

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

In re:

SUNPOWER CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11649-(CTG)

(Jointly Administered)

Objection Deadline: January 14, 2025 at 4:00 p.m. (ET)

Hearing Date: February 20, 2025 at 10:00 a.m. (ET)

**SUMMARY OF COMBINED THIRD MONTHLY AND FINAL APPLICATION
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
PROVINCE, LLC AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR THE (I) MONTHLY
PERIOD FROM NOVEMBER 1, 2024 THROUGH NOVEMBER 14, 2024, AND
(II) FINAL PERIOD FROM AUGUST 20, 2024 THROUGH NOVEMBER 14, 2024**

Name of Applicant:	Province, LLC (“ <u>Province</u> ”)
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Effective as of August 20, 2024 by order entered on October 2, 2024
Period for which Compensation and Reimbursement is Sought:	Monthly: November 1, 2024 – November 14, 2024 Final: August 20, 2024 – November 14, 2024
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	Monthly: \$8,293.00 Final: \$1,495,808.00 ²
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	Monthly: \$0.30 Final: \$264.64

This is a: X monthly ___ interim X final application.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: SunPower Corporation (8969); SunPower Corporation, Systems (8962); SunPower Capital, LLC (8450); SunPower Capital Services, LLC (9910); SunPower HoldCo, LLC (0454); SunPower North America, LLC (0194); Blue Raven Solar, LLC (3692); Blue Raven Solar Holdings, LLC (4577); BRS Field Ops, LLC (2370); and Falcon Acquisition HoldCo, Inc. (3335). The location of the Debtors’ service address in these chapter 11 cases is 880 Harbour Way South, Suite 600, Richmond, CA 94804.

² Province requests an additional \$15,000.00 to cover post-confirmation fees earned after the confirmation date, but before the final fee application hearing date.

SUMMARY OF MONTHLY APPLICATIONS

Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses
10/18/2024 Doc 875	August 20, 2024 - September 30, 2024	\$1,197,386.00	\$244.34	\$957,908.80	\$244.34
11/26/2024 Doc 1091	October 1, 2024 - October 31, 2024	\$275,129.00	\$46.72	\$0.00	\$0.00
Filed Herein	November 1, 2024 - November 14, 2024	\$8,293.00	\$0.30	\$0.00	\$0.00
Subtotal		\$1,480,808.00	\$291.36	\$957,908.80	\$244.34
Reductions			(\$133.16)		
Post-Effective Fees		\$15,000.00			
Grand Total		\$1,495,808.00	\$158.20	\$957,908.80	\$244.34

HOURS BY PERSON

Name of Professional Individual	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Hours
Sanjuro Kietlinski	97.2	1.1		98.3
Paul Navid	315.1	100.6		415.7
Derrick Laton	393.3	98.5	5.4	497.2
Tanner James	248.5	2.2		250.7
Garo Khachikian	223.8	96.3		320.1
Michael Shea	45.1			45.1
Hunter Thompson	303.3	99.3	9.1	411.7
Farzan Sabzevari	76.7	1.5		78.2
Mike Zhang	4.6	16.0		20.6
Subtotal	1,707.6	415.5	14.5	2,137.6
Para Professionals	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Hours
Eric Mattson	3.2	1.0	0.2	4.4
Laura Conn		2.1		2.1
Subtotal	3.2	3.1	0.2	6.5
	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Hours
Grand Total	1,710.8	418.6	14.7	2,144.1

