

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

In re:

FISKER INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11390 (TMH)

Jointly Administered

Hearing Date:

July 16, 2024, at 11:00 a.m. (ET)

Objection Deadline:

July 9, 2024, at 4:00 p.m. (ET)

**APPLICATION OF DEBTORS FOR AUTHORITY TO EMPLOY AND RETAIN
MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS BANKRUPTCY COUNSEL
FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Fisker Inc. and certain of its affiliates (collectively, the “**Debtors**”),² each of which is a debtor and debtor in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby submit this *Application of Debtors for Authority To Employ and Retain Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (this “**Application**”). This Application is supported by the *Declaration of Robert J. Dehney, Sr. in Support of the Application of Debtors for Authority To Employ and Retain Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (the “**Dehney Declaration**”) and *Declaration of John C. DiDonato as Chief Restructuring Offer of the Debtors in Support of the Application of Debtors for Authority To Employ and Retain Morris Nichols Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors*

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 Dr, La Palma, CA 90623.

² The Debtors and their direct and indirect non-Debtor subsidiaries are collectively referred to herein as “**Fisker.**”



Nunc Pro Tunc to the Petition Date (the “**DiDonato Declaration**”), attached hereto as **Exhibit B** and **Exhibit C**, respectively, and incorporated herein by reference. In further support of this Application, the Debtors respectfully state as follows:

Relief Requested

1. By this Application, and pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), authorizing the Debtors to employ and retain Morris Nichols Arsht & Tunnell LLP (“**Morris Nichols**”) as their bankruptcy counsel *nunc pro tunc* to the Petition Date (as defined below) to perform the legal services that will be required during the Chapter 11 Cases. The Debtors request that the Court (as defined below) approve the employment and retention of Morris Nichols under the terms and conditions set forth in this Application, as more fully described in the Dehney Declaration and the DiDonato Declaration.

Jurisdiction, Venue, and Authority

2. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this Application 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.

3. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). In addition, the Debtors confirm their consent, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Application to the extent that it is later determined

that the Court, absent consent of the parties, cannot enter a final order or judgment in connection herewith consistent with Article III of the United States Constitution.

4. Venue of the Chapter 11 Cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

5. On June 17 and 19, 2024 (collectively, the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors remain in possession of their property and continue to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the Chapter 11 Cases.

6. The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* entered by the Court on June 21, 2024, in each of the Chapter 11 Cases.³

7. Fisker is an American automotive company that designs, develops, markets, and sells electric vehicles. Passionately driven by a vision of a clean future for all, Fisker created the world’s most sustainable and emotional electric vehicles. Headquartered in California, Fisker operates in several countries (including the United States, Austria, Germany, China, and India) and conducts sales operations in North America and throughout Europe.

³ See D.I. 51, 10, 3, 3, 3, and 3 in the Chapter 11 Case of Debtors Fisker Inc., Fisker Group Inc., Fisker TN LLC, Blue Current Holding LLC, Platinum IPR LLC, and Terra Energy Inc., respectively.

8. Additional information about the Debtors' business and affairs, capital structure, and prepetition indebtedness, and the events leading up to the Petition Date, can be found in the DiDonato Declaration.

Services to be Provided by Morris Nichols

9. The Debtors believe that Morris Nichols's services are necessary to enable the Debtors to faithfully execute their duties as debtors in possession. Subject to further order of this Court, Morris Nichols will render the following professional services to the Debtors, in coordination with the Debtors' other advisors in a way that prevents duplication of work and services:

- a) perform all necessary services as the Debtors' bankruptcy counsel, including, without limitation, providing the Debtors with advice, representing the Debtors, and preparing necessary documents on behalf of the Debtors in the areas of restructuring and bankruptcy;
- b) take all necessary actions to protect and preserve the Debtors' estates during these Chapter 11 Cases, including the prosecution of actions by the Debtors, the defense of any actions commenced against the Debtors, negotiations concerning litigation in which the Debtors are involved and objecting to claims filed against the estates;
- c) prepare or coordinate preparation on behalf of the Debtors, as debtors in possession, necessary motions, applications, answers, orders, reports and papers in connection with administering these Chapter 11 Cases;
- d) counsel the Debtors with regard to their rights and obligations as debtors in possession;
- e) coordinate with the Debtors' other professionals in representing the Debtors in connection with these cases; and
- f) perform all other necessary or requested legal services.

10. The Debtors believe that Morris Nichols's employment is in the best interests of the Debtors, their estates, and their creditors.

11. Subject to this Court’s approval of this Application, Morris Nichols is willing to serve as the Debtors’ bankruptcy counsel and to perform the services described above.

Compensation

12. In connection with these Chapter 11 Cases, Morris Nichols was retained by the Debtors under an advance payment retainer for services to be rendered and expenses to be incurred in connection with its representation of the Debtors pursuant to an engagement letter executed by the Debtors on March 19, 2024 (the “**Engagement Agreement**”).

13. In the representation of the Debtors relating to these Chapter 11 Cases, Morris Nichols received an initial retainer in the amount of \$100,000 on March 25, 2024, pursuant to the Engagement Agreement, and supplemental retainers in the amount of \$87,112.00 on April 12, 2024, and in the amount of \$212,297.60 on April 19, 2024, from the Debtors (collectively, the “**Advance Payment**”). In the ordinary course of representing these Debtors and in the ninety (90) days before the Petition Date, Morris Nichols issued invoices, drew down on the Advance Payment, and received the following payments from the Debtors:

Type of Transaction	Invoice Date	Billed Amount	Payment Date	Payment Amount	Advance Balance
Opening Advance Balance			3/25/2024	\$100,000.00	\$100,000.00
Invoice	3/27/2024	\$37,112.00	3/28/2024	Retainer Draw (\$37,112.00)	\$62,888.00
Additional Retainer Payment			4/12/2024	\$87,112.00	\$150,000.00
Invoice	4/3/2024	\$14,276.55	4/12/2024	\$14,276.55	\$150,000.00
Additional Retainer Payment			4/19/2024	\$212,297.60	\$362,297.60
Invoice	4/16/2024	\$62,297.60	4/29/2024	Retainer Draw (\$62,297.60)	\$300,000.00

