

**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 DAVIS POLK & WARDWELL LLP AS
ATTORNEYS 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 Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* (this “**Application**”). This Application is supported by the (a) *Declaration of Brian M. Resnick in Support of the Application of Debtors for Authority To Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* (the “**Resnick Declaration**”) and (b) *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 Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* (the “**DiDonato Declaration**”), attached hereto as **Exhibit A** and **Exhibit B**, respectively, and incorporated herein by reference.

In further support of this Application, the Debtors respectfully state as follows:

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



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 C** (the “**Proposed Order**”), authorizing the Debtors to employ and retain Davis Polk & Wardwell LLP (“**Davis Polk**”) as their restructuring 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 Davis Polk under the terms and conditions set forth in this Application, as more fully described in the Resnick Declaration and the DiDonato Declaration.³

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

³ The Debtors are also seeking Court authority to employ and retain Morris, Nichols, Arsht & Tunnell LLP (“**MNAT**”) as their Delaware counsel in connection with the Chapter 11 Cases. It is intended that the services of MNAT shall complement and not duplicate the services to be rendered by Davis Polk. The Debtors, Davis Polk, and MNAT are mindful of the need to avoid duplication of services and appropriate procedures will be implemented to ensure that there is no such duplication.

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.⁴

7. 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 *Declaration of John C. DiDonato as Chief Restructuring Officer of the Debtors in Support of Debtors’ Chapter 11 Proceedings and First Day Pleadings* [D.I. 37], which is incorporated herein by reference.

Davis Polk’s Qualifications

⁴ See *In re Fisker Inc.*, No. 24-11390 (TMH) [D.I. 51]; *In re Fisker Group Inc.*, No. 24-11377 (TMH) [D.I. 10]; *In re Fisker TN LLC*, No. 24-11391 (TMH) [D.I. 3]; *In re Terra Energy Inc.*, No. 24-11392 (TMH) [D.I. 3]; *In re Blue Current Holding LLC*, No. 24-11393 (TMH) [D.I. 3]; *In re Platinum IPR LLC*, No. 24-11394 (TMH) [D.I. 3].

8. The Debtors selected Davis Polk as their restructuring counsel because of the firm's extensive experience and knowledge in bankruptcy and restructuring work, as well as in broader corporate transactional and litigation work. Davis Polk has been actively involved in a wide variety of major chapter 11 cases, including (in the last three years): *In re Enviva Inc.*, No. 24-10453 (BFK) (Bankr. E.D. Va. Mar. 12, 2024); *In re Hornblower Holdings LLC*, No. 24-90061 (MI) (Bankr. S.D. Tex. Feb. 21, 2024); *In re WeWork Inc.*, No. 23-19865 (JKS) (Bankr. D.N.J. Nov. 6, 2023); *In re Air Methods Corp.*, No. 23-90886 (MI) (Bankr. S.D. Tex. Oct. 24, 2023); *In re Instant Brands Acquisition Holdings Inc.*, No. 23-90716 (DRJ) (Bankr. S.D. Tex. June 12, 2023); *In re Wesco Aircraft Holdings, Inc. (Incora)*, No. 23-90611 (MI) (Bankr. S.D. Tex. June 1, 2023); *In re Diebold Holding Co., LLC*, No. 23-90602 (DRJ) (Bankr. S.D. Tex., June 1, 2023); *In re Monitronics Int'l, Inc.*, No. 23-90332 (CML) (Bankr. S.D. Tex. May 15, 2023); *In re Envision Healthcare Corp.*, No. 23-90243 (CML) (Bankr. S.D. Tex. May 15, 2023); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. Apr. 23, 2023); *In re Virgin Orbit Holdings, Inc.*, No. 23-10405 (KBO) (Bankr. D. Del. Apr. 4, 2023); *In re Invacare Corp.*, No. 23-90068 (CML) (Bankr. S.D. Tex. Jan. 31, 2023); *In re Party City Holdco Inc.*, No. 23-90005 (DRJ) (Bankr. S.D. Tex. Jan. 17, 2023); *In re Phoenix Servs. Topco, LLC*, No. 22-10906 (MFW) (Bankr. D. Del. Sept. 27, 2022); *In re Cineworld Grp. plc*, No. 22-90168 (MI) (Bankr. S.D. Tex. Sept. 7, 2022); *In re Lumileds Holding BV*, No. 22-11155 (LGB) (Bankr. S.D.N.Y. Aug. 29, 2022); *In re Celsius Net., LLC*, No. 22-10964 (MG) (Bankr. S.D.N.Y. July 13, 2022); *In re Revlon, Inc.*, No. 22-10760 (DSJ) (Bankr. S.D.N.Y. June 15, 2022); *In re Talen Energy Supp., LLC*, No. 22-90054 (MI) (Bankr. S.D. Tex. May 9, 2022); *In re Ector Cnty. Energy Ctr., LLC*, No. 22-10320 (JTD) (Bankr. D. Del. Apr. 11, 2022); *In re Ruby Pipeline, LLC*, No. 22-10278 (CTG) (Bankr. D. Del. Mar. 31, 2022); *In re Tilden Marcellus, LLC*, No. 22-20212 (GLT) (Bankr. W.D. Pa. Feb. 4, 2022); *In re Alto Maipo*

