

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FISKER, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11390 (TMH)

(Jointly Administered)

Re: D.I. 802

STIPULATION BY AND BETWEEN THE LIQUIDATING TRUSTEE AND T-MOBILE USA, INC. FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM

Matthew Dundon, solely in his capacity as the Liquidating Trustee (the “**Liquidating Trustee**”) of the Fisker Liquidating Trust (the “**Liquidating Trust**”), and T-Mobile USA, Inc. (“**T-Mobile**” and, together with the Liquidating Trustee, the “**Parties**”) hereby enter into this stipulation (the “**Stipulation**”) as follows:

WHEREAS, on June 17, 2024 (the “**Petition Date**”), Fisker Group Inc. filed a voluntary petition under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”), and, on June 19, 2024, the other Debtors also filed voluntary petitions under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”).

WHEREAS, on October 15, 2024, the Debtors filed their fourth amended *Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Fisker Inc. and its Debtor Affiliates* (the “**Plan**”) [D.I. 713].²

¹ The debtors 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 Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to it in the Plan.



WHEREAS, on October 16, 2024, the Court entered the *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].

WHEREAS, pursuant to the Confirmation Order, the appointment of the Liquidating Trustee was approved in all respects.

WHEREAS, on October 17, 2024 (the “**Effective Date**”), the Plan went effective pursuant to a *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].

WHEREAS, the Liquidating Trust was established on the Effective Date, into which the Debtors transferred “all of the Debtors’ and Estates’ rights, title, and interest in and to all of the Liquidating Trust Assets, and, in accordance with section 1141 of the Bankruptcy Code, the Liquidating Trust Assets, ... automatically vest[ed] in the Liquidating Trust free and clear of all Claims, Liens, encumbrances, or interests.” *See* Confirmation Order ¶ 75.

WHEREAS, the Plan provides that, after the Effective Date, the Liquidating Trustee, subject to the Liquidating Trust Agreement:

[S]hall have the sole authority to (a) file, withdraw or litigate to judgment, objections to Claims; (b) settle or compromise any Disputed Claim without any further notice to or action, order or approval by the Bankruptcy Court (other than a Professional Fee Claim); and (c) direct the Claims and Noticing Agent to adjust the claims register to reflect any such resolutions without any further notice to or action, order, or approval by the Bankruptcy Court.

See Plan at Article X.B.

WHEREAS, on November 19, 2024, T-Mobile filed the *Amended Motion of T-Mobile USA, INC. FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM* [D.I. 802] (the “**Motion**”) wherein T-Mobile, pursuant to section 503(b)(1) of the Bankruptcy Code, seeks allowance and payment of an administrative expense claim in an amount in excess of \$200,000.00 (the “**Administrative Claim**”) for amounts alleged to be owed by the Debtors for the period from and after the Petition Date through the Effective Date.

WHEREAS, the Parties have reached an agreement resolving the Administrative Claim, which agreement is memorialized herein.

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated herein, it is stipulated and agreed as follows:

1. The Administrative Claim is deemed an allowed administrative claim in the Chapter 11 Cases pursuant to section 503(b)(1) of the Bankruptcy Code.
2. The Liquidating Trustee shall make payment to T-Mobile on account of the Administrative Claim in the amount of \$220,659.04 within seven (7) business days following execution of the Stipulation, subject to further agreement of the Parties and subject to Paragraph 3 below.
3. Undersigned counsel to T-Mobile shall provide payment instructions to the undersigned counsel to the Liquidating Trustee promptly upon execution of the Stipulation, or in advance thereof.
4. Other than the Administrative Claim, T-Mobile shall not assert and shall not be entitled to assert any additional claims in the Chapter 11 Cases arising or in connection with services or benefits provided to the Debtors, or for any other reason, for the period from and after the Petition Date through the Effective Date.

5. The Stipulation resolves the Motion.

6. The Parties each declare that their respective decisions in executing this Stipulation are not predicated on or influenced by any declaration or representation of the other Party, except as otherwise expressly provided herein.

7. This Stipulation may be executed in one or more counterparts and by electronic copy, each of which will be considered effective as an original signature.

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IN WITNESS WHEREOF and in agreement herewith, by and through the undersigned, the Parties have executed and delivered this Stipulation as of the date set forth below.

Dated: December 13, 2024

<p><u>/s/ Justin R. Alberto</u> COLE SCHOTZ P.C. Justin R. Alberto (No. 5126) Melissa M. Hartlipp (No. 7063) 500 Delaware Avenue, Suite 200 Wilmington, DE 19801 Telephone: (302) 652-3131 Facsimile: (302) 652-3117 Email: jalberto@coleschotz.com mhartlipp@coleschotz.com</p> <p>-and-</p> <p>ASK LLP Jason C. DiBattista (admitted <i>pro hac vice</i>) Brigette G. McGrath (admitted <i>pro hac vice</i>) 2600 Eagan Woods Drive, Suite 400 St. Paul, Minnesota 55121 Telephone: (651) 406-9665 Facsimile: (651) 406-9676 Email: jdibattista@askllp.com bmcgrath@askllp.com</p> <p>-and-</p> <p>Marianna Udem (admitted <i>pro hac vice</i>) 60 East 42nd Street, 46th Floor New York, New York 10165 Telephone: (212) 267-7342 Facsimile: (212) 918-3427 E-mail: mudem@askllp.com</p> <p><i>Co-Counsel to the Liquidating Trustee</i></p>	<p><u>/s/ David I. Swan</u> HIRSCHLER David I. Swan 1676 International Drive, Suite 1350 Tysons, VA 22102 Phone: 703-584-8900 Fax: 703-584-8901 Email: dswan@hirschlerlaw.com</p> <p><i>Counsel to T-Mobile USA, Inc.</i></p>
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