14. In addition to this representation, since August 2023, Morris Nichols has represented the Debtors in a matter unrelated to these Chapter 11 Cases. A retainer was not received in the course of that representation. In the ordinary course of that representation, Morris Nichols submitted invoices which were then paid in due course. In the interests of full disclosure, a chart documenting these payments in the six (6) months prior to the Petition Date is included below:

Type of Transaction	Invoice Date	Billed Amount	Payment Date	Payment Amount
Invoice	2/13/2024	\$15,072.10	4/10/2024	\$15,072.10
Invoice	3/12/2024	\$70,150.95	4/10/2024	\$70,150.95
Invoice	4/9/2024	\$20,592.60	5/23/2024	\$20,592.60
Invoice	5/9/2024	\$5,221.00	5/23/2024	\$5,221.00

15. Morris Nichols has not been paid any other compensation by the Debtors within ninety (90) days before the Petition Date and Morris Nichols is not a creditor of the Debtors. Morris Nichols did not exceed the Advance Payment prior to the Petition Date.

16. Morris Nichols will issue a final billing statement or statements (collectively, the “**Final Billing Statement**”) for the actual fees, charges, and disbursement for the period prior to the Petition Date, as appropriate, related to these Chapter 11 Cases. The Final Billing Statement will be paid from the Advance Payment, and the balance will be held as a postpetition advance payment to be applied against any unpaid fees and expenses approved by the Court with respect to Morris Nichols’s final fee application in these cases.

17. In these cases, the Advance Payment held by Morris Nichols is appropriate. *See In re Insilco Techs., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (“Factors to be considered, include . . . whether terms of an engagement agreement reflect normal business terms in the marketplace; . . . the relationship between the Debtor and the professionals, i.e., whether the parties involved are sophisticated business entities with equal bargaining power who engaged in an arms-length negotiation [and] . . . whether the retention, as proposed, is in the best interests of the estate . . .”). First, agreements regarding retainers are commonplace and “reflect normal business terms in the marketplace.” *See id.* at 634. Second, the Debtors and Morris Nichols are sophisticated entities that have negotiated the Advance Payment at arm’s length. Third, the Advance Payment is in the best interest of the Debtors and their estates because the Engagement Agreement and the Advance Payment allow the Debtors and Morris Nichols to maintain their prepetition relationship and assure continuity of legal advice and representation through the prosecution of these bankruptcy cases. Thus, under the factors described by the *Insilco* court, the facts and circumstances of these cases support the Court’s approval of the Advance Payment.

18. In addition, compensation for professional services rendered to the Debtors will be based upon the hours actually expended by each assigned professional at each professional’s hourly billing rate, as detailed further in the Dehney Declaration. Subject to Court approval in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the orders of this Court, the Debtors propose to compensate Morris Nichols for professional services rendered at its normal and customary hourly rates in effect from time to time as set forth in the Dehney Declaration.

19. Morris Nichols will also seek reimbursement for reasonable and necessary expenses incurred, which shall include travel, photocopying, delivery service, postage, vendor charges, and other out-of-pocket expenses incurred in providing professional services.

20. Morris Nichols intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

Morris Nichols's Disinterestedness

21. To the best of the Debtors' knowledge, information and belief, and except to the extent otherwise indicated in the Dehney Declaration, none of Morris Nichols's partners, counsel, or associates hold or represent any interest adverse to the Debtors' estates or their creditors, and Morris Nichols is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code.

22. Other than the Debtors, Morris Nichols does not, and has not, represented any entities in matters related to these Chapter 11 Cases. Morris Nichols may represent or may have represented certain parties with interests in the Debtors' cases, on matters unrelated to these Chapter 11 Cases. As set forth in the Dehney Declaration, Morris Nichols has conducted, and continues to conduct, research into its relations with the Debtors, the Debtors' substantial creditors and equity security holders, and other parties interested in these Chapter 11 Cases. As part of this inquiry, Morris Nichols obtained the names of individuals or entities that may be parties in interest in these Chapter 11 Cases (the "**Potential Parties in Interest**") attached to the Dehney Declaration as **Schedule 1**. Morris Nichols has entered the names of Potential Parties in Interest into a database containing the names of all clients and conflict information concerning the clients of Morris Nichols.

23. This inquiry has thus far revealed that certain of the Potential Parties in Interest are current or former Morris Nichols clients (the list of such clients is referred to herein as the “**Client Match List**”). Current clients identified on the Client Match List are listed on **Schedule 2** attached to the Dehney Declaration and former clients identified on the Client Match List are listed on **Schedule 3** attached to the Dehney Declaration. Through the information generated from the above-mentioned inquiry, and through follow-up inquiries with Morris Nichols attorneys responsible for certain clients listed on the Client Match List, Morris Nichols determined that the representation of the clients on the Client Match List concerns matters unrelated to these Chapter 11 Cases, except to the extent otherwise indicated in the Dehney Declaration. Although Morris Nichols values all of its clients, none of the entities listed on the Client Match List represents significant financial revenues for Morris Nichols.⁴

24. While Morris Nichols has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should Morris Nichols, through its continuing efforts or as these Chapter 11 Cases progress, learn of any new connections of the nature described above, Morris Nichols will so advise the Court.

Statement Regarding U.S. Trustee Guidelines

25. Morris Nichols intends to use its reasonable best efforts to comply with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the “**Appendix B Guidelines**”). To that end, Morris Nichols provides the following

⁴ None of the entities listed on the Client Match List represent greater than 1% of Morris Nichols’s revenue over the last two years.

statements in response to the request for additional information set forth in Part D.1. of the Appendix B Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: In connection with the Chapter 11 Cases, Morris Nichols was retained by the Debtors pursuant to the Engagement Agreement dated March 19, 2024. The material terms of the prepetition restructuring engagement are the same as the terms described in the Dehney Declaration.

For work performed for the Debtors in 2024, Morris Nichols's hourly rates are as follows:

Partners	\$850–1,695
Associates and Special Counsel	\$545–965
Paraprofessionals	\$395
Case Clerks	\$195

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Morris Nichols intends to provide a prospective budget and staffing plan for the period for the post-petition period to the Debtors and will continue to work with the Debtors on the budget and staffing plan.