SpA, No. 21-11508 (KBO) (Bankr. D. Del. Nov. 17, 2021); *In re Riverbed Tech., Inc.*, No. 21-11503 (CTG) (Bankr. D. Del. Nov. 16, 2021); *In re Rockdale Marcellus, LLC*, No. 21-22080 (GLT) (Bankr. W.D. Pa. Sept. 21, 2021); *In re Tenrgys, LLC*, No. 21-01515 (JW) (Bankr. S.D. Miss. Sept. 17, 2021); *In re Basic Energy Serv., Inc.*, No. 21-90002 (DRJ) (Bankr. S.D. Tex. Aug. 17, 2021); *In re Alpha Latam Mgmt., LLC*, No. 21-11109 (JKS) (Bankr. D. Del. Aug. 1, 2021); and *In re Limetree Bay Serv., LLC*, No. 21-32351 (DRJ) (Bankr. S.D. Tex. July 12, 2021).

9. Davis Polk is intimately familiar with the Debtors' business and financial affairs and is well-qualified to provide the services required by the Debtors in the Chapter 11 Cases. Davis Polk has provided extensive advice to the Debtors since December 8, 2023 on a broad array of matters and has performed services necessary to enable the Debtors to file for protection under chapter 11. Davis Polk, along with MNAT, as proposed Delaware counsel, Huron Consulting Services LLC ("**Huron**"), as proposed financial advisors, Kurtzman Carson Consultants, LLC d/b/a Verita Global ("**Verita**"), as claims and noticing agent, and the Debtors, has been primarily responsible for the Debtors' preparations for the Chapter 11 Cases. Accordingly, Davis Polk has significant relevant experience with the Debtors to deal effectively and efficiently with the primary legal issues and problems likely to arise in the context of the Chapter 11 Cases.

10. The Debtors believe that Davis Polk is both well-qualified and uniquely able to represent them in the Chapter 11 Cases in an efficient and effective manner. If the Debtors are required to retain restructuring counsel other than Davis Polk in connection with the prosecution of their Chapter 11 Cases, the Debtors, their estates, and all parties in interest would be unduly and materially prejudiced, including by the time and substantial expense necessary to enable other counsel to become familiar with the Debtors' business, operations, and restructuring needs. The Debtors, therefore, request that the Court authorize Davis Polk to represent the Debtors.

Scope of Services

11. The services of Davis Polk are appropriate and necessary to enable the Debtors to execute their duties as debtors and debtors in possession faithfully and to implement the restructuring of the Debtors. Subject to further order of the Court, the Debtors propose to employ Davis Polk to render such legal services as may be requested by the Debtors and able to be performed by Davis Polk, including, without limitation:

(a) preparing, on behalf of the Debtors, as debtors in possession, all necessary or appropriate motions, applications, objections, replies, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;

(b) counseling the Debtors with regard to their rights and obligations as debtors in possession and their powers and duties in the continued management and operation of their business and properties;

(c) providing advice, representation, and preparation of necessary documentation and pleadings and taking all necessary or appropriate actions in connection with debt restructuring, statutory bankruptcy issues, post-petition financing, strategic transactions, asset sale transactions, securities laws, and real estate, environmental, labor, intellectual property, employee benefits, business and commercial litigation, and corporate and tax matters;

(d) taking all necessary or appropriate actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;

(e) taking all necessary or appropriate actions in connection with any chapter 11 plan, any related disclosure statement, and all related documents and such further actions as may be required in connection with the administration of the Debtors' estates;

(f) taking all necessary and appropriate actions in connection with any potential sale of all or substantially all of the Debtors' assets; and

(g) acting as general restructuring counsel for the Debtors and performing all other necessary or appropriate legal services in connection with the Chapter 11 Cases.

Compensation

12. For the services rendered by Davis Polk, the Debtors propose to pay Davis Polk the applicable rates for timekeepers on this matter set forth in the Resnick Declaration and to reimburse Davis Polk according to its customary reimbursement policies, and the Debtors respectfully submit that such rates and policies are reasonable. Davis Polk adjusts its rates periodically, typically on or around January 1 of each year.

13. As set forth in the Resnick Declaration, prior to the Petition Date, on March 11, 2024 and April 19, 2024, the Debtors provided Davis Polk with advance payments to establish a retainer totaling \$1,250,000.00 (the “**Retainer**”) in connection with, and in contemplation of, the Chapter 11 Cases. Additionally, Davis Polk has submitted invoices to the Debtors, applied the Retainer towards Davis Polk’s invoiced services and fees, and has subsequently sought and received replenishment of the Retainer by the Debtors. The Retainer was fully applied prior to the Petition Date. In addition, the Debtors do not owe any amount to Davis Polk on account of legal services rendered prior to the Petition Date.

14. Given the extensive nature of the services that Davis Polk will provide to the Debtors, the retention of Davis Polk is appropriate to enable the Debtors to faithfully execute their duties as debtors and debtors in possession and to implement the restructuring of the Debtors.

