

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

In re

NU RIDE INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Hearing Date: November 26, 2024 at 11:30 a.m. (ET)

Objection Deadline: November 19, 2024 at 4:00 p.m. (ET)

**POST-EFFECTIVE DATE DEBTORS' AND CLAIMS OMBUDSMAN'S JOINT
EIGHTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO
CERTAIN EQUITY INTEREST CLAIMS**

THIS OBJECTION SEEKS TO DISALLOW CERTAIN CLAIMS. CLAIMANTS RECEIVING THIS OBJECTION SHOULD REVIEW THIS OBJECTION AND LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 ATTACHED TO THIS OBJECTION AND, IF APPLICABLE, FILE A RESPONSE BY THE RESPONSE DEADLINE FOLLOWING THE INSTRUCTIONS SET FORTH HEREIN. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE POST-EFFECTIVE DATE DEBTORS' AND CLAIMS OMBUDSMAN'S RIGHTS TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST CERTAIN CLAIMS LISTED ON SCHEDULE 1 ATTACHED TO THIS OBJECTION.

Nu Ride Inc. and its affiliated reorganized debtors in the above-captioned proceeding (the “Post-Effective Date Debtors”) and Alan Halperin, solely in his capacity as Claims Ombudsman appointed in the above-captioned proceeding (the “Claims Ombudsman” and together with the Post-Effective Date Debtors, the “Movants”), by and through their respective counsel, hereby jointly submit this joint eighth omnibus (non-substantive) objection to certain equity interest claims (this “Objection”) and respectfully state as follows:

¹ The Reorganized Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Reorganized Debtors' service address is: Nu Ride Inc. c/o William Gallagher, CEO, M 3 Partners, 1700 Broadway, 19th Floor, New York, NY 10019.



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RELIEF REQUESTED

1. By this Objection, the Movants seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), disallowing and expunging certain proofs of claim filed on account of equity interests identified on **Schedule 1** thereto (the “Equity Claims”); and (ii) granting certain related relief. In support of this Objection, the Movants submit the *Declaration of Alan D. Halperin in Support of Post-Effective Date Debtors’ and Claims Ombudsman’s Joint Eighth Omnibus (Non-Substantive) Objection to Certain Equity Interest Claims* (the “Halperin Declaration”), annexed hereto as **Exhibit B**.

JURISDICTION AND VENUE

2. This Court has jurisdiction to consider this Objection under 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 (Sleet, C.J.). This is a core proceeding under 28 U.S.C. § 157(b). Venue of these Chapter 11 Cases (as defined below) and this Objection is proper in this District under 28 U.S.C. §§ 1408 and 1409.

3. The predicates for the relief requested by this Objection are section 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

4. Pursuant to Local Rule 9013-1(f), the Movants consent to the entry of a final judgment or order with respect to this Objection if it is determined that this Court lacks Article III jurisdiction to enter such final order or judgment absent consent of the parties.

BACKGROUND

5. On June 27, 2023 (the “Petition Date”), Lordstown Motors Corp. and its affiliated Debtors (the “Debtors”) filed voluntary petitions in the United States Bankruptcy Court for the

District of Delaware (the “Court”) commencing these cases (the “Chapter 11 Cases”), which are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

CLAIMS PROCESS

6. On June 28, 2023, the Court entered an order authorizing the Debtors to retain and employ Kurtzman Carson Consultants LLC (now known as Verita Global) (“Verita”) as its claims and noticing agent [D.I. 54], and on July 25, 2023, the Court entered an order authorizing Verita to be the Debtors’ administrative advisor under 11 U.S.C. § 327(a) [D.I. 174].

7. On August 1, 2023, the Debtors filed their schedules of assets and liabilities and statements of financial affairs [D.I. 210-17], which were subsequently amended [D.I. 377-385] on September 7, 2023 and may be further amended from time to time (collectively, as amended, supplemented, or further amended, the “Schedules”).

8. On August 24, 2023, the Court entered the *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* [D.I. 319] (the “Bar Date Order”).