Supporting Authority

26. Under section 327(a) of the Bankruptcy Code, a debtor in possession may employ one or more attorneys to represent it in carrying out its duties under the Bankruptcy Code, provided that such attorneys are disinterested persons and do not hold or represent an interest adverse to the estate. Section 101(14) of the Bankruptcy Code defines “disinterested person” as one who

is not a creditor, an equity security holder, or an insider; [or] is not and was not, within 2 years before the date of the filing of the petition, a director, officer or employee of the debtor; and . . . does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14).

27. Prior to commencing these Chapter 11 Cases, the Debtors retained Morris Nichols to provide advice regarding, among other things, preparing for, commencing, and prosecuting these cases under chapter 11 of the Bankruptcy Code. The Debtors engaged Morris Nichols as their bankruptcy counsel in connection with filing and, subject to the entry of an order approving the retention of Morris Nichols, prosecuting these Chapter 11 Cases.

28. The Debtors seek to retain and employ Morris Nichols because the firm’s attorneys have extensive experience representing debtors in chapter 11 cases before this Court. Further, Morris Nichols attorneys have become familiar with the Debtors and their business and financial affairs through assisting the Debtors both prior to, and in connection with, these Chapter 11 Cases. For these reasons, Morris Nichols is well qualified to represent the Debtors as bankruptcy counsel.

29. The Debtors request approval of the employment of Morris Nichols *nunc pro tunc* to the Petition Date. The Third Circuit has identified “time pressure to begin service”

and absence of prejudice as factors favoring *nunc pro tunc* retention. See *Matter of Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); see also *In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989). Under these circumstances, no party will be prejudiced, and *nunc pro tunc* retention should be approved. Accordingly, the Debtors believe that Morris Nichols's retention *nunc pro tunc* to the Petition Date, on the terms and conditions proposed herein, is appropriate.

NOTICE

30. Notice of this Application will be provided to the following parties: (a) the U.S. Trustee; (b) those creditors holding the 30 largest unsecured claims against the Debtors' estates (on a consolidated basis); (c) the Securities and Exchange Commission; (d) the Internal Revenue Service; (e) the United States Attorney's Office for the District of Delaware; (f) the state attorneys general for states in which the Debtors conduct business; (g) White & Case LLP, as counsel to CVI Investments, Inc. (c/o Heights Capital Management, Inc.); and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "**Notice Parties**").

31. A copy of this Application and the order approving it will also be made available on the Debtors' case information website located at <https://www.veritaglobal.net/fisker>. Based on the circumstances surrounding this Application and the nature of the relief requested herein, the Debtors respectfully submit that no other or further notice is required.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: June 25, 2024

FISKER INC., on behalf of itself and each of its affiliated Debtors and Debtors in Possession

/s/ John C. DiDonato

Name: John C. DiDonato

Title: Chief Restructuring Officer

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

In re:

FISKER INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11390 (TMH)

Jointly Administered

Hearing Date:

July 16, 2024, at 11:00 a.m. (ET)

Objection Deadline:

July 9, 2024, at 4:00 p.m. (ET)

**NOTICE OF APPLICATION OF DEBTORS FOR AUTHORITY TO EMPLOY AND
RETAIN MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS BANKRUPTCY
COUNSEL FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

PLEASE TAKE NOTICE that on June 25, 2024, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the *Application of Debtors for Authority To Employ and Retain Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors Nunc Pro Tunc To The Petition Date* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be (a) in writing; (b) filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **July 9, 2024, at 4:00 p.m. (ET)** (the “**Objection Deadline**”); and (c) served so as to be received on or before the Objection Deadline by the undersigned proposed counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON JULY 16, 2024, AT 11:00 A.M. (ET) BEFORE THE HONORABLE BRENDAN L. SHANNON AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 6th FLOOR, COURTROOM #1, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE PROCEDURES ABOVE WILL BE CONSIDERED BY THE COURT AT SUCH HEARING.

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 Dr, La Palma, CA 90623.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 25, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Evanthea Hammer

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Brenna A. Dolphin (No. 5604)
Sophie Rogers Churchill (No. 6905)
Evanthea Hammer (No. 7061)
1201 N. Market Street, 16th Floor
Wilmington, Delaware 19801
Tel.: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
bdolphin@morrisnichols.com
srchurchill@morrisnichols.com
ehammer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Darren S. Klein (admitted *pro hac vice*)
Steven Z. Szanzer (admitted *pro hac vice*)
Richard J. Steinberg (admitted *pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
darren.klein@davispolk.com
steven.szanzer@davispolk.com
richard.steinberg@davispolk.com

Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

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

In re:

FISKER INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11390 (TMH)

Jointly Administered

Re: D.I. ____

**ORDER APPROVING APPLICATION OF DEBTORS FOR
AUTHORITY TO EMPLOY AND RETAIN MORRIS, NICHOLS,
ARSHT & TUNNELL LLP AS BANKRUPTCY COUNSEL FOR THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “**Application**”)² of Fisker Inc. and certain of its affiliates (collectively, the “**Debtors**”), each of which is a debtor and debtor in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), for entry of an order (this “**Order**”), pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, approving the employment and retention of Morris, Nichols, Arsht & Tunnell LLP (“**Morris Nichols**”) as bankruptcy counsel for the Debtors *nunc pro tunc* to the Petition Date, pursuant to the terms set forth in the Engagement Agreement; and upon the Dehney Declaration and the DiDonato Declaration, each as attached to the Application; and the Court being satisfied that Morris Nichols does not represent any interest adverse to the Debtors’ estates, that Morris Nichols is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code and that the retention and employment of Morris Nichols is in the

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 Dr, La Palma, CA 90623.

