

Fill in this information to identify the case:

Debtor Lordstown Motors Corp.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number 23-10831

Official Form 410

Proof of Claim

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>Akebono Brake Corporation</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? Akebono Brake Corporation Edward M. King, Esq. Frost Brown Todd LLP 400 W. Market Street, 32nd Floor Louisville, KY 40202, USA Contact phone <u>502-589-5400</u> Contact email <u>tking@fbtlaw.com</u>	Where should payments to the creditor be sent? (if different) Contact phone _____ Contact email _____
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☒ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____

7. How much is the claim? \$ 285,277.96. Does this amount include interest or other charges?
☒ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
Goods sold/services rendered.

9. Is all or part of the claim secured? ☒ No
☐ Yes. The claim is secured by a lien on property.
Nature or property:
☐ Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☒ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? ☒ No
☐ Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check all that apply:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. 503(b)(9)?

☒ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☒ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 12/15/2023
MM / DD / YYYY

/s//s/ Katsuhisa Yuda
Signature

Print the name of the person who is completing and signing this claim:

Name /s/ Katsuhisa Yuda
First name Middle name Last name

Title Chief Financial Officer

Company Akebono Brake Corporation
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 34385 West Twelve Mile Road, Farmington, MI, 48331, USA

Contact phone 248-489-7400 Email k-yuda@akebono-brake.com



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (877) 709-4757 | International 424-236-7235

Debtor: 23-10831 - Lordstown Motors Corp.		
District: District of Delaware		
Creditor: Akebono Brake Corporation Edward M. King, Esq. Frost Brown Todd LLP 400 W. Market Street, 32nd Floor Louisville, KY, 40202 USA Phone: 502-589-5400 Phone 2: Fax: 502-581-1087 Email: tking@fbtlaw.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Creditor	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: Goods sold/services rendered.	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 285,277.96	Includes Interest or Charges: No	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: /s/ Katsuhisa Yuda on 15-Dec-2023 4:09:01 p.m. Eastern Time Title: Chief Financial Officer Company: Akebono Brake Corporation Optional Signature Address: 34385 West Twelve Mile Road Farmington , MI, 48331 USA Telephone Number: 248-489-7400 Email: k-yuda@akebono-brake.com		

Lordstown Motors Corp. (the “Debtor”)
United States Bankruptcy Court for the District of Delaware
Case No. 23-310831

ADDENDUM TO PROOF OF CLAIM OF
AKEBONO BRAKE CORPORATION

1. The Debtor issued Akebono Brake Corporation (the “Claimant”) Purchase Order No. 106190, dated September 28, 2020 as modified May 5, 2021 (the “Purchase Order”), for engineering, design, and development (as well as testing) of certain brakes and brake components. A copy of the Purchase Order is attached as Exhibit A.

2. On June 27, 2023 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (this “Court”).

3. As of the Petition Date, no amounts were due under the Purchase Order, and as a result, the Claimant held no pre-petition claim against the Debtor under the Purchase Order.

4. On or about November 16, 2023, this Court entered its Order (I) Authorizing the Rejection of Certain Executory Contracts and Unexpired Leases Effective As of the Dates Specified Herein and (II) Granting Related Relief [Doc. 711] (the “Rejection Order”), which rejected the Purchase Order, effective November 1, 2023. *See* Schedule 1 to Rejection Order, p. 1.

5. Pursuant to this Court’s Order (A) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim, Including Claims Arising Under Section 503(b)(9) of the Bankruptcy Code, (B) Approving the Form, Manner, and Procedures of Notice Thereof, and (C) Granting Related Relief [Doc. 711], the deadline for filing a proof of claim for damages resulting from the Debtor’s rejection of the Purchase Order is on or about December 18, 2023.

6. Subsequent to completion of work under the Purchase Order, the Claimant sent the Debtor an Invoice in the amount of \$285,277.96, a copy of which is attached as Exhibit B. The Claimant holds an unsecured claim against the Debtor in an estimated amount of not less than \$285,277.96 in rejection damages due and owing the Claimant by the Debtor under the Purchase Order. As indicated in paragraph 7 below, the Claimant reserves the right to request administrative priority treatment for this claim. An itemization is as follows:

Rotor Test	\$ 12,073.00
Friction Test	\$ 80,308.00
Caliper - FB Test	\$ 64,375.00
Caliper - EBP Te	\$ 67,725.00
Engineering Cost	\$ 60,796.96
TOTAL COST	\$ 285,277.96

7. The Claimant reserves its rights, including, without limitation, its rights of netting, recoupment, and setoff and under applicable law. The Claimant believes that this claim should be entitled to administrative priority under section 507(a) of the Bankruptcy Code and reserves all rights with respect to such administrative claim. However, in the alternative, Claimant asserts an unsecured prepetition claim arising from the Debtor's rejection of the Purchase Order.