9. The Bar Date Order established, among other things: (a) October 10, 2023 at 5:00 p.m. (prevailing Eastern Time) as the deadline to file proofs of claim in the Chapter 11 Cases for persons or entities (except governmental units (as such term is defined in section 101(27) of the Bankruptcy Code)) (the “General Bar Date”); (b) December 26, 2023 at 5:00 p.m. (prevailing Eastern Time) as the deadline for governmental units to file proofs of claim in the Chapter 11 Cases (the “Governmental Bar Date”); (c) the Rejection Bar Date (as defined in the Bar Date Order) as the later of: (a) the General Bar Date or the Governmental Bar Date (if a governmental unit is the counterparty to the applicable executory contract or unexpired lease) and (b) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the service of an order of the

Court authorizing the Debtors' rejection of the applicable executory contract or unexpired lease; and (d) the Amended Schedule Bar Date (as defined in the Bar Date Order) as the later of (a) the General Bar Date or the Governmental Bar Date (if the applicable amendment relates to a claim of a Governmental Unit) and (b) 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the claimant is served with notice of the applicable amendment or supplement to the Debtors' Schedules.

10. On August 28, 2023, the Debtors filed the *Notice of Deadlines for Filing Proofs of Claim, Including Claims Arising Under Section 503(b)(9) of the Bankruptcy Code Against Debtors* [D.I. 335] (the "Bar Date Notice").

11. In accordance with the Bar Date Order, on August 31, 2023, Verita served the Bar Date Notice and proof of claim forms, via email and/or first-class mail to all creditors and any other known holders of potential claims in these Chapter 11 Cases and their counsel (if known). Verita also served the Bar Date Notice to all known registered holders of Lordstown Motors Corp. common stock and preferred stock, and any holders for whose benefit such registered holder holds down the chain of ownership for all such holders of common or preferred stock. Further, the Bar Date Notice was published in *The Wall Street Journal* and *Automotive News* on August 31, 2023 and September 11, 2023, respectively [D.I. 591] (the "Publication Notice").

12. On March 6, 2024, the Court entered the *Order (I) Confirming Third Modified First Amended Joint Chapter 11 Plan of Lordstown Motors Corp. and its Affiliated Debtors and (II) Granting Related Relief* (the "Confirmation Order") [Dkt. No. 1069], confirming the *Third Modified First Amended Joint Chapter 11 Plan of Lordstown Motors Corp. and its Affiliated Debtors and (II) Granting Related Relief* (the "Plan"). As set forth in the *Notice of Effective Date and Entry of Order (I) Confirming the Third Modified First Amended Joint Chapter 11 Plan of*

Lordstown Motors Corp. and its Affiliated Debtors and (II) Granting Related Relief (the “Notice of Effective Date”) [Dkt. No. 1096], the Plan became effective on March 14, 2024 (the “Effective Date”).

13. The Plan established April 14, 2024 as the deadline by which requests for payment of Allowed Administrative Claims (except with respect to Administrative Claims that are Professional Fee Claims) must be filed (the “Administrative Claims Bar Date” and together with the General Bar Date, the Governmental Bar Date, the Rejection Bar Date, and the Amended Schedule Bar Date, the “Bar Dates”).

14. Pursuant to the Confirmation Order and Plan, on the Effective Date, Alan D. Halperin was appointed Claims Ombudsman in these Chapter 11 Cases. *See* Confirmation Order, ¶ 68; Plan, Article V.D.1. As Claims Ombudsman, Alan D. Halperin has the right, authority, and responsibility to object to, seek to subordinate, compromise or settle any and all General Unsecured Claims, including by filing and prosecuting objections to General Unsecured Claims, subject to the limitations set forth in the Plan. Confirmation Order, ¶ 69, Plan, Article V.D.2. Additionally, the Claims Ombudsman has the right to assert any and all rights and defenses that the applicable Debtor had with respect to any General Unsecured Claim immediately before the Effective Date. *Id.* All rights not expressly delegated to the Claims Ombudsman under the Plan are expressly reserved to the Post-Effective Date Debtors. *Id.*

15. Pursuant to the Plan, the Debtors’ Chapter 11 Cases were substantively consolidated for the limited purpose of making Distributions. *Plan*, Art. V.A. As such, Claims asserted against multiple Debtors, including Claims based on joint and several liability and guarantee and/or surety Claims are deemed to constitute a single Claim against the consolidated Estate. *Id.*

16. The claims register for these Chapter 11 Cases (the “Claims Register”), prepared and maintained by Verita, shows that over 1,650 proofs of claim have been filed against the Debtors as of the filing of this Objection.