² Capitalized terms not defined herein are used as defined in the Application.

best interests of the Debtors and their estates; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A); and sufficient notice of the Application having been given under the circumstances; and the Court having determined that the relief requested in the Application is just and proper; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to retain and employ Morris Nichols as their attorneys in these Chapter 11 Cases *nunc pro tunc* to the Petition Date.
3. In connection with these Chapter 11 Cases, Morris Nichols shall be compensated for professional services and reimbursed for expenses incurred in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and the Local Rules, and with any other applicable procedures and orders of this Court.
4. Morris Nichols is authorized to hold the Advance Payment less any Final Billed Amount as security throughout the Debtors' bankruptcy cases until Morris Nichols's final fees and expenses are awarded and payable to Morris Nichols pursuant to section 330 of the Bankruptcy Code, at which point Morris Nichols shall apply the Advance Payment to any unpaid allowed fees and expenses and return any unearned portion of the Advance Payment to the Debtors.
5. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
6. The relief granted herein shall be binding upon any chapter 11 trustee appointed in any of the Chapter 11 Cases or upon any chapter 7 trustee appointed in the event of a subsequent conversion of any of the Chapter 11 Cases to cases under chapter 7.

7. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT B

Dehney Declaration

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

In re:

FISKER INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11390 (TMH)

Jointly Administered

**DECLARATION OF ROBERT J. DEHNEY, SR. IN SUPPORT OF THE
APPLICATION OF DEBTORS FOR AUTHORITY TO EMPLOY AND RETAIN
MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS BANKRUPTCY COUNSEL
FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

I, Robert J. Dehney, Sr., hereby declare under penalty of perjury:

1. I am a partner in the firm of Morris, Nichols, Arsht & Tunnell LLP (“**Morris Nichols**”), which maintains an office for the practice of law at 1201 North Market Street, 16th Floor, Wilmington, Delaware 19801. I am an attorney at law, duly admitted and in good standing to practice in the state of Delaware as well as the United States District Court for the District of Delaware and U.S. Court of Appeals for the Third Circuit.

2. I submit this declaration (the “**Declaration**”) in connection with the *Application of Debtors for Authority to Employ and Retain Morris, Nichols, Arsht & Tunnell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* (the “**Application**”)² and to provide certain disclosures under sections 327(a) and 328(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure

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 Dr, La Palma, CA 90623.

² Capitalized terms not defined herein are used as defined in the Application. Morris Nichols does not waive by the Application and this Declaration and their contents, and hereby reserves and preserves all privileges.

(the “**Bankruptcy Rules**”), and rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

3. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently hereto.³

4. Morris Nichols’s attorneys have knowledge and experience in bankruptcy, reorganization, litigation, corporate governance, and other areas that are or may be relevant to these Chapter 11 Cases.

5. Insofar as I have been able to ascertain, Morris Nichols and its partners, counsel, and associates do not have any material connection with the Debtors, their significant creditors, or any other parties in interest herein or its respective attorneys or accountants, other than as described in this Declaration.

6. Furthermore, to the best of my knowledge, upon reasonable inquiry, neither I nor any professional of the Morris Nichols team that is providing services to the Debtors is a creditor of the Debtors.

7. Due to the size and diversity of Morris Nichols’s practice, Morris Nichols may have represented, or otherwise dealt with, or may now be representing, or otherwise dealing with, certain entities or persons (and their attorneys or accountants or both) who are or may consider themselves to be creditors, equity security holders, or parties interested in these Chapter 11 Cases. However, Morris Nichols does not and will not represent any entity other than the Debtors in connection with these cases.

³ Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Morris Nichols and are based on information provided by them.

8. In addition, Morris Nichols is or has been engaged in a number of matters in which attorneys and other professionals representing various parties in interest in these cases are also involved; in a number of cases Morris Nichols and those professionals represent or have represented the same clients. Moreover, due to the nature and size of its practice, Morris Nichols has or has had relationships as Delaware counsel, co-counsel, or referring counsel with many major law firms in most, if not all, major cities in the United States, which includes law firms representing creditors or other parties in interest in these cases; all such relationships are on matters unrelated to these cases. Morris Nichols is also a member of certain lawyer associations and networks, including the TerraLex network and ALAS, a mutual insurance company owned by law firms, which may include law firms representing creditors or other parties in interest in these cases. Furthermore, Morris Nichols, as part of its practice, also has and continues to represent agents, trustees, and similar entities in bankruptcy cases in which participants in the related facilities may be or believe they are creditors or other parties in interest in the above-captioned bankruptcy cases; Morris Nichols does not represent these participants and they are not generally part of Morris Nichols's conflict system.

9. Morris Nichols has conducted, and continues to conduct, research into its relations with the Debtors, their creditors, and other parties interested in these cases. As part of this inquiry, Morris Nichols obtained the names of individuals or entities that may be parties in interest in these Chapter 11 Cases (the "**Potential Parties in Interest**") attached hereto as **Schedule 1**. Morris Nichols then entered the names of the Potential Parties in Interest into a database containing the names of all clients and conflict information concerning the clients of Morris Nichols. This inquiry has revealed that certain of the Potential Parties in Interest are current

or former Morris Nichols clients (the list of such clients is referred to herein as the “**Client Match List**”).⁴

10. Through the information generated from the above-mentioned inquiry, and through follow-up inquiries with Morris Nichols attorneys responsible for certain clients listed on the Client Match List, Morris Nichols determined that the representation of the clients on the Client Match List concerned matters unrelated to these Chapter 11 Cases. In particular, to the best of my knowledge, information and belief, (a) Morris Nichols currently represents the entities, or affiliates of the entities, identified on the schedule annexed hereto as **Schedule 2** on matters unrelated to these Chapter 11 Cases; and (b) Morris Nichols formerly represented the entities, or affiliates of the entities, identified on the schedule annexed hereto as **Schedule 3** on matters unrelated to these cases since June 17, 2022. Although Morris Nichols values all of its clients, none of the entities listed on the Client Match List represent significant financial revenues for Morris Nichols.⁵ Morris Nichols’s computer database covers a period of time prior to June 17, 2022; however, as a matter of practice, Morris Nichols has not listed on **Schedule 3** former clients for such prior period.

11. Delaware Corporate Organizers, Inc., which provides no legal services, is a wholly owned subsidiary of Morris Nichols, and serves as registered agent for certain Delaware corporations (for which services no attorney-client relationship exists), performs various non-legal corporate services, and may serve as registered agent or perform other non-legal corporate services for parties who are connected to these cases.

