inc., et al.
Fee period covered by Final Fee Application	July 5, 2024 through October 17, 2024
Total compensation sought during Final Period	\$1,004,057.33 ²
Total expenses sought during Final Period	\$6,752.84
Petition Date	June 17/19, 2024
Retention Date	August 6, 2024, effective as of July 5, 2024
Date of order approving employment	August 6, 2024
Total compensation approved by interim order to date	\$0.00
Total expenses approved by interim order to date	\$0.00
Total allowed compensation paid to date	\$701,907.86
Total allowed expenses paid to date	\$6,752.84
Blended rate in Final Fee Application for all Timekeepers	\$918.23
Compensation sought in this Final Fee Application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Expenses sought in this Final Fee Application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included in this Final Fee Application	6
If applicable, number of professionals in this Final Fee Application not included in staffing plan	N/A
If applicable, difference between fees budgeted and compensation sought for this Final Period	N/A
Number of professionals billing fewer than 15 hours to the case during this Final Period:	0
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this Final Fee Application using the rates originally disclosed in the retention application:	No

² This amount includes an estimated \$5,000 in additional fees and expenses incurred after October 17, 2024 in connection with (i) preparing this Application; (ii) responding to objections to this Application, if any; and (iii) attending the hearing thereon. M3 reserves the right to seek additional fees or expenses incurred for fees incurred during the time period indicated above if not accounted for herein, and in preparing this Application.

FIKER INC., et al.**SUMMARY OF BILLING BY PROFESSIONAL
FOR THE FINAL PERIOD FROM
JULY 5, 2024 THROUGH OCTOBER 17, 2024**

Professional	Position	Hourly Rate	Total Hours Billed	Total Compensation
Winning, Robert	Managing Director	\$1,205	203.2	\$244,856.00
Kroll, Adam	Operating Partner ³	\$1,205	81.4	\$98,026.75
Boffi, Jonathan	Director	\$990	278.1	\$275,319.00
Greenhaus, Eric	Vice President	\$786	294.9	\$231,752.10
Lo, Anthony	Vice President	\$786	78.4	\$61,645.98
Altman, Matthew	Associate	\$575	152.1	\$87,457.50
			1,088.0	\$999,057.33

Blended Rate: \$918.23

³ References to M3 or M3 personnel include Adam Kroll, a subcontractor, in accordance with the Retention Order. Fees incurred for Mr. Kroll will be passed through by M3.

FISKER INC., et al.

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY
FOR THE FINAL PERIOD FROM
JULY 5, 2024 THROUGH OCTOBER 17, 2024**

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Asset Sales	22.4	\$20,546.00
Case Administration	14.3	\$13,620.90
Claims/Liabilities Subject to Compromise	37.0	\$34,336.10
Court Attendance/Participation	31.9	\$30,962.70
Fee Application	27.9	\$25,592.50
Financial & Operational Matters	173.6	\$154,325.38
Financing Matters (Cash Budget, DIP, Exit, Other)	352.7	\$301,082.90
Firm Retention	2.6	\$3,133.00
General Correspondence with Debtors and Debtors' Professionals	86.6	\$83,788.80
General Correspondence with Other Professionals	4.4	\$5,008.70
General Correspondence with UCC & UCC Counsel	112.0	\$112,632.00
Investigations and Litigation Support	73.2	\$70,674.50
Miscellaneous Motions	45.1	\$40,553.95
Plan of Reorganization/Disclosure Statement	98.2	\$97,579.90
Statements/Schedules	6.2	\$5,220.00
TOTAL	1,088.0	\$999,057.33

FISKER INC., et al.

**EXPENSE SUMMARY
FOR THE FINAL PERIOD FROM
JULY 5, 2024 THROUGH OCTOBER 17, 2024**

Expense Category	Total Expenses
Business Meals	\$441.87
Lodging	\$224.45
Transportation	\$6,086.52 ¹
TOTAL	\$6,752.84

¹ Included costs required to change personal travel in order to attend contested hearing on cash collateral conversion.

**IN THE UNITED STATES BANKRUPTCY COURT
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)	Chapter 11
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Debtors. ¹)	(Jointly Administered)
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)	Hearing Date: December 9, 2024, at 11:00 a.m. (ET)
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**COMBINED THIRD MONTHLY
AND FINAL FEE APPLICATION OF
M3 ADVISORY PARTNERS, LP, FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE MONTHLY PERIOD
FROM SEPTEMBER 1, 2024 THROUGH OCTOBER 17, 2024 AND
THE FINAL PERIOD FROM JULY 5, 2024 THROUGH OCTOBER 17, 2024**

M3 Advisory Partners, LP (the “Applicant” or “M3”), financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) of Fisker Inc., *et al.*, and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby submits this application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order*

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers or Delaware file numbers, are as follows: Fisker Inc. (0340); Fisker Group Inc. (3342); Fisker TN LLC (6212); Blue Current Holding LLC (6668); Platinum IPR LLC (4839); and Terra Energy Inc. (0739). The address of the debtors’ corporate headquarters is 14 Centerpointe Drive, La Palma, CA 90623.