17. In the ordinary course of business, the Debtors maintained books and records (the “Books and Records”) that generally reflect, among other things, the nature and amount of the liabilities owed to their creditors. The Movants, with the assistance of their respective advisors, have actively begun reviewing and reconciling proofs of claim with the Debtors’ Schedules and Books and Records, which process includes identifying certain categories of claims that may be subject to objection, disallowance, and expungement. While this analysis and reconciliation is ongoing, the Movants have determined that the Equity Claims should be disallowed in their entirety. Accordingly, the Movants file this Objection seeking the relief requested below.

BASIS FOR RELIEF REQUESTED

18. When asserting a proof of claim against a bankruptcy estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *Matter of Int’l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where a claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *In re Allegheny Int’l, Inc.*, 954 F.2d at 173. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim’s *prima facie* validity. *Id.* In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim’s legal sufficiency. *Id.* Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *Id.* The burden of persuasion is always on the claimant. *Id.*

19. As further stated in the Halperin Declaration, based upon a review and analysis of the Equity Claims listed on **Schedule 1** to the Proposed Order, the Debtors have determined that each of the Equity Claims listed on **Schedule 1** to the Proposed Order under the table labeled “Claim(s) to be Disallowed”, were filed by a shareholder based on the ownership of equity securities in one of the Debtors.

20. The Bankruptcy Code defines an “equity security” as a:

- a. share in a corporation, whether or not transferable or denominated “stock”, or similar security;
- b. interest of a limited partner in a limited partnership; or
- c. warrant or right, other than a right to convert, to purchase, sell, or subscribe to a share, security, or interest of a kind specified in subparagraph (A) or (B) of this paragraph.

11 U.S.C. § 101(16). Holders of equity securities, such as shares of stock, do not have “claims” under section 101(5) of the Bankruptcy Code, but rather equity interests. *See In re Insilco Techs., Inc.*, 480 F.3d 212, 218 (3d Cir. 2007) (“[An equity interest] is not a claim at all”); *In re Hedged-Invs. Assocs.*, 84 F.3d 1267, 1272 (10th Cir. 1996) (“Simply put, an equity interest is not a claim against the debtor . . .”) (quotations omitted)).

21. Moreover, the Bar Date Order states that “[a]ny person or entity holding an equity security or other ownership interest in the Debtors (an “**Interest Holder**”) is *not* required to file a proof of interest on or before the applicable Bar Date. . . .” Bar Date Order ¶ 15 (emphasis added).

22. While equity security holders in these Chapter 11 Cases were required, to the extent they had claims against the Debtors, to file a proof of claim to preserve such claims (which are distinct from rights arising solely from the ownership of equity interests), each of the Equity Claims listed on **Schedule 1** fails to demonstrate the existence of a claim for damages against the Debtors and rather demonstrate interests based solely on equity ownership. While certain of the

Equity Claims include allegations of wrongful conduct on the part of the Debtors, the support provided with the relevant Equity Claims does not demonstrate the existence of a lawsuit, cause of action or demand made against the Debtors by the relevant Claimant on the basis of those allegations. While such allegations could be construed as asserting a claim for damages based on the purchase or sale of such equity security or other ownership interest, the support provided with the relevant Equity Claims is limited to proof of equity ownership, and not more.² As such, without more, the equity interests asserted by holders of the Equity Claims do not constitute “claims” against the Debtors and such Equity Claims listed on **Schedule 1** should be disallowed.³

23. With respect to Equity Claim numbers 802, 809, and 816 (classified as Class 9 “RIDE Section 510(b) Claims” under the Plan), the support for such claims included copies of a complaint filed after the Petition Date in the United States District Court for the Northern District of Ohio (the “Ohio Court”) against certain directors and officers of the Debtors (which did not name the Debtors as defendants). On September 30, 2024, the Ohio Court dismissed the complaint in full on the grounds that none of the allegations in the complaint were actionable.⁴ The RIDE Section 510(b) Claims therefore do not provide any basis for liability on the part of the Debtors, and the Movants’ objection to these claims on such grounds is contained in the *Post-Effective Date Debtors’ and Claims Ombudsman’s Joint Ninth (Non-Substantive) Omnibus Objection to Claims*

² Consistent with Local Rule 3007-1(d)(v), each of the Equity Claims listed on Schedule 1 to the Proposed Order merely demonstrate ownership of equity interests and do not allege any additional damages associated therewith. Accordingly, the Movants file this Objection on the non-substantive basis that such claims are based solely on equity ownership in the Debtors. The Movants reserve the right to raise additional and further argument in support of the Objection to the extent the Court determines that the Objection is substantive in nature.