⁴ To the extent that an entity identified on the Client Match List disclosed in either **Schedule 2** or **Schedule 3** attached hereto is not an “affiliate” (as such term is defined in section 101(2) of the Bankruptcy Code) of or is otherwise unrelated to a Potential Party in Interest, such entity shall not be construed as an affiliate of or entity related to such Potential Party in Interest and Morris Nichols reserves all rights with respect thereto.

⁵ None of the entities listed on the Client Match List represent greater than 1% of Morris Nichols’s revenue over the last two years.

12. Furthermore, two individuals who may be employed by the Office of the United States Trustee for the District of Delaware, Dion Wynn, or the United States Bankruptcy Court for the District of Delaware, Bonnie Anemone, are former employees of Morris Nichols. Both Mr. Wynn and Ms. Anemone left Morris Nichols more than ten years ago.

13. Other than as set forth herein, Morris Nichols is neither a creditor of the Debtors, an equity holder of the Debtors, nor an insider of the Debtors. For so long as it represents the Debtors, Morris Nichols will not represent any entities other than the Debtors in connection with these Chapter 11 Cases.

14. Neither Morris Nichols, any partner, counsel, or associate thereof, nor I represent any interest adverse to the Debtors or the Debtors' estates in the matters upon which Morris Nichols is proposed to be engaged.

15. Morris Nichols is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14) in that the firm and its partners, counsel, and associates:

- (i) are not creditors (including by reason of unpaid fees and expenses for prepetition services), equity security holders or insiders of the Debtors;
- (ii) are not and were not, within two (2) years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and
- (iii) do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

16. In connection with these Chapter 11 Cases, Morris Nichols was retained by the Debtors under an advance payment retainer for services to be rendered and expenses to be incurred in connection with its representation of the Debtors pursuant to an engagement letter executed by the Debtors on March 19, 2024 (the "**Engagement Agreement**").

17. In the representation of the Debtors relating to these Chapter 11 Cases, Morris Nichols received an initial retainer in the amount of \$100,000 on March 25, 2024, pursuant to the Engagement Agreement, and supplemental retainers in the amount of \$87,112.00 on April 12, 2024, and in the amount of \$212,297.60 on April 19, 2024, from the Debtors (collectively, the “**Advance Payment**”). In the ordinary course of representing these Debtors and in the ninety (90) days before the Petition Date, Morris Nichols issued invoices, drew down on the Advance Payment, and received the following payments from the Debtors:

Type of Transaction	Invoice Date	Billed Amount	Payment Date	Payment Amount	Advance Balance
Opening Advance Balance			3/25/2024	\$100,000.00	\$100,000.00
Invoice	3/27/2024	\$37,112.00	3/28/2024	Retainer Draw (\$37,112.00)	\$62,888.00
Additional Retainer Payment			4/12/2024	\$87,112.00	\$150,000.00
Invoice	4/3/2024	\$14,276.55	4/12/2024	\$14,276.55	\$150,000.00
Additional Retainer Payment			4/19/2024	\$212,297.60	\$362,297.60
Invoice	4/16/2024	\$62,297.60	4/29/2024	Retainer Draw (\$62,297.60)	\$300,000.00

18. In addition to this representation, since August 2023, Morris Nichols has represented the Debtors in a matter unrelated to these Chapter 11 Cases. A retainer was not received in the course of that representation. In the ordinary course of that representation, Morris Nichols submitted invoices which were then paid, in due course. In the interests of full disclosure, a chart documenting these payments in the six (6) months prior to the Petition Date is included below:

Type of Transaction	Invoice Date	Billed Amount	Payment Date	Payment Amount
Invoice	2/13/2024	\$15,072.10	4/10/2024	\$15,072.10
Invoice	3/12/2024	\$70,150.95	4/10/2024	\$70,150.95
Invoice	4/9/2024	\$20,592.60	5/23/2024	\$20,592.60
Invoice	5/9/2024	\$5,221.00	5/23/2024	\$5,221.00

19. Morris Nichols has not been paid any other compensation by the Debtors within ninety (90) days before the Petition Date and Morris Nichols is not a creditor of the Debtors. Morris Nichols did not exceed the Advance Payment prior to the Petition Date.

20. Subject to Court approval in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and the orders and Local Rules of this Court, the Debtors propose to pay Morris Nichols the following hourly rates in effect from time to time as set forth herein, plus reimbursement of actual, necessary expenses incurred by Morris Nichols on the Debtors' behalf. The following are Morris Nichols's currently hourly rates for work of this nature:

Partners	\$850–1,695
Associates and Counsel	\$545–965
Paraprofessionals	\$395
Case Clerks	\$195

21. These hourly rates are adjusted from time to time, typically at the beginning of the year.

22. Morris Nichols will comply with all of the requirements of this Court, the Bankruptcy Code, and the Bankruptcy Rules with respect to fee and expense applications of professionals employed by bankruptcy estates. Morris Nichols will seek interim and final approval of payment of compensation and reimbursement of expenses in connection with these cases

pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and the applicable orders and Local Rules of this Court.

23. All filing fees in these Chapter 11 Cases have been paid.

24. Further, Morris Nichols and its partners, counsel, and associates have not received, agreed to, or been promised any compensation in connection with its representation of the Debtors in these cases other than as set forth in the Application.

25. Morris Nichols has neither shared nor agreed to share (i) any compensation it has received or may receive with another party or person, other than with the partners, counsel and associates of Morris Nichols, or (ii) any compensation another person or party has received or may receive.

26. The proposed employment of Morris Nichols is not prohibited by or improper under Bankruptcy Rule 5002. Except as disclosed herein, I am not related, and to the best of my knowledge, information, and belief, no attorney at Morris Nichols is related, to any United States Bankruptcy Judge or District Court Judge for the District of Delaware or to the United States Trustee for such district or any employee in the office thereof.

27. By reason of the foregoing, I believe that Morris Nichols is eligible for retention and employment as bankruptcy counsel for the Debtors pursuant to sections 327(a), 328(a) and 1107(b) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules.

Dated: June 25, 2024

/s/ Robert J. Dehney, Sr.
Robert J. Dehney, Sr.