COMPENSATION BY PERSON

Name of Professional Individual	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Compensation
Sanjuro Kietlinski	\$114,696.00	\$1,298.00		\$115,994.00
Paul Navid	\$299,345.00	\$95,570.00		\$394,915.00
Derrick Laton	\$314,640.00	\$78,800.00	\$4,320.00	\$397,760.00
Tanner James	\$171,465.00	\$1,518.00		\$172,983.00
Garo Khachikian	\$109,662.00	\$47,187.00		\$156,849.00
Michael Shea	\$22,099.00			\$22,099.00
Hunter Thompson	\$130,419.00	\$42,699.00	\$3,913.00	\$177,031.00
Farzan Sabzevari	\$32,214.00	\$630.00		\$32,844.00
Mike Zhang	\$1,886.00	\$6,560.00		\$8,446.00
Subtotal	\$1,196,426.00	\$274,262.00	\$8,233.00	\$1,478,921.00
Para Professionals	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Compensation
Eric Mattson	\$960.00	\$300.00	\$60.00	\$1,320.00
Laura Conn		\$567.00		\$567.00
Subtotal	\$960.00	\$867.00	\$60.00	\$1,887.00
	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Compensation
Grand Total	\$1,197,386.00	\$275,129.00	\$8,293.00	\$1,480,808.00

HOURS BY CATEGORY

Project Categories	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Hours
Business Analysis / Operations	1,027.0	193.1	7.4	1,227.5
Case Administration	1.6	0.2		1.8
Claims Analysis and Objections	31.8	59.7		91.5
Committee Activities	39.9			39.9
Court Filings	20.3	7.2	1.6	29.1
Court Hearings	4.6	1.6		6.2
Fee/Employment Applications	3.0	3.1	0.2	6.3
Litigation	56.4			56.4
Plan and Disclosure Statement	85.4	91.8	5.5	182.7
Sale Process	413.8	61.9		475.7
Tax Issues	27.0			27.0
Grand Total	1,710.8	418.6	14.7	2,144.1

COMPENSATION BY CATEGORY

Project Categories	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Compensation
Business Analysis / Operations	\$708,407.00	\$128,547.00	\$3,663.00	\$840,617.00
Case Administration	\$1,037.00	\$160.00		\$1,197.00
Claims Analysis and Objections	\$26,147.00	\$40,836.00		\$66,983.00
Committee Activities	\$32,351.00			\$32,351.00
Court Filings	\$12,938.00	\$3,096.00	\$688.00	\$16,722.00
Court Hearings	\$2,496.00	\$1,066.00		\$3,562.00
Fee/Employment Applications	\$900.00	\$867.00	\$60.00	\$1,827.00
Litigation	\$36,200.00			\$36,200.00
Plan and Disclosure Statement	\$66,969.00	\$64,561.00	\$3,882.00	\$135,412.00
Sale Process	\$291,277.00	\$35,996.00		\$327,273.00
Tax Issues	\$18,664.00			\$18,664.00
Grand Total	\$1,197,386.00	\$275,129.00	\$8,293.00	\$1,480,808.00

SUMMARY OF EXPENSES

Expense Category	First Monthly Application	Second Monthly Application	Third Monthly Application	Total Expenses
Meals	\$244.34	\$46.72		\$291.06
Miscellaneous			\$0.30	\$0.30
Total Expenses	\$244.34	\$46.72	\$0.30	\$291.36

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APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF PROVINCE, LLC AS FINANCIAL ADVISOR TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR THE
(I) MONTHLY PERIOD FROM NOVEMBER 1, 2024 THROUGH NOVEMBER 14, 2024,
AND (II) FINAL PERIOD FROM AUGUST 20, 2024 THROUGH NOVEMBER 14, 2024**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s *Order (i) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (ii) Granting Related Relief* (the “Administrative Order”), Province, LLC (“Province” or the “Firm”), financial advisor for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this combined third monthly and final fee application (the “Application”), for compensation and for reimbursement of expenses for:

- i. the period of November 1, 2024 through November 14, 2024 (the “Third Monthly Fee Period”) in the amount of \$8,293.00 in fees and actual and necessary expenses in the amount of \$0.30 for a total allowance of \$8,293.30; and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: SunPower Corporation (8969); SunPower Corporation, Systems (8962); SunPower Capital, LLC (8450); SunPower Capital Services, LLC (9910); SunPower HoldCo, LLC (0454); SunPower North America, LLC (0194); Blue Raven Solar, LLC (3692); Blue Raven Solar Holdings, LLC (4577); BRS Field Ops, LLC (2370); and Falcon Acquisition HoldCo, Inc. (3335). The location of the Debtors’ service address in these chapter 11 cases is 880 Harbour Way South, Suite 600, Richmond, CA 94804.