² References to M3 or M3 personnel include Adam Kroll, a subcontractor, in accordance with the Retention Order. Fees incurred for Mr. Kroll will be passed through by M3.

Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals [Docket No. 350] (the “Interim Compensation Order”),³ for allowance of compensation for services rendered and reimbursement of expenses for the combined monthly period from September 1, 2024 through October 17, 2024 (the “Monthly Period”) and the final period from July 5, 2024 through October 17, 2024 (the “Final Period”). In support of this Application, M3 respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider the Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-1(f), the Committee consents to entry of final orders or judgments by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

A. The Chapter 11 Cases

4. On June 17 and 19, 2024 (collectively, the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. These Chapter 11 Cases were jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b). Following the Petition Date, the Debtors remained in possession of their assets and continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

5. On July 2, 2024, the Office of the United States Trustee for Region 3 (the “U.S. Trustee”) appointed a seven-member Committee consisting of: (i) U.S. Bank Trust National Association; (ii) Avnet, Inc.; (iii) Magna International, Inc.; (iv) Keyframe Capital Partners, L.P.; (v) T-Mobile US, Inc.; (vi) Cristian Fleming; and (vii) Mouri Tech LLC. *See* D.I. 106.

B. The Retention of M3

6. On July 19, 2024, the Committee applied to the Court for an order authorizing the retention and employment of M3 as Financial Advisor to the Committee, effective as of July 5, 2024. *See* D.I. 258.

7. On August 6, 2024, the Court entered the *Order Pursuant to 11 U.S.C. §§ 328(a) and 1103 Authorizing and Approving the Retention and Employment of M3 Advisory Partners, LP as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of July 5, 2024* authorizing the retention and employment of M3 as Financial Advisor to the Committee. *See* D.I. 385.

C. The Interim Compensation Order

8. The Interim Compensation Order sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases. Specifically, the Interim Compensation Order provides that on or after the second day of each month following the month for which compensation is sought, each Retained Professional seeking compensation may file a monthly fee statement (each, a “Monthly Fee Statement”) for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month and serve such Monthly Fee Statement on the Compensation Notice Parties. Provided that there are no objections to the Monthly Fee Statement filed within fourteen (14) days after service of a Monthly Fee Statement, a Retained Professional may file a certificate of

no objection with the Court with respect to the unopposed portion of the compensation and expenses requested in its Monthly Fee Statement, after which the Debtors are authorized and directed to pay such Retained Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Statement.

9. Additionally, pursuant to the Interim Compensation Order, Retained Professionals are required to file Final Fee Applications on or before the deadline set in a confirmed chapter 11 plan or an order of the Court.

D. The Plan and Confirmation Order

10. On October 15, 2024, the Debtors filed the Plan.

11. On October 16, 2024, the Court entered *Findings of Fact, Conclusions of Law, and Order, Approving the Disclosure Statement on a Final Basis, Confirming the Debtors' Joint Chapter 11 Plan of Liquidation, and Granting Related Relief* (the "Confirmation Order") [D.I. 722].

12. On October 17, 2024, the Debtors filed the *Notice of (I) Effective Date of Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Fisker Inc. and its Debtor Affiliates and (II) Certain Claims Bar Dates* [D.I. 730] (the "Effective Date Notice"), and the Plan became effective in accordance with its terms.

13. Pursuant to the confirmed Plan, and as set forth in the Effective Date Notice, each Retained Professional who holds or asserts a Professional Fee Claim is required to file with the Court, and serve on all parties required to receive notice, a Final Fee Application within forty-five days after the Effective Date (*i.e.* Monday, December 2, 2024), for final Allowance of compensation for the services rendered and reimbursement of expenses incurred.

RELIEF REQUESTED

14. By this Application, and pursuant to the Interim Compensation Order, the Plan, and sections 330 and 331 of the Bankruptcy Code, M3 is seeking: (i) compensation in the amount of \$97,338.00, which is equal to eighty percent (80%) of the \$121,672.50 in fees for professional services rendered by M3 during the Monthly Period and (ii) compensation in the amount of \$1,004,057.33⁴ in fees for professional services rendered by M3 during the Final Period. This amount is derived solely from the applicable hourly billing rates of personnel who rendered such services to the Committee. In addition, M3 is seeking reimbursement of expenses incurred during the Final Period in the amount of \$6,752.84.