Schedule 1

Potential Parties in Interest

Debtors

Blue Current Holding LLC (Delaware)
Fisker Group Inc. (Delaware)
Fisker Inc. (Delaware)
Fisker TN LLC (Tennessee)
Platinum IPR LLC (Delaware)
Terra Energy Inc. (Delaware)

Non-Debtor Affiliates

Fisker (GB) Limited (United Kingdom)
Fisker (Shanghai) Motors Ltd. (China)
Fisker Belgium B.V. (Belgium)
Fisker Canada Ltd. (Canada)
Fisker Denmark ApS (Denmark)
Fisker France SAS (France)
Fisker GmbH (Austria)
Fisker GmbH (Germany)
Fisker Ireland Limited (Ireland)
Fisker Italy (Italy)
Fisker Netherlands B.V. (Netherlands)
Fisker Netherlands Sales B.V. (Netherlands)
Fisker Norway AS (Norway)
Fisker Portugal (Portugal)
Fisker Spain (Spain)
Fisker Sweden AB (Sweden)
Fisker Switzerland IP GmbH (Switzerland)
Fisker Switzerland Sales GmbH (Switzerland)
Fisker Vigyan India Private Limited (India)
Ocean EV, S. de R.L. de C.V. (Mexico)

Current Directors & Officers

Corey MacGillivray
Geeta Gupta-Fisker
Henrik Fisker
John Dubel
Jose Salinas
Mark E. Hickson
Mitchell S. Zuklie
Nadine J. Watt
Roderick K. Randall
Wendy J. Greuel

Former Directors and Officers

Burkhard Huhnke
Florus Beuting
John Finnucan
William R. McDermott

Debtors' Restructuring Professionals

Davis Polk & Wardwell LLP
Deutsche Bank
Kurtzman Carson Consultants LLC
Morris, Nichols, Arsht & Tunnell LLP

Ordinary Course Professionals

Axiom Global LLC
Bennett Jones LLP
Blythe Global Advisors, LLC
CPA Global (FIP) LLC
CSC Global Corporation Service Company
Deloitte & Touche LLP
Dennemeyer & Co. LLC
Donnelley Financial Solutions
Dykema Gossett PLLC
Ernst & Young LLP
Fisher & Phillips, LLP
Hedin LLP
Hogan Lovells US LLP
HWC Group, LLC
Ingenics Corporation LLC
Lancaster Safety Consulting, Inc.
Latham & Watkins
Mayer Brown LLP
National Center for Dispute Settlement
Nelson Mullins Riley & Scarborough
Orrick, Herrington & Sutcliffe LLP
PCAOB Public Company Accounting
Oversight
R. L. Polk & Co
Riveron Consulting, LLC
Setter Roche Smith & Shellenberger
Starfly Inc
Thomson Reuters West Publishing Cor
VASS America, D/B/A ECENTA America

WilliamsMarston LLC

Bankruptcy Judges for the District of Delaware

Chief Judge Laurie Selber Silverstein
Judge Brendan L. Shannon
Judge Craig T. Goldblatt
Judge J. Kate Stickles
Judge John T. Dorsey
Judge Karen B. Owens
Judge Mary F. Walrath
Judge Thomas M. Horan

Office of the United States Trustee

Andrew R. Vara
Benjamin Hackman
Fang Bu
Hannah M. McCollum
Jane Leamy
Jonathan Lipshie
Joseph Cudia
Joseph McMahan
Linda Casey
Linda Richenderfer
Malcolm M. Bates
Rosa Sierra-Fox
Timothy J. Fox, Jr.

Insurance Brokers and Carriers

American Casualty Company of Reading, Pennsylvania
American Zurich Insurance Company
Berkshire Hathaway Specialty Insurance
Continental Insurance Agency
Everest National Insurance Company
Federal Insurance
Great American Insurance Group
Homesite Insurance Company
Illinois Union Insurance Company
James River Insurance Company
Lloyd's of London
Marsh USA LLC
National Union Fire Insurance Company of Pittsburgh, PA.
Starr Indemnity & Liability Company
Twin City First Insurance Co.

Twin City Insurance
Valley Forge Insurance Company
Vantage Risk Assurance Company
W. R. Berkley Corporation
XL Specialty Insurance Company

Letter of Credit and Surety Bond Parties and Banks

Avalon Risk Management Insurance
Credit Suisse First Boston
Hudson Insurance Company
JPMorgan Chase Bank, N.A.
Nordea Bank ABP, Filial I Norge
Old Republic Surety Company
State of Arizona
State of California
State of Indiana – Secretary of State Auto Dealer Division
State of Maryland
State of Tennessee
Tennessee Motor Vehicle Commission

Real Estate Lessors

2085 Tamiami Trail East LLC
3131 Irving Boulevard LP
3Gen Teale, LLC
401 West 14th Street Fee LLC
501 Northpoint Parkway LLC
950 CHARTER PARTNERS, LLC
Astronautics APG LLC
Cathedral Energy Services, Inc
Continental 830 Nash LLC
Corte Madera Village, LLC Macerich Management Company
Cosmo Co USA Inc
Diamond Automotive Services LLC
Jeffrey Greenberg Separate Property
RED 1000 LLC
Shamrock (La Palma) Properties II
Successor Agency to Vista's Redevelopment Agency
VistalCal Luxury Imports, Inc. dba BMW of Vista

Taxing and Regulatory Authorities

Alabama Dept of Revenue

Arizona Dept of Revenue
Arkansas Dept of Finance & Administration
Attorney General of the State of Ohio
CA Franchise Tax Board
California Dept of Tax and Fee Admin
California State Board of Equalization
Colorado Department of Revenue
Commonwealth of KY Department of Revenue
Comptroller of Maryland
Connecticut Department of Revenue Services
Delaware Division of Revenue Bankruptcy
Service
Department of the Treasury - Internal Revenue
Service
Florida Dept of Revenue
Georgia Dept of Revenue
Hawaii Dept of Taxation
Idaho State Tax Commission
Illinois Dept of Revenue
Illinois Secretary of State
Illinois State Treasurer
Indiana Dept of Revenue
Iowa Dept of Revenue and Finance
Kansas Dept of Revenue
Kentucky Dept of Revenue
Louisiana Dept of Revenue
Maine Revenue Services
Massachusetts Department of Revenue
Michigan Dept of Treasury
Minnesota Dept of Revenue
Missouri Department of Revenue
Nebraska Dept of Revenue
Nevada Dept of Taxation
New York City Department of Finance
New York State Dept of Finance
North Carolina Dept of Revenue
Office of State Tax Commissioner - North
Dakota
Ohio Dept of Taxation
Oklahoma Tax Commission
Oregon Dept of Revenue
Pennsylvania Department of Revenue
Rhode Island Division of Taxation
South Carolina Department of Revenue
South Dakota Dept of Revenue
State of Florida - Department Of Revenue