- ii. the period of August 20, 2024 through November 14, 2024 (the “Final Fee Period”) in the amount of \$1,480,808.00² in fees and actual and necessary expenses in the amount of \$158.20 for a total allowance of \$1,495,966.20.

Province seeks payment of the outstanding balance of all amounts not paid to date. In addition, Province reserves its right to file a supplement to this Application prior to the hearing date to submit additional fees and expenses not previously included in this Application but incurred prior to the date of the hearing on the Application, such as fees incurred in preparing this Application.

Pursuant to Local Bankruptcy Rule 2016-2, this Application is supported by the Certification of Paul Navid which is annexed hereto as Exhibit A. In support of this Application, Province respectfully represents as follows:

JURISDICTION AND VENUE

1. 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. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and may be determined by the Bankruptcy Court. Province confirms its consent, pursuant to Bankruptcy Rule 7008 and Local Rule 9013-1(f), to the entry of a final order or judgment by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

² Province requests an additional \$15,000.00 to cover post-confirmation fees earned after the confirmation date, but before the final fee application hearing date.

3. The statutory predicates for the relief requested herein are sections 328, 330, and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rules 2014-1 and 2016-2.

BACKGROUND

4. On August 5, 2024 (the “Petition Date”), the Debtors each filed their voluntary petitions with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108(a) of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

5. On August 16, 2024, pursuant to section 1102(a)(1) of the Bankruptcy Code, the Office of the United States Trustee for Region 3, District of Delaware (the “U.S. Trustee”), appointed the Committee. The following are the current members of the Committee: (i) Zyxel Communications, Inc.; (ii) Xiamen Ampace Technology Limited; (iii) Alplus, Inc.; (iv) Optomi, LLC; (v) Legacy Solar, LLC; (vi) Kamtech Restoration Corp.; and (vii) SSES, Inc. (dba SunPower by Sun Solar).

6. On August 20, 2024, the Committee selected Province as its proposed financial advisor.

7. On September 11, 2024, the Court entered the Administrative Order, authorizing the Committee’s professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement of expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may file monthly fee applications. If no objections are made within twenty-one (21) days after service of the monthly fee application, the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. At three-month

intervals or such other intervals convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

8. The retention of Province, as financial advisor to the Committee, was approved effective as of August 20, 2024, by this Court's *Order Authorizing and Approving the Employment of Province, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of August 20, 2024* [Docket No. 678], entered on October 2, 2024 (the "Retention Order"). The Retention Order authorized Province to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**PROVINCE'S APPLICATION FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES**

Monthly Fee Applications Covered Herein

9. The Monthly Fee Applications for the period from August 20, 2024 through October 31, 2024 of Province have been filed and served pursuant to the Administrative Order and are incorporated herein by reference.

10. On October 18, 2024, Province filed its *First Monthly Application for Compensation and Reimbursement of Expenses of Province, LLC as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from August 20, 2024 Through September 30, 2024* [Docket No. 875] (the "First Monthly Fee Application") requesting \$1,197,386.00 in fees and \$244.34 in expenses. An Amended Certificate of No Objection was filed on December 11, 2024 [Docket No. 1132].

11. On November 26, 2024, Province filed its *Second Monthly Application for Compensation and Reimbursement of Expenses of Province, LLC as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period from October 1, 2024 Through*

October 31, 2024 [Docket No. 1091] (the “Second Monthly Fee Application”) requesting \$275,129.00 and \$20.00 in expenses. A Certificate of No Objection was filed on December 19, 2024 [Docket No. 1179].

12. The Monthly Fee Applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by Province during the Final Fee Period, as well as other detailed information required to be included in fee applications.

13. All services for which Province requests compensation were performed for or on behalf of the Committee.

14. Province has received no payment and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Province and any other person other than the employees of Province for the sharing of compensation to be received for services rendered in these cases. Province has received no retainer in this matter.

Third Monthly Fee Period

15. Province seeks allowance of compensation and payment for professional services rendered to the Committee during the Third Monthly Fee Period in the aggregate amount of \$8,293.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$0.30.