³ While the Equity Claims subject to this Objection were identified as Section 510(b) Claims or RIDE Section 510(b) Claims in connection with the solicitation of and voting on the Debtors’ Plan, the Equity Claims do not demonstrate any damages beyond each Holder’s rights as an equity holder. The Movants reserve the right to raise additional and further argument in support of subordination of the Equity Claims if the Objection is overruled.

⁴ A copy of the Memorandum Opinion and Order dismissing the securities class action lawsuit is attached to the *Declaration of Alan D. Halperin Pursuant to 28 U.S.C. § 1746 and Local Rule 3007-1 in Support of the Post-Effective Date Debtors’ and Claims Ombudsman’s Joint Ninth (Substantive) Omnibus Objection to Claims (No Liability Claims)* filed in support of the Ninth Omnibus Objection as **Exhibit A**.

(the “Ninth Omnibus Objection”) filed concurrently herewith. To the extent that the RIDE Section 510(b) Claims can be construed as asserting a claim solely on the basis of equity ownership, Movants also object to such claims pursuant to this Objection and believe they should be disallowed for the reasons stated herein.

24. The disallowance of the Equity Claims will not prejudice the holders of the Equity Claims as filing a proof of claim was not necessary to preserve their rights or an entitlement, if any, to a potential distribution on account of their equity interests.

25. The elimination of the Equity Claims will result in a Claims Register that accurately reflects the valid claims that have been asserted against the Debtors’ estates. Therefore, the Movants (i) object to the allowance of the Equity Interests set forth on **Schedule 1** to the Proposed Order and (ii) seek entry of the Proposed Order disallowing and expunging the Equity Claims in their entirety.

Responses to this Objection

26. **Filing and Service of Responses**: To contest the Objection, a holder of an Equity Claim must file and serve a written response to the Objection (a “**Response**”) so that it is actually received by the Clerk of the Court and the parties in the following paragraph no later than **4:00 p.m. (ET) on November 19, 2024** (the “**Response Deadline**”). Claimants should locate their names and Equity Claims on **Schedule 1** to the Proposed Order, and carefully review the Objection.

27. Each Response must be filed and served upon the following entities at the following addresses: (i) counsel for the Post-Effective Date Debtors: (a) Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Sharon I. Dwoskin (sdwoskin@brownrudnick.com)); and (b) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801 (Attn: Eric J. Monzo (emonzo@morrisjames.com) and Brya M. Keilson (bkeilson@morrisjames.com); and (ii)

counsel for the Claims Ombudsman: (a) Halperin Battaglia & Benzija LLP, 40 Wall Street, New York, NY 10005 (Attn: Walter Benzija (wbenzija@halperinlaw.net) and Keara Waldron (kwaldron@halperinlaw.net)), and (iv) (b) Bielli Klauder, LLC, 1204 N. King Street, Wilmington, DE 19801 (Attn: David M. Klauder (dklauder@bk-legal.com))).

28. Content of Responses: Each Response to this Objection must, at a minimum, contain the following information:

- i. a caption setting forth the name of the Court, the name of the Debtor, the case number, and the title of the Objection to which the Response is directed;
- ii. the name of the claimant, the claim number, and a description of the basis for the amount of the claim;
- iii. the specific factual basis and supporting legal argument upon which the party will rely in opposing this Objection;
- iv. all documentation and other evidence in support of the claim, not previously filed with the Court or the claims and noticing agent, upon which the claimant will rely in opposing this Objection; and
- v. the name, address, telephone number, fax number and/or email address of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Post-Effectuated Date Debtors and Claims Ombudsman should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the claim on behalf of the claimant.

29. A Response must address each ground upon which the Debtors object to a particular Equity Claim.

30. Timely Response Required; Hearing; Replies: If a Response is properly and timely filed and served in accordance with the above procedures, the Movants will endeavor to reach a consensual resolution with the claimant. If no consensual resolution is reached, the Court will conduct a hearing with respect to the Objection and the Response on **November 26, 2024 at 11:30 a.m. (E.T.)** or such other date and time as parties filing Responses may be notified, before the

Honorable Mary F. Walrath, United States Bankruptcy Judge (the “Hearing”). Only those Responses made in writing and timely filed and received will be considered by the Court at any such hearing.