15. The Debtors understand that, in connection with the reimbursement of reasonable and necessary expenses, it is Davis Polk’s policy to charge its clients for certain expenses incurred in connection with providing certain client services, including, among others, travel, meals, lodging, photocopying, postage, vendor charges, delivery services, and other expenses incurred in providing professional services.

16. Davis Polk will be required to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in

compliance with sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and Local Rules, and any other applicable procedures and orders of the Court. The Debtors understand that Davis Polk intends to make reasonable efforts to comply with the requests of the office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) requests for information and additional disclosures as set forth in 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 “**UST Guidelines**”), in connection with any interim and final fee applications to be filed by Davis Polk in the Chapter 11 Cases.

Davis Polk’s Disinterestedness

17. The Debtors have reviewed the Resnick Declaration and, to the best of the Debtors’ knowledge, information, and belief, Davis Polk and its professionals (a) are “disinterested” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and, as required by section 327(a) and referenced by section 328(c) of the Bankruptcy Code, neither hold nor represent any interest adverse to the Debtors or their estates and (b) except as disclosed in the Resnick Declaration, have no relevant and disabling connection to the Debtors, their significant creditors, or certain other potential parties in interest whose names were supplied to Davis Polk by the Debtors.

18. Davis Polk has informed the Debtors that it will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no disqualifying circumstances have arisen and that, if any new facts or relationships that Davis Polk believes should be disclosed to the Court and the parties in interest in the Chapter 11 Cases are discovered, Davis Polk would file a supplemental disclosure with the Court and serve such supplemental disclosure on the U.S. Trustee.

Supporting Authority

19. The Debtors seek retention of Davis Polk as their restructuring counsel under section 327(a) of the Bankruptcy Code, which provides that a debtor:

[W]ith the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

20. Bankruptcy Rule 2014(a) requires that a professional retention application under section 327 of the Bankruptcy Code include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

21. The Debtors submit that, as detailed above and as set forth in the Resnick Declaration and DiDonato Declaration, the retention and employment of Davis Polk as restructuring counsel to the Debtors in the Chapter 11 Cases is warranted. Davis Polk (a) does not hold or represent an interest adverse to the Debtors' estates, (b) is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and (c) has no connection to the Debtors, their creditors, or other parties in interest except as set forth in the Resnick Declaration. Accordingly, the Debtors respectfully request that the Court approve this Application and enter the Proposed Order authorizing the Debtors' retention of Davis Polk as restructuring counsel effective as of the Petition Date.

Nunc Pro Tunc Relief is Appropriate

22. Davis Polk has agreed to serve as restructuring counsel for the Debtors on and after the Petition Date with assurances that the Debtors would seek approval of its employment and retention *nunc pro tunc* to the Petition Date, so that Davis Polk may be compensated for its pre-Application services. The Debtors believe that no party in interest would be prejudiced by the granting of the *nunc pro tunc* employment, as provided in this Application, because Davis Polk has provided and continues to provide valuable services to the Debtors' estates during the interim period. See *In re Ark. Co.*, 798 F.2d 645, 650 (3d Cir. 1986); *In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989).

Notice

23. 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**").

24. 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 C**, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: June 25, 2024
Wilmington, Delaware

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 DAVIS POLK & WARDWELL LLP AS ATTORNEYS 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 Davis Polk & Wardwell LLP as Attorneys 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/ Brenna A. Dolphin

Robert J. Dehney, Sr. (No. 3578)
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-and-

DAVIS POLK & WARDWELL LLP

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Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Resnick 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 BRIAN M. RESNICK IN SUPPORT OF THE
APPLICATION OF DEBTORS FOR AUTHORITY TO EMPLOY AND
RETAIN DAVIS POLK & WARDWELL LLP AS ATTORNEYS FOR THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Brian M. Resnick, in support of the *Application of Debtors for Authority To Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date*, dated June 25, 2024 (the “**Application**”),² declares as follows:

1. I am a partner of Davis Polk & Wardwell LLP (“**Davis Polk**” or the “**Firm**”), a law firm with its principal office at 450 Lexington Avenue, New York, New York 10017 and other offices in Washington, D.C., Northern California, London, Madrid, Brussels, São Paulo, Tokyo, Beijing, and Hong Kong.

2. I submit this declaration (the “**Declaration**”) (a) in connection with the Application, wherein the Debtors³ seek entry of an order authorizing the Debtors to employ and retain Davis Polk as their restructuring counsel in the Chapter 11 Cases *nunc pro tunc* to the Petition Date at

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

³ The Debtors and their direct and indirect non-Debtor subsidiaries are collectively referred to herein as “**Fisker.**”

the applicable rates for timekeepers on this matter, as detailed below, in accordance with the Firm's normal reimbursement policies, (b) in compliance with sections 329 and 504 of the Bankruptcy Code, and (c) to provide the disclosure required under Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

3. To the extent that it is brought to my attention during the pendency of the Chapter 11 Cases that any information disclosed herein requires amendment or modification upon Davis Polk's completion of further review or as additional party in interest information becomes available to it, I intend to file supplemental declarations reflecting such amended or modified information.

4. Subject to the qualifications herein and to the best of my knowledge, neither I, Davis Polk, nor any partner, counsel, or associate of the Firm represents any entity other than the Debtors in connection with the Chapter 11 Cases. In addition, except as set forth herein, to the best of my knowledge, after an inquiry conducted by associates working under my supervision, neither I, Davis Polk, nor any partner, counsel, or associate of the Firm represents any party in interest in the Chapter 11 Cases in matters related to the Chapter 11 Cases.