16. Attached as **Exhibit B** is a list of professionals providing services; their respective billing rates; the aggregate hours expended by each professional; a general description of services rendered, summarized by project category; a fee summary; detailed time records with a

description of the services performed by each professional and the time expended; and a summary and detail of out-of-pocket expenses incurred.

Summary of Services

17. During the Final Fee Period, the Committee relied heavily on the experience and expertise of the above-named persons in dealing with matters described in detail below. As a result, Province's highly skilled restructuring and bankruptcy professionals devoted significant time and effort to perform properly and expeditiously the required professional services.

18. A summary of some of the more significant services rendered by Province during the Final Fee Period follows. This summary is divided according to the project categories used by Province in its billing in these cases. A detailed time log of all tasks performed by Province during the Third Monthly Fee Period is set forth on **Exhibit B** hereto.

A. Business Analysis / Operations

Monthly Fees: \$3,663.00

Monthly Hours: 7.4

Final Fees: \$840,617.00

Final Hours: 1,227.5

19. Incorporated within this category is time spent by Province personnel in connection with the evaluation and analysis of certain aspects of the Debtors' business and industry of operation. The work performed in this task code was necessary for the Committee to be informed on the Debtors' historical and future operating performance and strategy.

20. Specific services provided by Province during the Final Fee Period include, but are not limited to:

- i. Analyzing and evaluating financial information, including weekly cash flow forecasts, weekly cash flow variance reports, and long-term financial projections;
- ii. Corresponding with the Debtors' advisors regarding financial performance, updates on operations, sale process and business plan initiatives;

- iii. Developing and evaluate alternate budget scenarios and applying sensitivities to the Debtors' financial forecasts;
- iv. Preparing various analyses related to the Debtors' operations, historical balance sheets, income statements, and cash flow statements;
- v. Reviewing and indexing financial information and other documents provided by the Debtors and their advisors;
- vi. Research and audit filings used in preparation of DIP financing comparables;
- vii. Review and analysis of SOFA and SOAL filing data;
- viii. Assisting in the preparation of financial information for distribution to the Committee and legal counsel, including projections and budgets, analysis of the effect of various assumptions on projected financial results, and other ad hoc analyses as requested or deemed necessary; and
- ix. Corresponding and discussing budget and other business and financial results with counsel, committee professionals and within internal team.

B. Case Administration

Monthly Fees: \$0.00

Monthly Hours: 0.0

Final Fees: \$1,197.00

Final Hours: 1.8

21. Incorporated within this task code is time incurred by Province personnel while performing various administrative tasks that do not clearly fit into other categories including planning and discussing general case updates with Committee professionals.

C. Claims Analysis and Objections

Monthly Fees: \$0.00

Monthly Hours: 0.0

Final Fees: \$66,983.00

Final Hours: 91.5

22. Incorporated within this task code is time incurred by Province personnel while performing various functions directly related to the preliminary analysis and estimate of potential claims, including administrative and general unsecured.

D. Committee Activities

Monthly Fees: \$0.00

Monthly Hours: 0.0

Final Fees: \$32,351.00**Final Hours: 39.9**

23. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to preparing for, meeting with, and corresponding with the Committee of these chapter 11 cases. Province provided updates summarizing various analyses to the Committee and provided recommendations with regards to the Committee's position and next steps.

24. Specific services provided by Province during the Final Fee Period include, but are not limited to:

- i. Preparing for and participating in calls with the Committee and its counsel on issues related to the bankruptcy proceeding;
- ii. Preparing summaries of various analyses into presentation materials to be shared with the Committee and its counsel;
- iii. Conferring with members of the Committee and its counsel directly related to questions and concerns of the Committee regarding actions and projections of the Debtors; and
- iv. Conferring with other Province professionals regarding various analyses and issues directly related to questions and concerns of the Committee.

E. Court Filings

Monthly Fees: \$688.00**Monthly Hours: 1.6****Final Fees: \$16,722.00****Final Hours: 29.1**

25. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to reviewing, evaluating, and commenting on the Debtors' motions and orders filed on the docket, including analysis of various motions and proposed orders.