A. Compensation Requested

15. Attached hereto as **Exhibit A** is a detailed itemization, by project category, of all services performed by M3 with respect to the Chapter 11 Cases during the Monthly Period⁵. This detailed itemization complies with Local Rule 2016-2(d) in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified. *See* DEL. BANKR. L.R. 2016-2(d).

16. The professionals who rendered services related to each category are identified in the preceding summary tables, along with the number of hours for each individual and the total compensation.

⁴ This amount includes an estimated \$5,000 in additional fees and expenses incurred after October 17, 2024 in connection with (i) preparing this Application; (ii) responding to objections to this Application, if any; and (iii) attending the hearing thereon. M3 reserves the right to seek additional amounts for fees and expenses incurred after October 17, 2024 if not accounted for herein, and in preparing this Application.

⁵ Detailed time and expense records for the prior monthly periods are attached with M3's First Monthly Application (D.I. 510) and Second Monthly Application (D.I. 593), which are incorporated by reference.

REASONABLE AND NECESSARY SERVICES

17. The services for which M3 seeks compensation were, at the time rendered, necessary for, beneficial to and in the best interests of the Committee and the Debtors' estates. The services rendered were consistently performed in a timely manner commensurate with the complexity, importance and nature of the issues involved. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by M3 is fair and reasonable given (a) the complexity of these Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

CERTIFICATION OF COMPLIANCE AND WAIVER

18. The undersigned representative of M3 certifies that he has reviewed the requirements of Local Rule 2016-2, and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, M3 believes that such deviations are not material and respectfully requests that any such requirements be waived.

NOTICE

19. M3 will provide notice of this Application by electronic mail to: (i) the Debtors; (ii) counsel for the Debtors; (iii) the U.S. Trustee; and (iv) all parties in interest required to receive notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, M3 submits that no other or further notice is required.

CONCLUSION

WHEREFORE, M3 respectfully requests the Court enter an order: (i) granting the Application and authorizing monthly allowance of compensation in the amount of \$97,338.00

(80% of \$121,672.50) for professional services rendered during the Monthly Period; (ii) granting the Application and authorizing final allowance of compensation in the amount of \$1,004,057.33 for professional services rendered, and reimbursement of actual and necessary costs in the amount of \$6,752.84 incurred, during the Final Period; (iii) authorizing the payment of the amounts requested in the Application; and (iv) granting such other and further relief as the Court may deem just and proper.

Dated: November 11, 2024

/s/ Robert Winning

M3 ADVISORY PARTNERS, LP
Robert Winning

Exhibit A

Time Records for September 1, 2024 through October 17, 2024

EXHIBIT A
FISKER INC., et al. - CASE NO: 24-11390
DETAIL OF TIME ENTRIES
FOR THE PERIOD SEPTEMBER 1, 2024 TO OCTOBER 17, 2024