8. The Claimant reserves the right to amend or supplement this proof of claim from time to time and at any time.

9. The filing of this proof of claim is not: (a) a waiver or release of the Claimant's rights; (b) a waiver or release of any right or claim of the Claimant arising out of any other claim, of any nature whatsoever, which the Claimant has against the Debtor or any of its affiliates; (c) a waiver or release of any rights of the Claimant under any provision of the Bankruptcy Code or applicable non-bankruptcy law; (d) an election of any remedy to the exclusion, express or implied, of any other remedy; (e) a consent that this claim is a debt which is subject to discharge in this or

any other subsequent bankruptcy proceeding; (f) a ratification or consent to any obligations or liability based upon or arising out of any transactions between the Claimant and the Debtor; (g) a waiver or release of any rights of the Claimant to have any and all final orders in any and all noncore matters entered only after de novo review by a U.S. District Court; (h) a waiver or release of any right to a jury trial; or (i) a waiver or release of any rights of the Claimant to have the reference withdrawn in this matter or proceeding. All of the foregoing rights and claims are hereby preserved without exception and with no purpose of confessing or conceding any of the foregoing in any way by this filing or by any other participation in this case.

EXHIBIT A



Lordstown Motors Corp.
2300 Hallock Young Rd
Lordstown, OH 44481
USA

Purchase Order
PO No.: 106190
Created Date: September 28, 2020
PO Status: Approved

SUPPLIER	DELIVERY ADDRESS
Supplier No.: V01870 Aekbono Brake Company 34385 W Twelve Mile Road Farmington Hills, MI 48331 USA Contact: Kim Brenner Phone No.: +1 248 489 7633 Email: Kim.Brenner@akebono-usa.com	Attn: Incoterms:

PO RELEASE DATE	DELIVERY DATE	PAYMENT TERMS
September 29, 2020		Net 42 Days

ID #	ITEM CODE	DEPT.	PROJ.	DESCRIPTION	QTY.	UNIT COST	TOTAL
10000	63010	4010	5010	ED&D Brakes Kickoff	1	543,889.25	543,889.25
20000	63010	4010	5010	ED&D Brakes @ Prototype Delieri	1	570,555.92	570,555.92
30000	63010	4010	5010	ED&D Brakes @ DV Complete	1	570,555.92	570,555.92
40000	63010	4010	5010	ED&D Brakes @ PV Complete	1	570,555.92	570,555.92
50000	63010	4010	1320	Tooling Brakes Kickoff	1	1,317,445.00	1,317,445.00
60000	63010	4010	1320	Tooling Brakes @ PPAP	1	788,995.00	788,995.00
70000	63010	4010	1320	Tooling Brakes @ SOP	1	1,542,790.00	1,542,790.00
						Subtotal	5,904,787.01
						Invoice Discount	0.00
						Tax	0.00
						Total USD	5,904,787.01

Buyer: Stacy Glezman
Contact: stacy.glezman@lordstownmotors.com

Send Invoice To: AP@LordstownMotors.com
3PL and Customs Broker: CEVA Logistics
Questions and Logistics Setup: LMCNA@CevaLogistics.com
Quality Assurance Procedures and Requirements will be held to standards outlined in the Supplier Quality Assurance Manual

NOTES

APPROVERS	
SS	April 23, 2021
KM	April 23, 2021
DP	April 26, 2021
RS	April 26, 2021
JR	April 28, 2021

EXHIBIT B

Invoice

Akebono Brake Corporation
34385 W. 12 Mile Road
Farmington Hills, MI 48331
United States of America

Date: 11/20/23
Customer # 10750
Invoice # 12345Prof

To:	Lordstown Motors Corp. 2300 Hallock Young Rd Lordstown, OH 44481 USA	Supplier No.:	V0187
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P.O. No. 106190
Payment Terms **Net 42 Days**

[illegible]

SWIFT #MHCBUS33
A/C #H10-757-620331

For ACH Payments:

Mizuho Bank (USA), New York
1251 Avenue of the Americas
New York, NY 10020
ABA #026008905
A/C #H10-757-620331

Please Pay This

Amount	\$285,277.96
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