F. Court Hearings

Monthly Fees: \$0.00**Monthly Hours: 0.0****Final Fees: \$3,562.00****Final Hours: 6.2**

26. Incorporated within this category is time incurred by Province personnel while participating in various hearings of the Debtors.

G. Fee / Employment Applications

Monthly Fees: \$60.00

Monthly Hours: 0.2

Final Fees: \$1,827.00

Final Hours: 6.3

27. Incorporated within this task code is time incurred by Province personnel while performing various functions directly related to the employment and fee applications of Province for these chapter 11 cases.

28. Such functions include, but are not limited to, preparing, finalizing, and corresponding regarding the Retention Application, the Monthly Fee Applications, and this Application.

H. Litigation

Monthly Fees: \$0.00

Monthly Hours: 0.0

Final Fees: \$36,200.00

Final Hours: 56.4

29. Incorporated within this category is time incurred by Province personnel while performing various activities related to the Debtors' potential causes of action.

I. Plan and Disclosure Statement

Monthly Fees: \$3,882.00

Monthly Hours: 5.5

Final Fees: \$135,412.00

Final Hours: 182.7

30. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the Debtors' proposed plan and disclosure statement.

J. Sale Process**Monthly Fees: \$0.00****Monthly Hours: 0.0****Final Fees: \$327,273.00****Final Hours: 475.7**

31. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the potential sale of the Debtors' assets.

K. Tax Issues**Monthly Fees: \$0.00****Monthly Hours: 0.0****Final Fees: \$18,664.00****Final Hours: 27.0**

32. Incorporated within this category is time incurred by Province personnel while performing various functions directly related to the potential tax liabilities of the Debtors.

ACTUAL AND NECESSARY EXPENSES

33. It is Province's policy to charge its clients for identifiable, non-overhead expenses incurred regarding the client's case that would not have been incurred except regarding the representation of that particular client. It is also Province's policy to charge its clients only the amount actually incurred by Province regarding such items. Such charges would include industry or company specific research as requested by counsel. Examples of expenses are described below. Province **does not** charge for telephone calls (except the cost of specifically identified conference call charges), faxes, and other administrative expenses. The policies employed by Province for seeking reimbursement for out-of-pocket travel expenses are as follows:

- i. **Airfare/Train** – Costs incurred by Province professionals when traveling by air or train to/from other cities on behalf of the Committee are incorporated into this Application;
- ii. **Ground Transportation** – Expenses incurred by Province professionals for local transportation while outside of their home cities (on matters related to

these chapter 11 cases) are incorporated into this Application. Such costs consist primarily of taxi-cab fares incurred by Province personnel while traveling. Also incorporated within this category are expenses incurred by Province professionals regarding traveling to/from airports and parking at airports while traveling out-of-town on client matters;

- iii. **Lodging** – Costs incurred by Province professionals for lodging while traveling on behalf of the Committee (on matters related to these chapter 11 cases) are incorporated into this Application;
- iv. **Meals** – Costs incurred by Province professionals for meals while traveling outside of their home cities or for working lunch meetings (on matters related to these chapter 11 cases) are incorporated into this Application;
- v. **Miscellaneous** – Costs incurred by Province professionals for various charges including supplies and financial research; and
- vi. **Telephone/Internet** – Costs incurred by Province professionals for conference calls and in-flight Wi-Fi.

SUMMARY OF FEES AND EXPENSES FOR THE MONTHLY PERIOD

34. The Application covers Province's fees and expenses incurred during the Third Monthly Fee Period. The fees incurred total \$8,293.00 and the expenses incurred total \$0.30. These fees and expenses are consistent with Province's arrangement with the Committee and the terms of the Retention Order. Province respectfully submits that if necessary, a consideration of these factors would result in this Court's allowance of the full compensation requested.

35. *Time and expertise required.* Province's professional services on behalf of the Committee have required 14.7 hours of time in this Third Monthly Fee Period. Province has staffed this case efficiently. Where work could be performed by professionals with lower rates, Province used such professionals to perform the assignments. A significant amount of the services rendered required a high degree of professional competence and expertise. For those services, Province used senior professionals in the interest of staffing the case efficiently.