31. If a claimant fails to fail and serve a timely Response, then without further notice to the claimant or a hearing, the Movants will present to the Court an appropriate order, substantially in the form of the Proposed Order attached hereto, to grant the relief requested herein.

32. Adjournment of Hearing: The Movants reserve the right to seek an adjournment of the hearing on any Response to this Objection, which adjournment will be noted on the notice of agenda for the hearing. The agenda will be served on the person designated by the claimant in its Response.

33. Separate Contested Matter: The objection by the Movants to each claim shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in this Objection shall be deemed a separate order with respect to each claim subject thereto.

RESERVATION OF RIGHTS

34. The Movants expressly reserve the right to amend, modify, or supplement this Objection, and to file additional objections to the Equity Claims or any other claims (filed or not) that may be asserted against the Debtors and their estates.

35. Notwithstanding anything contained in the Objection, or the exhibits and schedules attached hereto, nothing herein will be construed as a waiver of any rights that the Movants or any successor thereof, may have to enforce rights of setoff against the claimants.

36. Nothing in this Objection shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Movants’ or any other party in interest’s right

to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

COMPLIANCE WITH LOCAL RULE 3007-1

37. To the best of the Movants' knowledge and belief, this Objection complies with Local Rule 3007-1. To the extent this Objection does not comply in all respects with the requirements of Local Rule 3007-1, the undersigned believes such deviations are not material and respectfully requests that any such requirement be waived.

NOTICE

38. Notice of this Motion will be provided to (i) the Equity Claimants; (ii) the U.S. Trustee; and (iii) any such other party entitled to receive notice pursuant to Bankruptcy Rule 2002. The Movants submit that, in light of the nature of the relief requested herein, no other or further notice need be given.

39. Pursuant to Bankruptcy Rule 3007, the Movants have provided all claimants affected by this Objection with at least thirty (30) days' notice of the hearing to consider this Objection.

NO PRIOR REQUEST

40. No previous request for the relief sought herein has been made by the Movants to this or any other court.

CONCLUSION

WHEREFORE the Movants respectfully request that the Court sustain the Objection and grant such other and further relief as it deems just and proper.

Dated: October 25, 2024

/s/ David M. Klauder

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Exhibit A

Proposed Order

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

In re

NU RIDE INC., *et al.*,¹
Reorganized Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Re: Docket No. _____

**ORDER SUSTAINING POST-EFFECTIVE DATE DEBTORS' AND CLAIMS
OMBUDSMAN'S JOINT EIGHTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN EQUITY INTEREST CLAIMS**

Upon the *Post-Effective Date Debtors' and Claims Ombudsman's Joint Eighth Omnibus (Non-Substantive) Objection to Certain Equity Interest Claims* (the "Objection"),² jointly filed by Nu Ride Inc. and its affiliated reorganized debtors (the "Post-Effective Date Debtors") and Alan Halperin, solely in his capacity as Claims Ombudsman in the above-captioned cases (the "Claims Ombudsman") and together with the Post-Effective Date Debtors, the "Movants"), pursuant to Bankruptcy Code sections 105 and 502, Bankruptcy Rule 3007, and Local Rule 3007-1, for an order disallowing and expunging in their entirety the claims set forth on **Schedule 1** hereto, as more fully set forth in the Objection; and upon the *Declaration of Alan D. Halperin in Support of Post-Effective Date Debtors' and Claims Ombudsman's Joint Eighth Omnibus (Non-Substantive) Objection to Certain Equity Interest Claims* (the "Halperin Declaration") filed contemporaneously with the Objection and in support thereof; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the

¹ The Reorganized Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Reorganized Debtors' service address is: Nu Ride Inc. c/o William Gallagher, CEO, M 3 Partners, 1700 Broadway, 19th Floor, New York, NY 10019.

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

Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated as of February 29, 2012; and consideration of the Objection and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided, and no other or further notice being required; and the Court having considered all responses to the Objection, if any, and all such responses having been either overruled or withdrawn; and upon all proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein;

This Court having **FOUND AND DETERMINED THAT:**

A. Each holder of a Equity Claim listed on **Schedule 1** attached hereto was properly and timely served with a copy of the Objection and all of its accompanying exhibits and notice of a hearing on the Objection and response deadline,

B. Any entity known to have an interest in the Equity Claims subject to the Objection has been afforded reasonable opportunity to respond to, or be heard regarding, the relief requested in the Objection, and

C. The relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors, and other parties in interest;

D. And after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Objection is sustained as provided herein.
2. Any Response to the Objection not otherwise withdrawn, resolved, or adjourned is overruled on the merits.