PROFESSIONAL	PROFESSIONAL	DATE	DESCRIPTION	HOURS	RATE	AMOUNT
<u>Claims/Liabilities Subject to Compromise</u>						
Jonathan Boffi	JB	9/4/2024	Analysis of claims pool	0.3	\$990	\$297.00
Eric Greenhaus	EG	9/20/2024	Attend call with M. Western and J. Palacios (Huron) to discuss secured, priority, and general unsecured claims	0.9	\$786	\$707.40
Eric Greenhaus	EG	9/23/2024	Prepare discussion materials re: claims analysis	1.4	\$786	\$1,100.40
Eric Greenhaus	EG	9/23/2024	Call with M. Western (Huron) to discuss claims analysis	0.3	\$786	\$235.80
Eric Greenhaus	EG	9/24/2024	Continue to prepare discussion materials on the claims analysis	0.8	\$786	\$628.80
Eric Greenhaus	EG	10/2/2024	Correspondence regarding lemon law liability	0.3	\$786	\$235.80
<i>Claims/Liabilities Subject to Compromise</i>				4.0		\$3,205.20
<u>Court Attendance/Participation</u>						
Eric Greenhaus	EG	9/9/2024	Attend court hearing to approve disclosure statement on interim basis	1.0	\$786	\$786.00
Jonathan Boffi	JB	9/16/2024	Attend court hearing re: stay violation	0.3	\$990	\$297.00
Eric Greenhaus	EG	10/9/2024	Travel time to Wilmington for Fisker hearing (billed at 1/2 time)	0.8	\$786	\$589.50
Eric Greenhaus	EG	10/9/2024	Attend Fisker Hearing on Disclosure Statement Approval and Plan Confirmation	4.5	\$786	\$3,537.00
Eric Greenhaus	EG	10/9/2024	Travel from Wilmington for Fisker hearing (billed at 1/2 time)	0.8	\$786	\$589.50
Eric Greenhaus	EG	10/11/2024	Attend continued Fisker Hearing on Disclosure Statement Approval and Plan Confirmation	1.1	\$786	\$864.60
<i>Court Attendance/Participation</i>				8.4		\$6,663.60
<u>Fee Application</u>						
Eric Greenhaus	EG	9/3/2024	Continue to finalize July fee application	0.5	\$786	\$393.00
Jonathan Boffi	JB	9/3/2024	Prepare final fee application; correspondence re: same	0.2	\$990	\$198.00
Robert Winning	RW	9/3/2024	Revise monthly fee statement	0.5	\$1,205	\$602.50
Eric Greenhaus	EG	9/23/2024	Prepare August 2024 fee application	0.8	\$786	\$628.80
Jonathan Boffi	JB	9/23/2024	Review August 2024 fee application	0.6	\$990	\$594.00
Jonathan Boffi	JB	9/24/2024	Continue to review August 2024 fee statement	1.2	\$990	\$1,188.00
Eric Greenhaus	EG	9/25/2024	Finalize August 2024 fee application	0.4	\$786	\$314.40
<i>Fee Application</i>				4.2		\$3,918.70
<u>Financing Matters (Cash Budget, DIP, Exit, Other)</u>						
Eric Greenhaus	EG	9/9/2024	Correspondence regarding cash flow forecast, wind-down budget, and SOFA / SOALS	0.7	\$786	\$550.20
Jonathan Boffi	JB	9/3/2024	Analysis of cash collateral reporting; correspondence re: same	0.6	\$990	\$594.00
Eric Greenhaus	EG	9/4/2024	Correspondence regarding American Lease fleet sale update	0.5	\$786	\$393.00
Eric Greenhaus	EG	9/4/2024	Attend call with J. Palacios (Huron) and J. Boffi (M3) to discuss weekly budget variance report	0.5	\$786	\$393.00
Jonathan Boffi	JB	9/4/2024	Analysis of weekly variance report	0.5	\$990	\$495.00
Jonathan Boffi	JB	9/4/2024	Attend call with J. Palacios (Huron) and E. Greenhaus (M3) re: weekly budget variance report	0.5	\$990	\$495.00
Eric Greenhaus	EG	9/5/2024	Attend call with B. Resnick (Davis Polk), J. DiDonato (Huron), and D. Mannal (MoFo)	1.1	\$786	\$864.60
Eric Greenhaus	EG	9/5/2024	Correspondence regarding the weekly budget variance reporting	1.1	\$786	\$864.60
Eric Greenhaus	EG	9/6/2024	Prepare revised wind down budget and send related correspondence	1.4	\$786	\$1,100.40
Eric Greenhaus	EG	9/6/2024	Attend call with D. Mannal (MoFo) and R. Winning (M3) regarding the revised wind down budget	0.8	\$786	\$628.80
Robert Winning	RW	9/6/2024	Analysis of wind-down budget	0.7	\$1,205	\$843.50
Eric Greenhaus	EG	9/7/2024	Revise wind-down budget	1.1	\$786	\$864.60
Eric Greenhaus	EG	9/8/2024	Continue to revise wind-down budget and send related correspondence	2.1	\$786	\$1,650.60
Eric Greenhaus	EG	9/8/2024	Correspondence regarding wind-down budget and related diligence items	1.4	\$786	\$1,100.40
Eric Greenhaus	EG	9/11/2024	Review and revise wind down forecast and send related correspondence	1.1	\$786	\$864.60
Eric Greenhaus	EG	9/11/2024	Attend call with J. DiDonato and J. Palacios (Huron) to discuss latest cash flow forecast and wind-down budget	1.1	\$786	\$864.60
Eric Greenhaus	EG	9/11/2024	Continue to review and revise wind-down budget	2.9	\$786	\$2,279.40
Robert Winning	RW	9/11/2024	Attention to matters re: wind-down budget	0.8	\$1,205	\$964.00
Eric Greenhaus	EG	9/12/2024	Correspondence regarding cash flow forecast, wind-down budget, and SOFA / SOALS	0.9	\$786	\$707.40
Eric Greenhaus	EG	9/12/2024	Attend follow-up call with J. DiDonato and J. Palacios (Huron) to discuss latest cash flow forecast and wind-down budget	0.6	\$786	\$471.60
Eric Greenhaus	EG	9/12/2024	Attend call with D. Mannal (MoFo) regarding wind-down budget	0.5	\$786	\$393.00
Robert Winning	RW	9/12/2024	Continued attention to wind-down budget	0.6	\$1,205	\$723.00
Eric Greenhaus	EG	9/20/2024	Attend call with J. DiDonato and J. Palacios (Huron) regarding employee base, cash flow forecast, and liquidating trustee task list	0.9	\$786	\$707.40
Eric Greenhaus	EG	9/20/2024	Prepare summary of call regarding employee base, cash flow forecast, and trustee task list	0.7	\$786	\$550.20