36. *Time limitation imposed by these cases.* The Committee was required to understand a large volume of information in a very short time related to the financing,

operational issues and stoppages, asset / going concern valuations and proposed plan of the Debtors.

37. *The difficulty of questions.* Unique and complex issues arose during the Third Monthly Fee Period. Province has advised the Committee and its counsel regarding these issues.

38. *The skill required to perform the financial advisory services properly.* These bankruptcy cases address issues which raise complex questions. The cases require a high level of skill and expertise to efficiently and accurately analyze the economic effects of the various shutdown- and operations-related impacts and the proposed plan of the Debtors; to analyze and supplement the sale processes run by Debtors' investment bankers; and to accurately track and forecast the performance of the Debtors during these chapter 11 proceedings, among other things.

39. *The amount involved and results obtained.* Province has been prudent in the amount of time incurred on various tasks and believes its efforts benefited the Committee and these cases.

40. *The preclusion of other employment by the Applicant due to acceptance of the cases.* Province is not aware of any other employment precluded by acceptance of these cases; however, Province professionals providing services to the Committee were not available to service other clients at their customary rates.

41. *The fee.* Pursuant to the terms of the Retention Order, Province will bill at their standard hourly rates.

42. *Whether the fee is fixed or contingent.* Province's fees are fixed, not dependent on the outcome of these cases; however pursuant to Bankruptcy Code sections 330 and 331, all

fees sought by professional retained under sections 327 or 1103 of the Bankruptcy Code are contingent pending final approval by the Court.

43. *The experience, reputation, and ability of Province.* Province's professionals engaged in this case have also worked in several large bankruptcy cases. Province has extensive experience representing official creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases, including, as (i) financial advisor to the official committees of unsecured creditors of A.B.C. Carpet, AgileThought, Alex and Ani, Armstrong Flooring, Aruze Gaming, Ascena Group, Avadim Health, Barretts Minerals, Benitago, BL Restaurants Holding, Carbonlite Holdings, Cherry Man Industries, Cyprus Mines, David's Bridal, DCL Holdings (USA), Destination Maternity, DirectBuy Home Improvement, Eastern Outfitters, EHT US1 (Eagle Hospitality), Endo International, Francesca's Holding Corporation, Honx, Insys Therapeutics, Independent Pet Partners, Invacare, J Crew, Lucky's Market, L'Occitane, Mallinckrodt, Mountain Express Oil Company, Nielsen & Bainbridge (NBD Home), Neopharma, Noble House, One Web, Papyrus, Path Medical, Pier 1, PBS Brand Co. (Punch Bowl), Purdue Pharma, Prime Core Technologies, Restoration Forest Products Group, LLC, Reverse Mortgage, Revlon, SiO2 Medical Products, Stimwave Technologies, Surgalign, TECT Aerospace Group, The Rockport Company, True Religion Apparel, Tuesday Morning, Virgin Orbit, Water Gremlin, Wesco Aircraft, White Stallion Energy, Whittaker, Clark & Daniels, and Winsor Terrace; (ii) financial advisor to the debtors 4E Brands, Basic Energy Services, Cherry Man Industries, Cinemex Holdings USA, Codiak BioSciences, Coin Cloud, Frontsight Management, Penthouse Global Media, Superior Linen, True Religion Apparel, WeWork and Woodbridge Group of Companies; and (iii) trustee or trustee advisor in Aegean Marine Petroleum, Advance Watch, American Apparel, Aruze, Borden Dairy, CS Mining, Cycle Force,

DCL, EBH Topco, Eclipse Berry Farms, Energy & Exploration (ENXP), Fieldwood, Gump's, Invacare, La Paloma Generating Company, Limetree Bay Services, Invacare, Mallinckrodt, Maxus Energy, Neogenix, PBS Brand Co. (Punch Bowl), Promise Healthcare Group, RadioShack Corporation, RMIT (Reverse Mortgage), Samson Resources, SiO2, Stimwave Technologies, and Vesta Holdings, among others.