3. Each Equity Claim identified on **Schedule 1** annexed hereto is disallowed in its entirety.

4. The objection by the Movants to each of the Equity Claims, as addressed in the Objection and the schedule hereto, constitutes a separate contested matter with respect to each such claim, as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1. This Order shall be deemed a separate Order with respect to each Equity Claim.

5. Any stay of this Order pending appeal by any holder of an Equity Claim or any other party with an interest in such claims that are subject to this Order shall only apply to the contested matter which involves such party and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters arising from the Objection or this Order.

6. Nothing in the Objection or this Order shall be construed as an allowance of any Claim.

7. Movants' rights to amend, modify, or supplement the Objection, to file additional objections to the Equity Claims or any other claims (filed or not) which have or may be asserted against the Debtors or their estates, and to seek further reduction of any Claim, are preserved. Additionally, should one or more of the grounds of objection stated in the Objection be dismissed, the Ombudsman's right to object on other stated grounds or any other grounds that the Ombudsman discovers during the pendency of these cases are further preserved.

8. Nothing in this Order or the Objection is intended or shall be construed as a waiver of any of the rights the Movants may have to enforce rights of setoff against the claimants.

9. The Movants, Verita, and the Clerk of this Court are authorized and directed to modify the official Claims Register for the Chapter 11 Cases in compliance with the terms of this Order and to take all steps necessary or appropriate to carry out the relief granted in this Order.

10. Nothing in the Objection or this Order, nor any actions or payments made by the Post-Effective Date Debtors pursuant to this Order, shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Movants' or any other party in interest's right to dispute any claim; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order; (e) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (f) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

11. This Order is immediately effective and enforceable.

12. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

#	Name of Claimant	Claim Number	Claim Amount	Claim Type	Reason for Disallowance
1	Averitt, William T	190	\$0.00 \$0.00 \$0.00 \$192,000.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
2	Balestrino, Michael	180	\$1,053.56 \$0.00 \$0.00 \$0.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
3	Bastock, John	902	\$0.00 \$0.00 \$0.00 \$9,955.80	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
4	Botwood, Amanda Jayne	178	\$0.00 \$0.00 \$0.00 \$11,079.20	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
5	Botwood, James Richard	184	\$0.00 \$0.00 \$0.00 \$1,548.61	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
6	Bray, Donald	1472	\$0.00 \$0.00 \$0.00 \$6,589.43	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
7	Brown, Cheryl A.	427	\$0.00 \$0.00 \$0.00 \$2,546.56	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
8	Burns, Thomas	54	\$0.00 \$0.00 \$0.00 \$841.16	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
9	Christoffersen, Brian	1100	\$0.00 \$0.00 \$0.00 \$2,692.68	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
10	Dowell, Richard, as Lead Plaintiff Movant in the Securities Class Action	816	\$0.00 \$0.00 \$0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	Claimant's securities class action lawsuit on which the claim is based has been dismissed; any liability owed to claimant is on the basis of ownership of equity securities in the Debtors.
11	Frazier, John	499	\$0.00 \$0.00 \$0.00 \$43,404.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.

#	Name of Claimant	Claim Number	Claim Amount	Claim Type	Reason for Disallowance
12	Gatzaros, Nico, as Lead Plaintiff Movant in the Securities Class Action	809	\$0.00 \$0.00 \$0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	Claimant's securities class action lawsuit on which the claim is based has been dismissed; any liability owed to claimant is on the basis of ownership of equity securities in the Debtors.
13	Gill, Harjit	147	\$0.00 \$0.00 \$0.00 \$29,500.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
14	Grunzke, Erin	156	\$0.00 \$0.00 \$0.00 \$7,500.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
15	Hainault, Serge	533	\$0.00 \$0.00 \$0.00 \$1,512.50	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
16	Hrifko, Mark	691	\$0.00 \$0.00 \$0.00 \$4,674.15	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
17	Jacob, Daniel	1373	\$0.00 \$0.00 \$0.00 \$2,393.35	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
18	Kenny, James M.	1369	\$0.00 \$0.00 \$0.00 \$2,195.80	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
19	Kondzich, Paul	248	\$0.00 \$0.00 \$0.00 \$499.97	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
20	Lim, Bandol as Plaintiff in the Securities Class Action	802	\$0.00 \$0.00 \$0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	Claimant's securities class action lawsuit on which the claim is based has been dismissed; any liability owed to claimant is on the basis of ownership of equity securities in the Debtors.
21	Lyons, Kelley	1102	\$0.00 \$0.00 \$19,232.47 \$0.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
22	Mistry, Arvindkumar	765	\$0.00 \$0.00 \$0.00 \$24,485.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.

