

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

In re:

LORDSTOWN MOTORS CORP., *et al.*,¹

Debtors.

Lordstown Motors Corp. and Lordstown EV
Corporation,

Plaintiffs,

v.

Hon Hai Precision Industry Co., Ltd (a/k/a Hon
Hai Technology Group), Foxconn EV
Technology, Inc., Foxconn Ventures Pte. Ltd.,
Foxconn (Far East) Limited, and Foxconn EV
System LLC,

Defendants.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Adv. Pro. No. 23-50414 (MFW)

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
STIPULATION PERMITTING EQUITY COMMITTEE INTERVENTION**

The undersigned counsel to the Official Committee of Equity Security Holders (the “Equity Committee”)², appointed in the Chapter 11 cases of Lordstown Motors Corp. and its affiliates (the “Debtors”), hereby certify as follows:

1. On June 27, 2023 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the

¹ The 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 Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

² The Committee consists of Crestline Management, L.P. (“Crestline”), Pertento Partners LLP (“Pertento”) and Esopus Creek Value Series Fund LP – Series “A” (“Esopus”). Only Crestline and Pertento are seeking the flexibility of the relief requested in the Motion. Committee Member Esopus does not intend to trade in the securities issued by the Debtors while serving as a Committee Member.



“Bankruptcy Code”), commencing the Debtors’ Chapter 11 cases.

2. On the Petition Date, the Debtors commenced an adversary proceeding styled as *Lordstown Motors Corp. et al. v. Hon Hai Precision Indus. Co., Ltd (a/k/a Hon Hai Tech. Grp.)*, Adv. Pro. No. 23-50414 (MFW) (the “Adversary Proceeding”).

3. On September 7, 2023, the United States Trustee appointed the Equity Committee. [Docket No. 375].

4. By and through the Adversary Proceeding, Plaintiffs have asserted claims for breach of contract, common law fraud, tortious interference, and equitable subordination. Based upon the relief sought by Plaintiffs in the Adversary Proceeding, the Equity Committee’s constituents believe that they have a substantial and substantive interest in the outcome of the Adversary Proceeding.

5. Defendants have moved to dismiss the Adversary Proceeding and to compel arbitration, and the motion is pending.

6. The Equity Committee has the right to intervene in the Adversary Proceeding, pursuant to 11 U.S.C. § 1109(b), which grants the Equity Committee the right to appear and be heard on any issue arising in the Debtors’ Chapter 11 cases, including adversary proceedings.

7. The Equity Committee has conferred with Plaintiffs and Defendants regarding the Equity Committee’s intervention. Each has stated that it does not oppose the Equity Committee’s intervention in the Adversary Proceeding.

8. The Equity Committee, Plaintiffs, and Defendants (the “Parties”) have memorialized their agreement in the *Stipulation Permitting Equity Committee Intervention* (the “Stipulation”).

9. The Parties have prepared a proposed order (the “Proposed Order”), attached hereto

as **Exhibit A**, approving the Stipulation. A true and correct copy of the Stipulation is attached as **Exhibit 1** to the Proposed Order.

WHEREFORE, the Parties respectfully request entry of the Proposed Order at the earliest convenience of the Court.

Dated: November 6, 2023

MORRIS JAMES LLP

/s/ Brya M. Keilson

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
Tara C. Pakrouh (DE Bar No. 6192)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
emonzo@morrisjames.com
bkeilson@morrisjames.com
tpakrouh@morrisjames.com

-and-

BROWN RUDNICK LLP

Robert J. Stark (admitted *pro hac vice*)
Bennett S. Silverberg (admitted *pro hac vice*)
7 Times Square
New York, NY 10036
Telephone: (212) 209-4800
rstark@brownrudnick.com
bsilverberg@brownrudnick.com

and

Sharon I. Dwoskin (*pro hac vice* pending)
Matthew A. Sawyer (admitted *pro hac vice*)
One Financial Center
Boston, MA 02111
Telephone: (617) 856-8200
sdwoskin@brownrudnick.com
msawyer@brownrudnick.com

*Counsel to the Official Committee of Equity Security
Holders*

EXHIBIT A

Proposed Order

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

In re:

LORDSTOWN MOTORS CORP., *et al.*,¹

Debtors.

Lordstown Motors Corp. and Lordstown EV
Corporation,

Plaintiffs,

v.