5. Davis Polk has in the past represented, currently represents, or may in the future represent, in matters unrelated to the Chapter 11 Cases, entities that are potential claimants or interest holders of the Debtors. Davis Polk, which employs more than 1,000 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Some of those entities are, or may consider themselves to be, creditors or parties in interest in the Chapter 11 Cases or to otherwise have interests in the Chapter 11 Cases.

6. In preparing this Declaration, I relied on information brought to my attention pursuant to procedures Davis Polk uses to evaluate compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the employment and retention of professionals by a debtor under the Bankruptcy Code (the “**Internal Review Procedures**”). Pursuant to the Internal Review Procedures, Davis Polk has taken the following actions to identify parties relevant to this Declaration and to ascertain Davis Polk’s connection to such parties:

(a) A list of the Debtors, their affiliates, and other potential parties in interest in the Chapter 11 Cases (as set forth on **Schedule 1** hereto, the “**Potential Parties In Interest**”) was created by the Debtors and Huron upon review of the Debtors’ records and in consultation with Davis Polk attorneys.

(b) Davis Polk compared each of the Potential Parties In Interest to the Firm’s master records database from its conflict clearance and billing records (the “**Records Database**”) by searching all clients and former clients going back two years for any matters that have been opened or closed. The Records Database includes the name of each current or former client and, for each significant current or former matter for each client or former client, the names of the Davis Polk personnel identified at the time such matter was opened as responsible for such matter and, in most instances, the names of certain other material parties directly relevant to such matter. It is Davis Polk’s policy that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Records Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and other relevant parties. Accordingly, the Records Database is regularly updated for every new client retaining Davis Polk and significant matters undertaken for each such client.

(c) All matches between the Records Database and the list of Potential Parties In Interest, where a Potential Party In Interest was listed as a client of Davis Polk, were identified (the “**Client Match List**”).

(d) An attorney, law clerk, and/or legal assistant then reviewed the Client Match List and deleted individuals or entities that Davis Polk does not currently represent and has not represented in the last two years. The remaining individuals or entities are set forth on **Schedule 2** hereto.

(e) A general inquiry was sent to all Davis Polk attorneys by email asking whether any of them or their immediate family members (spouse, domestic partner, minor children, or family member living in his or her household) (i) owns any debt or equity securities of any of the Debtors, (ii) holds a claim against any of the Debtors, (iii) is or was an officer, director, or employee of any of the Debtors,

(iv) is related to or has any business or familial connections to any Bankruptcy Judge in the District of Delaware or person at the office of the U.S. Trustee, or (v) is aware of any representation by Davis Polk of the Debtors in any capacity, and such attorney has not previously been contacted by the attorneys conducting the Internal Review Procedures.

7. Any parties identified as a client that Davis Polk represents or has represented within the last two years were reviewed by an attorney, law clerk, and/or legal assistant working under my supervision. Based upon such review, Davis Polk believes that it is a “disinterested person,” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and, as required by section 327(a) and referenced by section 328(c) of the Bankruptcy Code, neither holds nor represents any interest adverse to the Debtors or their estates, in that Davis Polk, its partners, counsel, and associates:

(a) are not creditors, equity security holders, or insiders of any of the Debtors;

(b) are not and were not, within two years before the date of the filing of the Debtors’ chapter 11 petitions, a director, officer, or employee of any of the Debtors; and

(c) do not hold or represent any interest that is materially adverse to the interests of any of the Debtors’ estates or any class of creditors or equity security holders of the Debtors, by reason of Davis Polk’s direct or indirect relationship to, connection with, or interest in, any of the Debtors or for any other reason, other than as set forth herein.

8. Disclosure of any connections Davis Polk has or has had with the Debtors or any Potential Parties In Interest, insofar as I know or have been able to ascertain after reasonable inquiry, is set forth below:

(a) Over the past approximately eight months, Davis Polk has advised the Debtors concerning their restructuring alternatives and debt obligations and has performed services necessary to enable the Debtors to file for protection under chapter 11. Davis Polk, along with MNAT, as proposed Delaware counsel, Huron, as proposed financial advisor, Verita, as claims and noticing agent, and the Debtors, has been primarily responsible for the Debtors’ preparations for the Chapter 11 Cases.

(b) Davis Polk previously has represented within the last two years and/or currently represents, and may continue to represent in the future, the non-Debtor entities listed on **Schedule 2** (or their affiliates) in matters unrelated to the Debtors. The list attached hereto as **Schedule 2** is the product of implementing the Internal Review Procedures. Davis Polk does not and will not represent any of the entities listed on **Schedule 2** in matters related to the Chapter 11 Cases. To the best of my knowledge and information, with the exception of the entities identified in subparagraph (c) below and their affiliates, none of the entities listed on **Schedule 2** (each together with its respective affiliates) was the source of more than one percent of Davis Polk's revenues for the 12 months ended June 23, 2024.