#	Name of Claimant	Claim Number	Claim Amount	Claim Type	Reason for Disallowance
23	Oreste, Meghan K	1449	\$0.00 \$0.00 \$0.00 \$234.75	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
24	Palay, David D. Jr. Individually, and Palay, Carol J Individually, and as Joint Tenants	1515	\$0.00 \$0.00 \$0.00 \$74,975.22	Administrative Priority Secured Priority General Unsecured	Claimant indicates claim is subject to the Ohio Securities Litigation. Otherwise, any liability owed to claimant is on the basis of ownership of equity securities in the Debtors.
25	Pampena, Dennis	515	\$0.00 \$0.00 \$0.00 \$5,495.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
26	Robohm, Mark	375	\$0.00 \$0.00 \$0.00 \$850.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
27	Santangelo, Vincent L. Jr & Michele M. JTWROS	877	\$0.00 \$0.00 \$0.00 \$750,000.00	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
28	Sherman, David	55	\$0.00 \$0.00 \$0.00 \$40,432.38	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
29	Vandette, Elizabeth A. and Steven A.	599	\$0.00 \$0.00 \$0.00 \$912.35	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.
30	Widdison, Wesley Byron	472	\$0.00 \$0.00 \$0.00 \$5,838.14	Administrative Priority Secured Priority General Unsecured	Claim is based on ownership of equity securities in the Debtors.

Exhibit B

Halperin Declaration

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

In re

NU RIDE INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**DECLARATION OF ALAN D. HALPERIN IN SUPPORT OF
POST-EFFECTIVE DATE DEBTORS' AND CLAIMS OMBUDSMAN'S JOINT
EIGHTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO
CERTAIN EQUITY INTEREST CLAIMS**

I, Alan D. Halperin, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am the Claims Ombudsman (the "Ombudsman") for the above-captioned debtors (collectively, the "Debtors") and I submit this declaration in support of the *Post-Effective Date Debtors' and Claims Ombudsman's Joint Eighth (Non-Substantive) Omnibus Objection to Certain Equity Interest Claims* (the "Objection"), pursuant to which I, together with the Post-Effective Date Debtors, am requesting that this Court enter an order disallowing certain claims filed in the Cases². Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein.

2. Except as otherwise indicated, all statements in this Declaration are based upon my personal knowledge, my review (or the review of others under my supervision) of (a) the relevant proofs of claim and (b) the official register of claims filed in the Chapter 11 Cases. If called as a

¹ The Reorganized Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Reorganized Debtors' service address is: Nu Ride Inc. c/o William Gallagher, CEO, M 3 Partners, 1700 Broadway, 19th Floor, New York, NY 10019.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Objection.

witness, I could and would competently testify to the facts set forth in this Declaration. The grounds for the Objection are based on the review conducted.

3. I have personally reviewed the Objection and to the best of my knowledge and belief, the information contained on **Schedule 1** to the Proposed Order attached as **Exhibit A** to the Objection is true and correct.

4. I and/or my counsel, consultants and other professionals carefully reviewed and analyzed all of the Claims identified in **Schedule 1** to the Proposed Order attached as **Exhibit A** to the Objection.

5. Based upon review and analysis of the Equity Claims listed on **Schedule 1** to the Proposed Order, I and my team have determined that each Equity Claim listed on **Schedule 1** to the Proposed Order under the table labeled “Claim(s) to be Disallowed”, were filed by a shareholder based on the ownership of equity securities in one of the Debtors. The Post-Effective Date Debtors were able to identify the claimants that asserted the Equity Claims because such claimants noted on the proof of claim form that the claim was filed on account of such an equity interest, or, in certain instances, the claimants submitted a brokerage statement with the proof of claim demonstrating such ownership.