State of Hawaii
State of Louisiana
State of Michigan - Department of Treasury
State of New Hampshire Dept of Revenue
Administration
State of New Jersey
State of New Mexico Taxation & Revenue
Department
Tennessee Dept of Revenue
Texas Comptroller of Public Accounts
Utah Dept of Taxation
Vermont Dept of Taxes
Virginia Department of Taxation
Washington DC Office of Tax and Revenue
Washington Dept of Revenue
West Virginia State Tax Dept
Wisconsin Department of Revenue
Wyoming Dept of Revenue

Utility Providers

ACS Billing Services
Acworth Power & Public Works
AireSpring
AT&T
Athens Services
Bartow County Water Department
Charter Communications Operating, L
City of Manhattan Beach
City of Oklahoma
City of Tempe
Cox Business
Edco Waste & Recycling Service
Frontier Communications
Georgia Natural Gas
Golden State Water Company
LADWP
Oklahoma Gas And Electric Company
Oklahoma Natural Gas
PG&E
Recology Sunset Scavenger
Republic Services #605
San Diego Gas & Electric (SDG&E)
SF-Water San Francisco Water Power Sewer
SoCal Gas
Southern California Edison
Southwest Gas Corporation

SRP Headquarters
Vista Irrigation District
Waste Management

Top 30 Unsecured Creditors

Adobe
Automotive Marketing Consultants, Inc
Avnet Inc
Bertrandt US, Inc.
BROADRIDGE ICS BROADRIDGE
INVESTOR COMMUNICATION
Contemporary Amperex Technology Co.
Limited
Duck-ii Industry Co., Ltd.
FedEx
Future Electronics Corp.
Google LLC
HL Mando (Suzhou) Automotive System
Co.,Ltd.
I.G. Bauherhin GmbH
ManpowerGroup US Inc
Montara North America Corporation
MOURI Tech LLC
NBC Universal LLC
NYSE Listings
Prelude Systems Inc
PwC US Tax LLP
Queens Plaza Ventures, LLC
SAP America Inc.
Stratus-X LLC, DBA XD Innovation Am
TESSOLVE DTS INC
Tessolve Semiconductor Private Limited
T-Mobile USA, Inc.
TomTom North America, Inc.
U.S. Bank National Association [2026 Notes
Trustee]
Urgent.ly Inc.
Vector North America Inc.
Workday Inc

Litigation Counterparties

Alisher Yunusov
Allison Black
Anja Pechnik
Anthony Ku
Ari Jaffe

Arnie Sherman
Arutyun Agaronyan
Ashley Wool-Smith
Brent McDaniel
Bret Ahmed
Brian Diaz
Chokha Palayamkottai
Chris Hacker
Chris Sorensen
Clarence Chan
David Buchsbaum
Dennis Cymbalski
Eric Balich
Eric Gilbert
Gerardo Aceves
Gurmeet Mohem
Jacob Moss
James Verity
Jennifer Liu
Jim Wilder
Joe Cocco
Justin Bukoski
Kerry Swecker
Kevin Milliner
Kurt & Holly Affleck
Laurie Hanna
Lonny Simonian
Mahomed Altaf Omar
Marcos Figueroa
Mark Ambrosio
Mark Lawlor
Mark Marias
Mark Schaefer
Michael Mayer
Michael Shklovsky
Mohamad Zahabi
Neil Gako
Nicholas Rodriguez
Noelle White
Praveena Pattanashetti
Rajiv Patel
Raul Morales
Roman Zima
Roshan Patel
Satwinder Hanjra
Scott Moore

Sheshadri Nukala
Stemmons Enterprise, L.L.C.
Tom McKeone
Tonianne Calabrese-Strohkirch
Travis Spoor
Yuriy Bilozerov
Zalmon Uvaydov

Vendors & Other Potentially Interested Parties

A2MAC1 LLC
Adaptavist Inc
Adaptive Corporation
Amazon Business
AMERICAN AUTO TRANSPORTATION Ltd
Aptiv Electrical Centers(Shanghai) Ltd.
Arcadis Inc. (FKA CallisonRTKL Inc.
Argus Cyber Security LTD.
Arrow Electronics Inc
ATA Engineering, Inc.
Attack Research LLC
Auto-Kabel Management GmbH
AVL Mobility Technologies Inc.
Beijing Jingwei Hirain Technologies Inc
BETA CAE Systems USA, Inc.
BlackBerry Corporation
Bloomberg L.P.
Bridgestone Americas, Inc
Bush Specialty Vehicles, Inc
CASCO IMOS ITALIA S.r.l.
Cato Networks, Inc.
CDW Direct, LLC
Chargepoint, Inc.
Chevalier Technologies Limited
COMM2IG A/S
Conjetta Investments LLC
Continental Development Corporation dba
Continental Rosecran
CONTROLWORKS, Inc.
Corinthian Textile Solutions, Inc.
Daniel J. Edelman, Inc.
Dell Marketing L.P. C/O Dell USA L.
Digi-Key Electronics
Dow Jones & Company, Inc.
DSA Systems INC
Efficient Tool Solutions dba Sonic

GAMMA Technologies LLC
Gannett Satellite Information Netwo LLC dba
USA TODAY
GFM, LLC DBA The Grove, LLC
Gray West Construction
Hertz Global Holdings
Hon Hai Precision Industry Co., LTD
Humanetics Innovative Solutions Inc
IAC Group (Hrusky)
IAC Group (Slovakia) s.r.o
IAV Automotive Engineering Inc.
Icertis Inc
IMAGINit Technologies
Innovative Pristine Services
Insight Direct USA Inc
Intellias Global Limited
International Automotive Components
J.D. Power
Jama Software, Inc.
JRM Construction West, LLC
KPIT Technologies Inc
Lantronix Canada, ULC DBA Intrinsyc
Technologies
LEAR CORPORATION ROMANIA SRL
Lyft, Inc.
Maxion Wheels Czech s.r.o., divize Alukola
Metalcrafters Transparencies & Composites,
Inc.
Microsoft Corporation
MOLD TECH SARL Standex Engraving
Mouser Electronics
National Cable Communications, LLC dba
Ampersand
Ningbo Xusheng Group Co., Ltd
Obendrauf & Steiner GmbH
Panasonic Automotive System Co
Premikati, Inc.
PricewaterhouseCoopers LLP
Protechnvil System Private Limited
Sachse Construction and Development
Saint-Gobain Sekurit Scandinavia AB
Salesforce.com, Inc
Saratech
Say Technologies LLC
SBS-FEINTECHNIK GmbH & Co.KG
SDL, Inc.