(c) One of the Potential Parties In Interest, together with its affiliates, accounted for more than one percent of Davis Polk's revenues during the 12 months ended June 23, 2024. Davis Polk represents JPMorgan Chase Bank, N.A. (the "**1% Potential Party In Interest**") in various matters. Davis Polk has never represented, and will not represent, the 1% Potential Party In Interest in any matters related to the Debtors or these Chapter 11 Cases. Davis Polk has considered the positions of the 1% Potential Party In Interest in the Chapter 11 Cases and has concluded that Davis Polk's representation of the Debtors does not create any conflict of interest with the 1% Potential Party In Interest.

(d) Partners, counsel, and associates of Davis Polk, including attorneys who may be engaged in Davis Polk's representation of the Debtors, may have been employed by various Potential Parties In Interest (including various governmental agencies or, when previously employed by other law firms or professional services firms, may have performed services for various Potential Parties In Interest. I do not believe that any such connections would in any way affect Davis Polk's ability to represent the Debtors effectively.

(e) It is possible that former Davis Polk attorneys are, or were, after leaving Davis Polk, affiliated with various Potential Parties In Interest. However, I do not believe that any such connection would in any way affect Davis Polk's ability to represent the Debtors effectively.

(f) As part of its practice, Davis Polk regularly represents lenders, underwriters, and other parties in litigation and corporate transactions, such as debt and equity issuances and/or credit facilities, including transactions and litigations alongside or involving Potential Parties In Interest. Davis Polk does not believe that these representations would in any way affect Davis Polk's ability to represent the Debtors effectively.

(g) Various Davis Polk associates are seconded to the legal departments of Davis Polk clients for several months, some of whom are, or are affiliates of, Potential Parties In Interest. However, I do not believe that such connections would in any way affect Davis Polk's ability to represent the Debtors effectively.

(h) Based on responses to an email sent to every attorney in the Firm, I am not aware of any Davis Polk attorney who owns, or whose immediate family members own, the Debtors' stock or who are creditors of the Debtors.

(i) Davis Polk attorneys invest in a broad array of mutual funds and ETFs, some of which either do currently or may in the future own securities of the Debtors or some of its Potential Parties In Interest. However, I do not believe that such connections would in any way affect Davis Polk's ability to represent the Debtors effectively.

(j) Davis Polk appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which Davis Polk has represented in the past, represents now, or may represent in the future, or may be claimants or other parties in interest in the Chapter 11 Cases. Davis Polk is not aware of any relationship it has with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

(k) It is possible that certain Potential Parties In Interest have provided, and in some cases continue to provide, services to Davis Polk. I do not believe that any such connections would compromise Davis Polk's ability to effectively represent the Debtors.

(l) As part of its practice, Davis Polk regularly represents clients before, or in connection with inquiries from, governmental agencies, including, but not limited to, the IRS and the SEC. However, I do not believe any such connections would compromise Davis Polk's ability to represent the Debtors effectively.

(m) In addition to the foregoing, after reasonable inquiry, I do not believe that there is any connection between Davis Polk and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

None of the above relationships constitute an actual conflict, but such relationships may be "connections" within the meaning of Bankruptcy Rule 2014 and, therefore, are disclosed.

9. Davis Polk will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no disqualifying circumstances have arisen and that, if any new facts or relationships that Davis Polk believes should be disclosed to the Court and the parties in interest in the Chapter 11 Cases are discovered, Davis Polk will file a supplemental disclosure with the Court and serve such supplemental disclosure on the U.S. Trustee.

10. In the 12 months prior to the Petition Date, Davis Polk received payments from the Debtors totaling \$1,099,910.27 (excluding advance payments to establish and replenish a retainer (the “**Retainer**”)) in connection with legal work related to restructuring, financing, capital markets, tax, litigation, mergers and acquisitions, and corporate governance.⁴ An accounting summary of payments invoiced or to be invoiced and received by Davis Polk in the 90-day period prior to the Petition Date is set forth on **Schedule 3** annexed hereto. In addition, prior to the Petition Date, on March 11, 2024 and April 19, 2024, the Debtors provided Davis Polk with advance payments to establish a Retainer totaling \$1,250,000.00 in connection with, and in contemplation of, the Chapter 11 Cases. Furthermore, Davis Polk has submitted invoices to the Debtors, applied the Retainer towards Davis Polk’s invoiced services and fees, and has subsequently sought and received replenishment of the Retainer by the Debtors for services rendered prior to the Petition Date, as detailed on **Schedule 3**. The Retainer was fully applied prior to the Petition Date. In addition, the Debtors do not owe any amount to Davis Polk on account of legal services rendered prior to the Petition Date.

11. Davis Polk will be compensated at the rates that reflect a discount from the standard rates that Davis Polk customarily charges other clients. As of the Petition Date, the applicable rates for timekeepers on this matter were as follows: \$1,915 to \$2,375 per hour for partners; \$1,725 to \$1,830 per hour for counsel; \$695 to \$1,590 per hour for associates; and \$460 to \$650 per hour for paraprofessionals. Davis Polk adjusts its rates periodically, typically on or around January 1 of each year.

⁴ No portion of this \$1,099,910.27 received by Davis Polk from the Debtors during the 12-month period prior to the Petition Date was received during the 90-day period prior to the Petition Date.