Hon Hai Precision Industry Co., Ltd (a/k/a Hon
Hai Technology Group), Foxconn EV
Technology, Inc., Foxconn Ventures Pte. Ltd.,
Foxconn (Far East) Limited, and Foxconn EV
System LLC,

Defendants.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Adv. Pro. No. 23-50414 (MFW)

**ORDER APPROVING STIPULATION
PERMITTING EQUITY COMMITTEE INTERVENTION**

This Court, having considered the *Stipulation Permitting Equity Committee Intervention* (the “Stipulation”) between the Equity Committee, Plaintiffs, and Defendants (the “Parties”), attached hereto as Exhibit 1; the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further notice of the Stipulation must be given;

¹ The 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 Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

IT IS HEREBY ORDERED THAT:

1. The Stipulation is approved.
2. The Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Order.

EXHIBIT 1

Stipulation

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

<p>In re:</p> <p>LORDSTOWN MOTORS CORP., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 23-10831 (MFW)</p> <p>(Jointly Administered)</p>
<hr/> <p>Lordstown Motors Corp. and Lordstown EV Corporation,</p> <p style="text-align: center;">Plaintiffs,</p> <p>v.</p> <p>Hon Hai Precision Industry Co., Ltd (a/k/a Hon Hai Technology Group), Foxconn EV Technology, Inc., Foxconn Ventures Pte. Ltd., Foxconn (Far East) Limited, and Foxconn EV System LLC,</p> <p style="text-align: center;">Defendants.</p>	<p>Adv. Pro. No. 23-50414 (MFW)</p>

STIPULATION PERMITTING EQUITY COMMITTEE INTERVENTION

This *Stipulation* is made by and between the Official Committee of Equity Security Holders (the “Equity Committee”)², appointed in the Chapter 11 cases of Lordstown Motors Corp. and its affiliates (the “Debtors” or the “Company”), and the above-captioned plaintiffs (the “Plaintiffs”), and the above captioned defendants (the “Defendants”; together with the Equity Committee and Plaintiffs, the “Parties”).

¹ The 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 Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

² The Committee consists of Crestline Management, L.P. (“Crestline”), Pertento Partners LLP (“Pertento”) and Esopus Creek Value Series Fund LP – Series “A” (“Esopus”). Only Crestline and Pertento are seeking the flexibility of the relief requested in the Motion. Committee Member Esopus does not intend to trade in the securities issued by the Debtors while serving as a Committee Member.

RECITALS

WHEREAS, on June 27, 2023 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), commencing the Debtors’ Chapter 11 cases;

WHEREAS, that same day, the Debtors commenced an adversary proceeding styled as *Lordstown Motors Corp. et al. v. Hon Hai Precision Indus. Co., Ltd (a/k/a Hon Hai Tech. Grp.)*, Adv. Pro. No. 23-50414 (MFW) (the “Adversary Proceeding”);

WHEREAS, on September 7, 2023, the United States Trustee appointed the Equity Committee. [Docket No. 375];

WHEREAS, by and through the Adversary Proceeding, Plaintiffs have asserted claims for breach of contract, common law fraud, tortious interference, and equitable subordination. Based upon the relief sought by Plaintiffs in the Adversary Proceeding, the Equity Committee’s constituents believe that they have a substantial and substantive interest in the outcome of the Adversary Proceeding;

WHEREAS, Defendants have moved to dismiss the Adversary Proceeding and to compel arbitration, and the motion is pending;

WHEREAS, the Equity Committee has the right to intervene in the Adversary Proceeding, pursuant to 11 U.S.C. § 1109(b), which grants the Equity Committee the right to appear and be heard on any issue arising in the Debtors’ Chapter 11 cases, including adversary proceedings.

WHEREAS, the Equity Committee has conferred with Plaintiffs and Defendants regarding the Equity Committee’s intervention. Each has stated that it does not oppose the Equity Committee’s intervention in the Adversary Proceeding.

NOW, THEREFORE, in consideration of the foregoing, the Parties hereto stipulate and agree, that:

STIPULATION

1. The foregoing Recitals are incorporated herein by reference.
2. Equity Committee shall have the right to intervene in the Adversary Proceeding.
3. This Stipulation is entered into without prejudice to Defendants' rights and defenses in the Adversary Proceeding, including without limitation Defendants' pending motion to dismiss the Adversary Proceeding.
4. The Equity Committee and Plaintiffs shall use reasonable efforts to minimize any duplication of briefing or other filings or submissions made or served in the Adversary Proceeding.
5. The Stipulation may be signed in counterparts, and that electronic signatures shall be deemed to have the force and effect of original signatures.
6. This Stipulation, and any order approving this Stipulation shall be binding on the Parties and each of their respective affiliates, successors, and assigns.