PROFESSIONAL	PROFESSIONAL	DATE	DESCRIPTION	HOURS	RATE	AMOUNT
Eric Greenhaus	EG	9/22/2024	Correspondence regarding the professional fee budget and updated cash flow forecast	0.8	\$786	\$628.80
Jonathan Boffi	JB	9/22/2024	Analysis of emergence budget	0.2	\$990	\$198.00
Eric Greenhaus	EG	9/23/2024	Attend call with J. Palacios (Huron) re: revised settlement budget	0.8	\$786	\$628.80
Jonathan Boffi	JB	9/23/2024	Attend call with J. Palacios (Huron) re: revised settlement budget	0.8	\$990	\$792.00
Jonathan Boffi	JB	9/23/2024	Correspondence with counsel re: revised settlement budget	0.6	\$990	\$594.00
Jonathan Boffi	JB	9/23/2024	Analysis of revised settlement budget	0.7	\$990	\$693.00
Eric Greenhaus	EG	9/24/2024	Continue to prepare discussion materials on the cash flow forecast and post-effective liquidating trust budget	1.6	\$786	\$1,257.60
Eric Greenhaus	EG	9/24/2024	Prepare discussion materials on the cash flow forecast and post-effective liquidating trust budget	2.1	\$786	\$1,650.60
Jonathan Boffi	JB	9/24/2024	Continued analysis of revised settlement budget	0.6	\$990	\$594.00
Eric Greenhaus	EG	9/25/2024	Review recall remediation cash flow budget	1.1	\$786	\$864.60
Eric Greenhaus	EG	9/25/2024	Continue to revise discussion materials re: cash flow forecast, wind-down budget, and claims	1.5	\$786	\$1,179.00
Eric Greenhaus	EG	9/25/2024	Review weekly professional fee and cash forecast variance reports	0.6	\$786	\$471.60
Eric Greenhaus	EG	9/26/2024	Review Austrian settlement and other documentation re: battery sale	0.6	\$786	\$471.60
Eric Greenhaus	EG	9/26/2024	Review daily cash reporting	0.4	\$786	\$314.40
Eric Greenhaus	EG	9/26/2024	Review correspondence re: consensual resolution with American Lease	0.5	\$786	\$393.00
Robert Winning	RW	10/1/2024	Review materials re: liquidity	0.8	\$1,205	\$964.00
Eric Greenhaus	EG	10/3/2024	Prepare schedule of UCC professional fee accruals and send related correspondence	0.9	\$786	\$707.40
Eric Greenhaus	EG	10/7/2024	Review effective date sources and uses schedule and review related correspondence	2.1	\$786	\$1,650.60
Eric Greenhaus	EG	10/8/2024	Update liquidating trustee transition budget	1.1	\$786	\$864.60
Eric Greenhaus	EG	10/10/2024	Attend call with B. Butterfield and D. Mannal (MoFo) to discuss term sheet and hearing	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/10/2024	Attend all-hands call re: fleet sale and IP transaction	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/10/2024	Review First Tier Claims support data and send related correspondence	1.2	\$786	\$943.20
Eric Greenhaus	EG	10/11/2024	Attend professional all-hands call to discuss supplementary American Lease transaction	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/11/2024	Review American Lease IP term sheet and related correspondence	1.1	\$786	\$864.60
Eric Greenhaus	EG	10/13/2024	Review professional fee amounts for the effective date sources and used schedule	0.9	\$786	\$707.40
Eric Greenhaus	EG	10/15/2024	Attend call with R. Wright (Dunden) to discuss the wind-down budget	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/15/2024	Review revised effective date sources and uses and funds flow schedules and send related correspondence	3.1	\$786	\$2,436.60
Eric Greenhaus	EG	10/16/2024	Review updated effective date sources and uses and send related correspondence	1.9	\$786	\$1,493.40
			Financing Matters (Cash Budget, DIP, Exit, Other)	51.1		\$42,297.70
General Correspondence with Debtors and Debtors' Professionals						
Jonathan Boffi	JB	9/4/2024	Correspondence with Huron re: weekly reporting	0.2	\$990	\$198.00
Jonathan Boffi	JB	9/20/2024	Attend call with Huron team re: emergence budget and other matters	0.5	\$990	\$495.00
			General Correspondence with Other Professionals	0.7		\$693.00
General Correspondence with Other Professionals						
Eric Greenhaus	EG	10/1/2024	Attend call with D. Mannal, B. Butterfield (MoFo) and the liquidating trustee to discuss the wind-down budget and task list	0.7	\$786	\$550.20
			General Correspondence with Other Professionals	0.7		\$550.20
General Correspondence with UCC & UCC Counsel						
Jonathan Boffi	JB	9/4/2024	Call with B. Butterfield (MoFo) re: Uzzi & Lall declaration	0.1	\$990	\$99.00
Eric Greenhaus	EG	9/11/2024	Attend weekly UCC professionals call	0.2	\$786	\$157.20
Eric Greenhaus	EG	9/12/2024	Attend weekly committee call	0.2	\$786	\$157.20
Jonathan Boffi	JB	9/16/2024	Correspondence with counsel re: various case matters	0.6	\$990	\$594.00
Eric Greenhaus	EG	9/18/2024	Attend weekly committee co-chair call	0.5	\$786	\$393.00
Jonathan Boffi	JB	9/19/2024	Prepare for and attend call with Committee re: confirmation matters	0.6	\$990	\$594.00
Jonathan Boffi	JB	9/19/2024	Correspondence with counsel re: hearing	0.3	\$990	\$297.00
Jonathan Boffi	JB	9/22/2024	Correspondence with counsel re: emergence budget updates	0.3	\$990	\$297.00
Eric Greenhaus	EG	9/25/2024	Attend weekly committee co-chair call	0.3	\$786	\$235.80
Robert Winning	RW	9/25/2024	Revise materials for Committee re: case status and next steps	1.8	\$1,205	\$2,169.00
Robert Winning	RW	9/26/2024	Prepare for and participate in UCC meeting	1.8	\$1,205	\$2,169.00
Eric Greenhaus	EG	10/2/2024	Attend weekly Committee Co-Chairs call	0.3	\$786	\$235.80
Eric Greenhaus	EG	10/3/2024	Attend weekly Committee call	0.5	\$786	\$393.00
			General Correspondence with UCC & UCC Counsel	7.5		\$7,791.00
Investigations and Litigation Support						
Adam Kroll	AK	10/10/2024	Attend call with D. Calandra, L. Gerson and D. Azman (MWE) re: transition of trust investigation	1.0	\$1,205	\$1,205.00
Jonathan Boffi	JB	10/10/2024	Attend call with D. Calandra, L. Gerson and D. Azman (MWE) re: transition of trust investigation (1.0); prepare for call (0.4)	1.4	\$990	\$1,386.00
Robert Winning	RW	10/15/2024	Prepare for (0.2) and attend call with D. Calandra, L. Gerson and D. Azman (MWE) re: transition of trust investigation	1.2	\$1,205	\$1,446.00
			Investigations and Litigation Support	3.6		\$4,037.00

