

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

In re:	)	
	)	Chapter 11
FISKER AUTOMOTIVE HOLDINGS, INC., <u>et al.</u> , <sup>1</sup>	)	Case No. 13-13087 (KG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 159</b>

---

**DECLARATION OF MARC BEILINSON IN SUPPORT  
OF APPLICATION PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE,  
RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND  
LOCAL RULE 2014-1 FOR AUTHORIZATION TO EMPLOY AND RETAIN  
PACHULSKI STANG ZIEHL & JONES LLP AS CO-COUNSEL FOR THE DEBTORS  
AND DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

I, Marc Beilinson, Chief Restructuring Officer, of Fisker Automotive Holdings, Inc. being duly sworn, state the following under penalty of perjury:

1. I am the Chief Restructuring Officer of Fisker Automotive Holdings, Inc. located at 3080 Airway Avenue, Costa Mesa, California 92626.

2. I submit this declaration (the "Declaration") in support of the *Application Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 159] (the "Application").<sup>2</sup> Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information

---

<sup>1</sup> The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Fisker Automotive Holdings, Inc. (9678); and Fisker Automotive, Inc. (9075). For the purpose of these chapter 11 cases, the service address for the Debtors is: 3080 Airway Avenue, Costa Mesa, California 92626.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

gathered from my review of relevant documents, and information supplied to me by other members of the Debtors' management and the Debtors' advisors.

**The Debtors' Selection of PSZ&J as Delaware Counsel**

3. Pachulski Stang Ziehl & Jones LLP ("PSZ&J" or the "Firm") is proposed to serve as co-counsel (or Delaware counsel) with Kirkland & Ellis LLP as primary (or lead) counsel. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 Delaware counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. To that end, the review process utilized by the Debtors here assessed potential Delaware counsel based on their expertise in the relevant legal issues and in similar proceedings. As of my October 29, 2013 appointment as Chief Restructuring Officer, PSZ&J was the Debtors' incumbent restructuring Delaware counsel, and the Debtors did not subsequently review additional restructuring Delaware counsel. It is my understanding, however, that in March 2013, the Debtors' board of directors recommended that the Debtors retain PSZ&J to serve as Delaware counsel with Kirkland & Ellis LLP. Since that time, PSZ&J has advised the Debtors and Kirkland & Ellis LLP on local rules, practice, and procedures with respect to various restructuring issues.

5. Accordingly, over the past several months, I believe that PSZ&J has become familiar with the Debtors and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that for this reason, as well as PSZ&J extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code, and in particular with regarding to Delaware practice and procedures, PSZ&J is well qualified to

represent the Debtors in these chapter 11 cases in an efficient and timely manner. Thus, the Debtors decided to continue to retain PSZ&J as the Debtors' Delaware counsel during these chapter 11 cases.

### **Rate Structure**

6. In my capacity as Chief Restructuring Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. PSZ&J has informed the Debtors that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZ&J has informed the Debtors that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Debtors' engagement of PSZ&J. As discussed below, I am also responsible for reviewing the invoices regularly submitted by PSZ&J, and can confirm that the rates PSZ&J charged the Debtors in the prepetition period are the same as the rates PSZ&J charged the Debtors in the postpetition period through December 31, 2013. PSZ&J has informed the Debtors that, as of January 1, 2014, the Firm's standard hourly rates have been increased as the rates are subject to periodic adjustment in accordance with the Firm's practice. The new hourly rates are set forth in the supplemental declaration of Laura Davis Jones filed contemporaneously with this Declaration.

### **Cost Supervision**

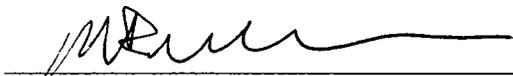
7. The Debtors have approved the prospective budget and staffing plan for the period from November 22, 2013 to February 14, 2014, recognizing that in the course of a large

chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and PSZ&J with Kirkland & Ellis LLP. The Debtors further recognize that it is their responsibility to closely monitor the billing practices of their Delaware counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the invoices that PSZ&J regularly submits, and, together with PSZ&J and Kirkland & Ellis LLP, periodically amend the budget and staffing plans, as the case develops.

8. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the Delaware counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

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

Dated: January 9, 2014



---

Marc Beilinson  
Fisker Automotive Holdings, Inc.  
Chief Restructuring Officer