12. It is Davis Polk's policy to charge its clients for certain expenses incurred in connection with providing certain client services, including travel, lodging, photocopying, postage, vendor charges, delivery services, and other expenses incurred in providing professional services. Davis Polk intends to seek reimbursement for expenses and disbursements incurred in connection with the representation of the Debtors in accordance with Davis Polk's policies and in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the UST Guidelines, and any applicable order of the Court.

13. No promises have been received by Davis Polk, or, to the best of my knowledge after due inquiry, any partner, counsel, or associate thereof, as to payment or compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Davis Polk has no agreement with any other entity to share with such entity any compensation received by Davis Polk or by such entity.

14. To the best of my knowledge, no partner, counsel, or associate of Davis Polk is a relative of, or has been so connected with, any United States Bankruptcy Judge for the District of Delaware, any of the District Court Judges for the District of Delaware who handle bankruptcy cases, the U.S. Trustee, the Assistant United States Trustee for the District of Delaware, the attorney for the U.S. Trustee assigned to the Chapter 11 Cases, or any other employee of the U.S. Trustee. Accordingly, I understand that the appointment of Davis Polk is not prohibited under Bankruptcy Rule 5002.

15. The foregoing constitutes the statement of Davis Polk pursuant to sections 327(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1 and 2016-1.

Attorney Statement Pursuant to UST Guidelines

16. The following is provided in response to the request for additional information set forth in Section D.1 of the UST Guidelines:

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

Answer: Davis Polk has agreed to a discount off of its standard rates.

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

Answer: No. The hourly rates used by Davis Polk in representing the Debtors are consistent with the rates Davis Polk charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

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 post-petition, explain the difference and the reasons for the difference.

Answer: During the 12-month period prior to the Petition Date, the range of Davis Polk's rates (adjusted periodically and on certain invoices subject to negotiated write-offs) were as follows: \$1,643 to \$2,375 per hour for partners; \$1,620 to \$1,830 per hour for counsel; \$725 to \$1,590 per hour for associates; and \$414 to \$650 per hour for paraprofessionals. Davis Polk's billing rates and material financial terms have not changed post-petition.

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

Answer: Davis Polk intends to provide a prospective budget and staffing plan for the post-petition period to the Debtors and will continue to work with the Debtors on the budget and staffing plan.

17. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this Declaration was executed on June 25, 2024.

[Remainder of page intentionally left blank]

Dated: June 25, 2024
New York, New York

By: /s/ Brian M. Resnick
Brian M. Resnick
Partner
Davis Polk & Wardwell LLP

Schedule 1 to Resnick Declaration¹

Potential Parties In Interest List

¹ Where an entity belongs to several categories, it is listed in each of those categories in order to make clear its various relationships to the Debtors.

FISKER INC.

POTENTIAL PARTIES IN INTEREST

U.S. Bankruptcy Judges, District of Delaware

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

Current Directors and 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

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)

Professionals

Davis Polk & Wardwell LLP
Deutsche Bank Securities Inc.
Huron Consulting Group
Kurtzman Carson Consultants LLC d/b/a Verita
Global
Morris, Nichols, Arsht & Tunnell LLP

Former Officers and Directors

Burkhard Huhnke
Florus Beuting
John Finnucan
William R. McDermott

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)

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

Parties Relating to Known Litigation Matters

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 Bilozarov
Zalmon Uvaydov

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 LLP
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

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

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
VistaCal Luxury Imports, Inc. dba BMW of
Vista

Secured Creditors and Trustees

CVI Investments, Inc.
Heights Capital Management
Hyundai Glovis Co.,Ltd
Willington Savings Fund Society, FSB

Substantial Equityholders

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

Government 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

30 Largest Unsecured Creditors on a Consolidated Basis

Adobe
Automotive Marketing Consultants, Inc
Avnet Inc
Bertrandt US, Inc.
BROADRIDGE ICS BROADRIDGE
INVESTOR COMMUNICATION
Contemporary Amperex Technology Co.
Limited
Duck-ill 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
Urgent.ly Inc.
Vector North America Inc.
Workday Inc

U.S. Trustee, District of Delaware (and Key Staff Members)

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
Richard Schepacarter
Rosa Sierra-Fox
Timothy J. Fox, Jr.

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

Vendors¹

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.
 Maxis 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

¹ This category includes only those vendors comprising approximately the top 97% of the Debtors' total spend for the 12-month period ending April 2024 and approximately the top 92% of the Debtors' open accounts payable. The remaining entities are not included because of their relatively small contributions to total spend and open accounts payable, and the excessive burden of performing a conflicts search on such additional entities.

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

Schedule 2 to Resnick Declaration¹

Client Match List for Past Two Years

¹ Davis Polk currently represents, or has represented within the past two years, the entities listed on this Schedule 2 or one or more of their affiliates.