PROFESSIONAL	PROFESSIONAL	DATE	DESCRIPTION	HOURS	RATE	AMOUNT
Miscellaneous Motions						
Eric Greenhaus	EG	9/18/2024	Review retention application and send related correspondence	0.3	\$786	\$235.80
Eric Greenhaus	EG	9/25/2024	Review Toccata secured claim motion	0.5	\$786	\$393.00
Eric Greenhaus	EG	9/26/2024	Review motion to allow advancement and payment of defense costs pursuant to D&O policies	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/3/2024	Correspondence re: Toccata stipulation	0.4	\$786	\$314.40
Eric Greenhaus	EG	10/7/2024	Review SEC's objection to plan confirmation	0.3	\$786	\$235.80
Eric Greenhaus	EG	10/7/2024	Review UST's objection to plan confirmation	0.4	\$786	\$275.10
Eric Greenhaus	EG	10/9/2024	Review American Lease's objection to Plan Confirmation, Declaration of John DiDonato, and Debtors' response to American Lease's objection	1.1	\$786	\$864.60
<i>Miscellaneous Motions</i>				3.5		\$2,711.70
Plan of Reorganization/Disclosure Statement						
Jonathan Boffi	JB	9/3/2024	Review and analysis of Uzzi & Lall declaration; correspondence re: same	1.2	\$990	\$1,188.00
Jonathan Boffi	JB	9/4/2024	Call with R. Winning (M3) re: Uzzi & Lall declaration	0.1	\$990	\$99.00
Robert Winning	RW	9/5/2024	Review updates on liquidity and effective date planning	0.5	\$1,205	\$602.50
Robert Winning	RW	9/13/2024	Analysis of wind-down matters	0.7	\$1,205	\$843.50
Eric Greenhaus	EG	9/17/2024	Review combined disclosure statement and chapter 11 plan of liquidation	1.2	\$786	\$943.20
Eric Greenhaus	EG	9/17/2024	Attend call with MoFo, Davis Polk, and Huron to discuss effective date cash waterfall and plan considerations	0.5	\$786	\$393.00
Jonathan Boffi	JB	9/17/2024	Call with Huron team re: emergence budget	0.5	\$990	\$495.00
Jonathan Boffi	JB	9/17/2024	Analysis of plan and disclosure statement matters	0.8	\$990	\$792.00
Eric Greenhaus	EG	9/18/2024	Attend call with J. Boffi (M3) re: effective date matters	0.5	\$786	\$393.00
Eric Greenhaus	EG	9/18/2024	Attend call with B. Butterfield and H. Yan (MoFo) regarding trust reimbursement mechanics	0.5	\$786	\$393.00
Jonathan Boffi	JB	9/18/2024	Analysis of plan and post-effective date budget	1.3	\$990	\$1,287.00
Jonathan Boffi	JB	9/18/2024	Attend call with E. Greenhaus (M3) re: effective date matters	0.5	\$990	\$495.00
Eric Greenhaus	EG	9/19/2024	Meet with J. Boffi (M3) re: confirmation matters and effective date budget	0.4	\$786	\$314.40
Jonathan Boffi	JB	9/19/2024	Meet with E. Greenhaus (M3) re: confirmation matters and post-effective date budget	0.4	\$990	\$396.00
Robert Winning	RW	9/19/2024	Analysis of issues and workstreams to reach effective date	1.3	\$1,205	\$1,566.50
Jonathan Boffi	JB	9/20/2024	Meet with M3 team re: emergence budget and confirmation matters	0.5	\$990	\$495.00
Jonathan Boffi	JB	9/20/2024	Analysis of emergence budget and post-effective date matters	0.8	\$990	\$792.00
Robert Winning	RW	9/20/2024	Review materials re: post-effective date transition planning	0.8	\$1,205	\$964.00
Eric Greenhaus	EG	9/21/2024	Review Plan documents and settlement term sheet and send related correspondence	0.8	\$786	\$628.80