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the day and year first below written.

Dated: November 6, 2023

WOMBLE BOND DICKINSON (US) LLP

/s/ Morgan L. Patterson

Donald J. Detweiler (Bar No. 3087)
Morgan L. Patterson (Bar No. 5388)
1313 North Market Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 252-4320
Facsimile: (302) 252-4330
don.detweiler@wbd-us.com

MORRIS JAMES LLP

/s/ Brya M. Keilson

Eric J. Monzo (DE Bar No. 5214)
Brya M. Keilson (DE Bar No. 4643)
Tara C. Pakrouh (DE Bar No. 6192)
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
Telephone: (302) 888-6800
Facsimile: (302) 571-1750

morgan.patterson@wbd-us.com

*Proposed Counsel to the Debtors and Debtors
in Possession*

WHITE & CASE LLP

Thomas E. Lauria (admitted *pro hac vice*)
Matthew C. Brown (admitted *pro hac vice*)
Fan B. He (admitted *pro hac vice*)
200 South Biscayne Boulevard, Suite 4900
Miami, FL 33131
Telephone: (305) 371-2700
tlauria@whitecase.com
mbrown@whitecase.com
fhe@whitecase.com

David M. Turetsky (admitted *pro hac vice*)
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 819-8200
david.turetsky@whitecase.com

Jason N. Zakia (admitted *pro hac vice*)
111 South Wacker Drive, Suite 5100
Chicago, IL 60606
Telephone: (312) 881-5400
jzakia@whitecase.com

Roberto Kampfner (admitted *pro hac vice*)
Doah Kim (admitted *pro hac vice*)
RJ Szuba (admitted *pro hac vice*)
555 South Flower Street, Suite 2700
Los Angeles, CA 90071
Telephone: (213) 620-7700
rkampfner@whitecase.com
doah.kim@whitecase.com
rj.szuba@whitecase.com

*Co-Counsel to Debtors and Debtors in
Possession*

**MORRIS, NICHOLS, ARSHT &
TUNNELL LLP**

/s/ Matt B. Harvey

Robert J. Dehney (Del. Bar No. 3578)

emonzo@morrisjames.com
bkeilson@morrisjames.com
tpakrouh@morrisjames.com

-and-

BROWN RUDNICK LLP

Robert J. Stark (admitted *pro hac vice*)
Bennett S. Silverberg (admitted *pro hac vice*)
7 Times Square
New York, NY 10036
Telephone: (212) 209-4800
Facsimile: (212) 209-4801
rstark@brownrudnick.com
bsilverberg@brownrudnick.com

and

Sharon I. Dwoskin (*pro hac vice* pending)
Matthew A. Sawyer (admitted *pro hac vice*)
One Financial Center
Boston, MA 02111
Telephone: (617) 856-8200
Facsimile: (617) 856-8201
sdwoskin@brownrudnick.com
msawyer@brownrudnick.com

*Counsel to the Official Committee of Equity
Security Holders*

Donna L. Culver (Del. Bar No. 2983)
Matthew B. Harvey (Del. Bar No. 5186)
Matthew Talmo (Del. Bar No. 6333)
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, DE 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@morrisnichols.com
dculver@morrisnichols.com
mharvey@morrisnichols.com
mtalmo@morrisnichols.com

ALLEN & OVERY LLP

Daniel Guyder (admitted *pro hac vice*)
Bradley Pensyl (admitted *pro hac vice*)
Justin Ormand (admitted *pro hac vice*)
Joseph Badtke-Berkow (admitted *pro hac vice*)
Jacob Herz (admitted *pro hac vice*)
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 610-6300
Facsimile: (212) 610-6399
daniel.guyder@allenoverly.com
bradley.pensyl@allenoverly.com
justin.ormand@allenoverly.com
joseph.badtke-berkow@allenoverly.com
jacob.herz@allenoverly.com

-and-

Noah Brumfield (admitted *pro hac vice*)
Patrick Pearsall (admitted *pro hac vice*)
Michael Modesto Gale (admitted *pro hac vice*)
1101 New York Ave NW
Washington, DC 20005
Telephone: (202) 683-3800
Facsimile: (212) 610-6399
noah.brumfield@allenoverly.com
patrick.pearsall@allenoverly.com
michael.modestogale@allenoverly.com

Counsel to Defendants

65178019 v1-WorkSiteUS-039963/0001
65178019 v2-WorkSiteUS-039963/0001
16399369/1/SLISKO/142570-0002