FISKER INC.**CLIENT MATCH LIST**

Matched Entity	Relationship to Debtors
Deutsche Bank Securities Inc.	Debtors' Restructuring Professionals
American Casualty Company of Reading, Pennsylvania	Insurance Brokers and Carriers
Illinois Union Insurance Company	Insurance Brokers and Carriers
Marsh USA LLC	Insurance Brokers and Carriers
National Union Fire Insurance Company of Pittsburgh, PA	Insurance Brokers and Carriers
Credit Suisse First Boston	Letter of Credit and Surety Bond Parties and Banks
JPMorgan Chase Bank, N.A.	Letter of Credit and Surety Bond Parties and Banks
Deloitte & Touche LLP	Ordinary Course Professionals
Ernst & Young LLP	Ordinary Course Professionals
R. L. Polk & Co	Ordinary Course Professionals
U.S. Bank National Association	Secured Creditors and Trustees
Willington Savings Fund Society, FSB	Secured Creditors and Trustees
CEDE & Co.	Substantial Equityholders
John M Stice	Substantial Equityholders
FedEx	Top 30 Unsecured Creditors
NYSE Listings	Top 30 Unsecured Creditors
PricewaterhouseCoopers LLP	Top 30 Unsecured Creditors
Southern California Edison	Utility Providers
Amazon Business	Vendors (Other)
CONTROLWORKS, Inc.	Vendors (Other)
Hertz Global Holdings	Vendors (Other)
IAV Automotive Engineering Inc.	Vendors (Other)

Schedule 3 to Resnick DeclarationSummary of Payments¹

Invoices Sent to the Debtors by Davis Polk			
Invoice Date	Invoice Number	Total	Advance Payment / Retainer Replenishment
3/20/2024	7089006	\$480,641.20	Yes
3/26/2024	7089301	\$741,001.69	Yes
3/31/2024	7089782	\$731,554.30	Yes
4/8/2024	7090375	\$747,094.71	Yes
4/16/2024	7091050	\$747,241.51	Yes
4/18/2024	7091233	\$729,975.82	Yes
4/19/2024	7091248	\$250,000.00	Yes
4/30/2024	7091585	\$695,795.80	Yes
5/10/2024	7092153	\$250,000.00	Yes
5/17/2024	7092596	\$250,000.00	Yes
5/21/2024	7092645	\$250,000.00	Yes
5/30/2024	7093068	\$350,000.00	Yes

Payments by the Debtors to Davis Polk			
Payment Date	Invoice Number	Total	Advance Payment / Retainer Replenishment
3/20/2024	7089006	\$480,641.20	Yes
3/26/2024	7089301	\$741,001.69	Yes
3/31/2024	7089782	\$731,554.30	Yes
4/8/2024	7090375	\$747,094.71	Yes
4/16/2024	7091050	\$747,241.51	Yes
4/18/2024	7091233	\$479,975.82	Yes
4/18/2024	7091233	\$250,000.00	Yes
4/19/2024	7091248	\$250,000.00	Yes
5/10/2024	7092153	\$250,000.00	Yes
5/23/2024	7092596	\$100,000.00	Yes
5/24/2024	7092596	\$150,000.00	Yes

¹ Per Davis Polk's usual billing policy for debtor matters, the Debtors provided Davis Polk with advance payments to establish and maintain a Retainer in connection with, and in contemplation of, the Chapter 11 Cases. Davis Polk then submitted invoices to the Debtors, applied the Retainer towards Davis Polk's invoiced services and fees, and subsequently sought and received replenishment of the Retainer by the Debtors.

Exhibit B

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 IN SUPPORT OF APPLICATION OF
DEBTORS FOR AUTHORITY TO EMPLOY AND RETAIN
DAVIS POLK & WARDWELL LLP AS ATTORNEYS FOR THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

I, John C. DiDonato, am the 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 Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date*, dated June 25, 2024 (the “**Application**”),² declares as follows:

1. I have been the Chief Restructuring Officer of Fisker since April 25, 2024.
2. I submit this declaration (the “**Declaration**”) in connection with the Application wherein the Debtors seek entry of an order authorizing the employment and retention of Davis Polk as their restructuring counsel in the Chapter 11 Cases *nunc pro tunc* to the Petition Date.

The Debtors’ Selection of Davis Polk

3. It is my strong belief that it is critical to select restructuring advisors with the utmost care to maximize the likelihood of a successful liquidation, while at the same time focusing on

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

costs to ensure that the Debtors' limited resources are being appropriately utilized.

4. I, as Chief Restructuring Officer, along with several other members of the Debtors' senior management, am responsible for retaining and supervising outside counsel. I am familiar with the markets for professionals both in and out of bankruptcy, and, in particular, Davis Polk's preeminent restructuring practice and its work as restructuring counsel to numerous chapter 11 debtors and distressed companies that successfully restructured in- and out-of-court.

5. Beginning in December 2023, as the Debtors faced growing liquidity and financial challenges, Davis Polk began providing restructuring advice along with other strategic and general corporate advice.

6. In preparation for the Chapter 11 Cases, the Debtors did not consider any other firms for the role of restructuring counsel given Davis Polk's extensive knowledge of, and experience with, the Debtors and their operations, as well as their substantial experience representing debtors in chapter 11 cases.

7. Since December 2023 Davis Polk has advised the Debtors on various restructuring issues, including both in-court and out-of-court strategies. During that time, Davis Polk has become intimately familiar with the Debtors' business and many of the potential legal issues that may arise in the context of the Chapter 11 Cases. I believe, for this reason, as well as because of Davis Polk's extensive experience in corporate reorganizations, that Davis Polk is both well-qualified and uniquely suited to represent the Debtors in the Chapter 11 Cases in an efficient and timely manner.