Jonathan Boffi	JB	9/21/2024	Analysis of post-effective date matters	0.4	\$990	\$396.00
Robert Winning	RW	9/23/2024	Continued attention to liquidity and post-effective transition issues	0.8	\$1,205	\$964.00
Jonathan Boffi	JB	9/24/2024	Correspondence re: First Amended Plan & Plan Supplement	0.6	\$990	\$594.00
Eric Greenhaus	EG	9/25/2024	Review liquidating trust agreement	0.8	\$786	\$628.80
Robert Winning	RW	9/25/2024	Continued attention to transition matters	0.8	\$1,205	\$964.00
Robert Winning	RW	9/30/2024	Continued attention to transition matters	0.8	\$1,205	\$964.00
Eric Greenhaus	EG	10/1/2024	Prepare case narrative for follow-up meeting with liquidating trustee	3.1	\$786	\$2,436.60
Robert Winning	RW	10/1/2024	Call with counsel re: transition	0.8	\$1,205	\$964.00
Eric Greenhaus	EG	10/2/2024	Correspondence regarding tax returns, product liability insurance, and other liquidating trustee matters	1.1	\$786	\$864.60
Robert Winning	RW	10/3/2024	Analysis re: trust assets for transition	1.3	\$1,205	\$1,566.50
Robert Winning	RW	10/4/2024	Attention to transition matters	0.7	\$1,205	\$843.50
Eric Greenhaus	EG	10/7/2024	Attend meeting with R. Winning (M3) to discuss trustee transition and effective date sources and uses	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/7/2024	Attend call with J. DiDonato, J. Palacios, J. Mueller (Huron), and C. Adams (U&L) to discuss transition work plan	1.1	\$786	\$864.60
Eric Greenhaus	EG	10/7/2024	Attend call with J. DiDonato (Huron), C. Adams (U&L), and Austrian advisors to discuss Austrian trustee transition	0.5	\$786	\$393.00
Jonathan Boffi	JB	10/7/2024	Attention to confirmation and effective date matters	0.4	\$990	\$396.00
Robert Winning	RW	10/7/2024	Review information re: transition items re: Austria and other	0.8	\$1,205	\$964.00
Eric Greenhaus	EG	10/8/2024	Attend call with B. Butterfield (MoFo), R. Winning (M3), and M. Dunden (Dunden) to discuss liquidating trustee transition work plan	0.6	\$786	\$471.60
Eric Greenhaus	EG	10/8/2024	Attend call with J. DiDonato, J. Palacios, J. Mueller (Huron), C. Adams (U&L), and M. Dunden (Dunden) to discuss trustee transition workplan	1.7	\$786	\$1,336.20
Jonathan Boffi	JB	10/8/2024	Attention to confirmation and effective date matters	0.5	\$990	\$495.00
Robert Winning	RW	10/8/2024	Attention to matters re: confirmation/effective date	2.8	\$1,205	\$3,374.00
Eric Greenhaus	EG	10/9/2024	Attend transition planning/workstream call	1.1	\$786	\$864.60
Jonathan Boffi	JB	10/9/2024	Attention to confirmation and effective date matters	1.1	\$990	\$1,089.00
Eric Greenhaus	EG	10/10/2024	Correspondence regarding effective date checklist	1.2	\$786	\$943.20
Eric Greenhaus	EG	10/10/2024	Attend transition planning/workstream call	1.2	\$786	\$943.20
Eric Greenhaus	EG	10/10/2024	Attend call to discuss effective date checklist with B. Butterfield, M. Russell (MoFo), and R. Wright (Dunden)	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/10/2024	Review trustee transition work plan	1.1	\$786	\$864.60
Jonathan Boffi	JB	10/10/2024	Attention to confirmation and effective date matters	1.2	\$990	\$1,188.00