Shanghai Xundao New Energy Technolo Co.,
Ltd
SHI Headquarters
Shrin LLC
Signtech Electrical Advertising, In
Solana Beach Labs
Sprinklr
Suzhou Sonavox Electronics Co.,Ltd
Synopsys, Inc.
Terapixels Systems Inc.
The MathWorks, Inc.
The New York Times
The Whiting-Turner Contracting Comp
ThermoAnalytics, Inc.
Thundercomm America Corp
thyssenkrupp Federn und Stabilisato GmbH
Trace3, LLC
Transmit.Live LLC
TrueInsight LLC
TTI, INC. - USA
Unity Technologies ApS
Webasto Roof & Components SE
Xiezhong International Thermal Management
Systems (Jiangsu) Co., L

Substantial Equity Holders

Amanda Galton
Beau Boeckmann 2012 Irrevocable Trust
Blue Bridge Trust CO INC TR Nobile Trust
Bo Holmgreen
C4 Ventures I SCSP
CEDE & Co.
Henrik Fisker + Geeta Fisker TR UA
03/14/2017 Mayfair Trust
Jameel Jameel
Jenell Randall
John J MacWilliams
John M Stice
Lawrence Renna
Leslie Buskrik
Nadine I Watt Jameson Family Trust
NikolaJ Coster-Waldau
Phillip Holding APS
Richard John Giltrap
Subbarayudu Kamma

Secured Creditors and Trustees

CVI Investments, Inc. – Sr. Secured
Convertible Notes [2025 Notes Holder]
Heights Capital Management
Hyundai Glovis Co.,Ltd
Willington Savings Fund Society, FSB [2025
Notes Trustee]

Personal Property Lessors

Alta Food Craft
Aqua Green Solutions
CRH California Water, Inc. dba Culligan of
Santa Ana
HYG Financial Services, Inc.
La Colombe Coffee Roasters

Schedule 2

Morris Nichols represents the Potential Parties in Interest and/or affiliates thereof identified below on matters unrelated to these Chapter 11 Cases.

Adobe
AT&T
Bloomberg L.P.
Credit Suisse First Boston
Dell Marketing L.P. C/O Dell USA L.
Deutsche Bank
Google LLC
Hon Hai Precision Industry Co., LTD
IAC Group (Hrusky)
IAC Group (Slovakia) s.r.o
J.D. Power
Jama Software, Inc.
JPMorgan Chase Bank, N.A.
Orrick, Herrington & Sutcliffe LLP
PricewaterhouseCoopers LLP
Salesforce.com, Inc.
SAP America Inc.
Southwest Gas Corporation
TTI, INC. - USA
Unity Technologies ApS
Waste Management
Workday Inc

Schedule 3

Morris Nichols formerly represented the Potential Parties in Interest and/or affiliates thereof identified below on matters unrelated to these Chapter 11 Cases.

BROADRIDGE ICS BROADRIDGE INVESTOR COMMUNICATION

Chargepoint, Inc.

Davis Polk & Wardwell LLP

Lloyd's of London

EXHIBIT C

DiDonato Declaration

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

In re:

FISKER INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11390 (TMH)

Jointly Administered

**DECLARATION OF JOHN C. DIDONATO AS CHIEF RESTRUCTURING
OFFICER OF THE DEBTORS IN SUPPORT OF THE APPLICATION OF
DEBTORS FOR AUTHORITY TO EMPLOY AND RETAIN MORRIS,
NICHOLS, ARSHT & TUNNELL LLP AS BANKRUPTCY COUNSEL FOR THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

I, John C. DiDonato, Chief Restructuring Officer of each of the above-captioned debtors (collectively, the “**Debtors**” or “**Fisker**”), in support of the *Application of Debtors for Authority To Employ and Retain Morris Nichols Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (the “**Application**”),² declare as follows:

1. I submit this declaration (the “**Declaration**”) in support of the Application.

Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by other members of the Debtors’ management and the Debtors’ advisors.

The Debtors’ Selection of Morris Nichols

2. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are

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 Dr, La Palma, CA 90623.

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

subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

3. To that end, the review process utilized by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. The Debtors selected Morris Nichols because of the firm's extensive experience representing debtors in large and often complex chapter 11 cases before this Court.

4. In addition, Morris Nichols has become familiar with the Debtors' strategy and many of the legal issues that may arise in the context of these Chapter 11 Cases through assisting the Debtors in preparing these Chapter 11 Cases for filing. I believe that for these reasons, Morris Nichols is both well qualified and uniquely able to represent the Debtors in these Chapter 11 Cases in an efficient and timely manner. Thus, the Debtors decided to continue to retain Morris Nichols as the Debtors' bankruptcy counsel during these Chapter 11 Cases.

Rate Structure

5. In my capacity as Chief Restructuring Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. I am responsible for supervising the review of the invoices regularly submitted by Morris Nichols and can confirm that the rates Morris Nichols charged the Debtors in the prepetition period are the same as the rates Morris Nichols will charge the Debtors in the postpetition period, subject to annual adjustments.

Cost Supervision

6. The Debtors recognize that they are responsible for closely monitoring the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of the Chapter 11 Cases. As they did

prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. To that end, the Debtors will review and monitor the invoices that Morris Nichols submits.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 25, 2024

/s/ John C. DiDonato
John C. DiDonato
Chief Restructuring Officer
Fisker Inc.