Rate Structure and Cost Supervision

8. In connection with the filing of the Chapter 11 Cases, the Debtors and Davis Polk have agreed upon rates for this matter that are discounted from their customary rates. Davis Polk has informed the Debtors that its billing rates and material terms for the engagement are

comparable to or less than (a) the rates that Davis Polk charges for non-bankruptcy representations and the material terms for such non-bankruptcy engagements and (b) the billing rates and terms of other comparably skilled counsel.

9. The Debtors understand that it is their responsibility to track their professionals' billing practices to be sure that the fees and expenses the estates pay are fair and reasonable, and the Debtors will review the fee statements of Davis Polk and of all of the Debtors' other professionals to ensure that continues to be the case.

10. Davis Polk and the Debtors are in the process of developing a prospective budget and staffing plan for the post-petition period. I will review and work with Davis Polk on the budget and staffing plan. I also understand that, in the course of large chapter 11 cases such as these, it is likely that there will be unforeseen issues that the Debtors and Davis Polk will need to address.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: June 25, 2024
New York, New York

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

Exhibit C

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)

**ORDER APPROVING APPLICATION OF DEBTORS FOR AUTHORITY TO EMPLOY
AND RETAIN DAVIS POLK & WARDWELL LLP AS ATTORNEYS
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, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1 and 2016-1, approving the employment and retention of Davis Polk as restructuring counsel for the Debtors *nunc pro tunc* to the Petition Date, pursuant to the terms set forth in the Application and in the Resnick Declaration; the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157; and the Court having found that it may enter a final order consistent with Article III of the United

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

States Constitution; and the Court having found that venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due, proper, and adequate notice of the Application and opportunity for a hearing on the Application having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Application, the Resnick Declaration, and the DiDonato Declaration; and the Court having held a hearing, if necessary, to consider the relief requested in the Application on a final basis (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Application, the Resnick Declaration, and the DiDonato Declaration and at the Hearing, if any, establish just cause for the relief granted herein; and the Court having found that (a) Davis Polk does not hold or represent an interest adverse to the Debtors’ estates and (b) Davis Polk is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application being in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and all objections and reservations of rights filed or asserted in respect of the Application, if any, having been withdrawn, resolved, or overruled; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Application is granted as set forth in this order (the “**Order**”).
2. The Debtors are hereby authorized to employ and retain Davis Polk as their restructuring counsel *nunc pro tunc* to the Petition Date in the Chapter 11 Cases, all as contemplated by the Application and on the terms provided in the Application, the Resnick

Declaration, and the DiDonato Declaration, to the extent that the terms of the Application do not conflict with the terms of this Order.

3. Davis Polk is hereby authorized to render the following professional services:
 - a. preparing, on behalf of the Debtors, as debtors in possession, all necessary or appropriate motions, applications, objections, replies, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
 - b. counseling the Debtors with regard to their rights and obligations as debtors in possession and their powers and duties in the continued management and operation of their Business and properties;
 - c. providing advice, representation, and preparation of necessary documentation and pleadings and taking all necessary or appropriate actions in connection with debt restructuring, statutory bankruptcy issues, post-petition financing, strategic transactions, asset sale transactions, securities laws, and real estate, environmental, labor, intellectual property, employee benefits, business and commercial litigation, and corporate and tax matters;
 - d. taking all necessary or appropriate actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;
 - e. taking all necessary or appropriate actions in connection with any chapter 11 plan, any related disclosure statement, and all related documents and such further actions as may be required in connection with the administration of the Debtors' estates;
 - f. taking all necessary and appropriate actions in connection with any potential sale of all or substantially all of the Debtors' assets; and
 - g. acting as general restructuring counsel for the Debtors and performing all other necessary or appropriate legal services in connection with the Chapter 11 Cases.

4. Davis Polk shall apply for compensation for its services and reimbursement for any reasonable and necessary expenses and disbursements in accordance with the rates (as may be adjusted from time to time) and disbursement policies as set forth in the Application and the Resnick Declaration and in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local

Rules, and any other applicable order of the Court. Davis Polk shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures set forth in the UST Guidelines in connection with the Application and any fee application(s) to be filed by Davis Polk in the Chapter 11 Cases. All fees and expenses incurred by Davis Polk and approved by the Court shall be treated as administrative expenses under section 503 of the Bankruptcy Code.

5. Davis Polk shall provide ten-days' notice to the Debtors, the U.S. Trustee, and counsel to any official committee appointed in the Chapter 11 Cases before any increases in the rates set forth in the Application are implemented.

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. To the extent that there may be any inconsistency between the terms of the Application, the Resnick Declaration, the DiDonato Declaration, and this Order, the terms of this Order shall govern.

8. Any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

9. The Debtors and Davis Polk are authorized to take any action necessary or appropriate to implement and effectuate the terms of, and the relief granted in, this Order without seeking further order of the Court.

10. The Court shall retain jurisdiction over any matter arising from or related to the implementation, interpretation, and enforcement of this Order.