PROFESSIONAL	PROFESSIONAL	DATE	DESCRIPTION	HOURS	RATE	AMOUNT
Robert Winning	RW	10/10/2024	Attention to transition matters	0.8	\$1,205	\$964.00
Robert Winning	RW	10/10/2024	Attend call with D. Calandra, L. Gerson and D. Azman (MWE) re: transition of trust investigation	1.0	\$1,205	\$1,205.00
Robert Winning	RW	10/10/2024	Calls with E. Greenhaus (M3) re: transition	0.7	\$1,205	\$843.50
Eric Greenhaus	EG	10/11/2024	Attend transition planning/workstream call	1.1	\$786	\$864.60
Jonathan Boffi	JB	10/11/2024	Attention to confirmation and effective date matters	0.7	\$990	\$693.00
Robert Winning	RW	10/11/2024	Continued attention to outstanding transition matters	0.8	\$1,205	\$964.00
Eric Greenhaus	EG	10/14/2024	Attend call with B. Butterfield (MoFo) and J. Alberto (CS) to discuss trustee transition	0.7	\$786	\$550.20
Eric Greenhaus	EG	10/14/2024	Review cloud connectivity contracts in preparing for the effective date	0.6	\$786	\$471.60
Eric Greenhaus	EG	10/14/2024	Update UCC professional fee accruals and send related correspondence	0.6	\$786	\$471.60
			Plan of Reorganization/Disclosure Statement	47.8		\$46,267.40
<u>Statements/Schedules</u>						
Eric Greenhaus	EG	9/4/2024	Review SOFA and SOALs and prepare analysis on schedules	2.1	\$786	\$1,650.60
Eric Greenhaus	EG	9/6/2024	Review SOFA and SOAL schedules and send correspondence regarding potential preference claims	1.3	\$786	\$1,021.80
Eric Greenhaus	EG	9/9/2024	Attend call with J. Boffi (M3) re: SOFA and SOALs	0.5	\$786	\$393.00
Eric Greenhaus	EG	10/10/2024	Analyze 90 day payments	0.6	\$786	\$471.60
			Statements/Schedules	4.5		\$3,537.00
			Hours and Fees Total	136.0		\$121,672.50

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PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held on **December 9, 2024 at 11:00 a.m. (ET) (the “Hearing”)** before The Honorable Thomas H. Horan, United States Bankruptcy Judge of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, Courtroom No. 7, 824 North Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE BY THE OBJECTION DEADLINE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE.

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Dated: November 11, 2024

/s/ Justin R. Alberto

COLE SCHOTZ P.C.

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*Co-Counsel to the Official Committee
of Unsecured Creditors*