6. While certain of the Claimants included allegations of wrongful conduct on the part of the Debtors, the support provided with the relevant Equity Claims only demonstrates ownership of equity interests in the Debtors and does not demonstrate an existing law suit, cause of action or demand asserted by the relevant Claimant against the Debtors on the basis of those allegations.

7. Accordingly, based on the foregoing and my understanding of the relevant facts, the Post-Effective Date Debtors and I, in consultation with the Claims Ombudsman and his

advisors, have determined that each Equity Claim as provided on **Schedule 1** of the Proposed Order should be disallowed in its entirety.

8. 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.

Date: October 25, 2024

/s/ Alan D. Halperin

Alan D. Halperin

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

In re

NU RIDE INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Hearing Date: November 26, 2024 at 11:30 a.m. (ET)

Objection Deadline: November 19, 2024 at 4:00 p.m. (ET)

NOTICE OF OMNIBUS OBJECTION AND HEARING

PLEASE TAKE NOTICE THAT, on October 25, 2024, the Post-Effective Date Debtors and Claims Ombudsman filed the *Post-Effective Date Debtors' and Claims Ombudsman's Joint Debtors' Eighth Omnibus (Non-Substantive) Objection to Certain Equity Interest Claims* (the “**Objection**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). **Your claim(s) may be disallowed and/or modified as a result of the Objection. Therefore, you should read the attached Objection (including the schedule attached thereto) carefully.**

PLEASE TAKE FURTHER NOTICE THAT YOUR RIGHTS MAY BE AFFECTED BY THE OBJECTION AND BY ANY FURTHER CLAIM OBJECTION THAT MAY BE FILED BY THE POST-EFFECTIVE DATE DEBTORS, CLAIMS OMBUDSMAN OR OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE POST-EFFECTIVE DATE DEBTORS' AND CLAIMS OMBUDSMAN'S RIGHT TO PURSUE FURTHER OBJECTIONS AGAINST YOUR

¹ The Reorganized Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Reorganized Debtors' service address is: Nu Ride Inc. c/o William Gallagher, CEO, M 3 Partners, 1700 Broadway, 19th Floor, New York, NY 10019.

CLAIM(S) SUBJECT TO THE OBJECTION IN ACCORDANCE WITH APPLICABLE LAW AND APPLICABLE ORDERS OF THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that if the holder of a claim that is the subject of the Objection wishes to respond to the Objection, the holder must file and serve a written response so that it is actually received no later than November 19, 2024 at 4:00 p.m. (ET) by (i) the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801; (ii) counsel for the Post-Effective Date Debtors: (a) Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Sharon I. Dwoskin (sdwoskin@brownrudnick.com)); and (b) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801 (Attn: Eric J. Monzo (emonzo@morrisjames.com) and Brya M. Keilson (bkeilson@morrisjames.com); and (iii) counsel for the Claims Ombudsman: (a) Halperin Battaglia & Benzija LLP, 40 Wall Street, New York, NY 10005 (Attn: Walter Benzija (wbenzija@halperinlaw.net) and Keara Waldron (kwaldron@halperinlaw.net)), and (iv) (b) Bielli Klauder, LLC, 1204 N. King Street, Wilmington, DE 19801 (Attn: David M. Klauder (dklauder@bk-legal.com)).

PLEASE TAKE FURTHER NOTICE that responses to the Objection must contain, at minimum, the following: (a) a caption setting forth the name of the Court, the name of the Debtor, the case number, and the title of the Objection to which the response is directed; (b) the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the claim; (c) the specific factual basis and supporting legal argument upon which the party will rely in opposing the Objection; (d) any supporting documentation, to the extent that it was not included with the proof of claim previously filed with the clerk or Verita, upon which the party will rely to support the basis for and amounts asserted in the respective proof of claim; and (e) the name,

address, telephone number, fax number and/or email address of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Post-Effective Date Debtors and Claims Ombudsman should communicate with respect to the claim or the response and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that if no response to the Objection is timely filed and received in accordance with the above procedures, an order may be entered sustaining the Objection without further notice or a hearing. If a response is properly filed, served and received in accordance with the above procedures and such response is not resolved, a hearing to consider such response and the Objection will be held before The Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware, at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801 on **November 26, 2024 at 11:30 a.m. (E.T.) (the "Hearing")**. Only a response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY SUSTAIN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: October 25, 2024

/s/ David M. Klauder

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