CONCLUSION

44. It is respectfully submitted that the amount requested by Province is fair and reasonable given (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

WHEREFORE, Province respectfully requests (i) approval of compensation in the amount of \$8,293.00 and reimbursement of actual and necessary expenses in the amount of \$0.30 for a total allowance of \$8,293.30 for the Third Monthly Fee Period; (ii) approval of final compensation in the amount of \$1,495,808.00 and final reimbursement of actual and necessary expenses in the amount of \$158.20 for a total final allowance of \$1,495,966.20 for the Final Fee Period; and (iii) such other and further relief as this Court may deem just and proper.

Dated: December 24, 2024

PROVINCE, LLC

By: /s/ Paul Navid
Paul Navid, Managing Director
2360 Corporate Circle, Suite 340
Henderson, NV 89074
Telephone: 702.685.5555
Email: pnavid@provincefirm.com

*Financial Advisor to the Official Committee of
Unsecured Creditors*

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FOR THE DISTRICT OF DELAWARE**

In re:

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Debtors.

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Case No. 24-11649 (CTG)

(Jointly Administered)

Objections Due: January 14, 2025 at 4:00 P.M. (ET)

Hearing Date: February 20, 2025 at 10:00 a.m. (ET)

**NOTICE OF COMBINED THIRD MONTHLY AND FINAL APPLICATION
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
PROVINCE, LLC AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR THE (I) MONTHLY PERIOD FROM
NOVEMBER 1, 2024 THROUGH NOVEMBER 14, 2024, AND (II) FINAL
PERIOD FROM AUGUST 20, 2024 THROUGH NOVEMBER 14, 2024**

PLEASE TAKE NOTICE that on December 24, 2024, Province, LLC, financial advisor for the official committee of unsecured creditors (the “Committee”), filed its *Combined Third Monthly and Final Application for Compensation and Reimbursement of Expenses of Province, LLC, as Financial Advisor for the Official Committee of Unsecured Creditors for the (I) Monthly Period from November 1, 2024 through November 14, 2024 and (II) Final Period of August 20, 2024 through November 14, 2024* (the “Final Application”), seeking final compensation for the reasonable and necessary services rendered to the Committee in the amount of \$1,495,808.00 and reimbursement for actual and necessary expenses in the amount of \$264.64. A copy of the Final Application was previously served on you.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: SunPower Corporation (8969); SunPower Corporation, Systems (8962); SunPower Capital, LLC (8450); SunPower Capital Services, LLC (9910); SunPower HoldCo, LLC (0454); SunPower North America, LLC (0194); Blue Raven Solar, LLC (3692); Blue Raven Solar Holdings, LLC (4577); BRS Field Ops, LLC (2370); and Falcon Acquisition HoldCo, Inc. (3335). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 880 Harbour Way South, Suite 600, Richmond, CA 94804.

PLEASE TAKE FURTHER NOTICE that any response or objection to the Final Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Court”) on or before **January 14, 2024 at 4:00 p.m. Eastern Time.**

The Final Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on October 11, 2024 [Docket No. 351] (the “Administrative Order”).

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon the following parties (the “Fee Notice Parties”): (a) the Debtors, SunPower Corporation, 880 Harbour Way South, Suite 600, Richmond, CA 94804, Attn.: Chief Legal Officer and Chief Transformation Officer; (b) proposed counsel to the Debtors (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York, 10022, Attn.: Zachary R. Manning (zach.manning@kirkland.com); (ii) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Chad J. Husnick, P.C. (chad.husnick@kirkland.com), Jeffrey Michalik (jeff.michalik@kirkland.com), and Robert Jacobson (rob.jacobson@kirkland.com); and (iii) Richards, Layton & Finger, P.A., 920 N. King Street, Wilmington, Delaware 19801, Attn.: Mark D. Collins (collins@rlf.com) and Jason M. Madron (madron@rlf.com); (c) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Richard Schepacarter (richard.shepacarter@usdoj.gov); (d) counsel to the Third Lien Agent, (i) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Brian M. Resnick, (brian.resnick@davispolk.com), Angela M. Libby

(angela.libby@davispolk.com), and Jarret Erickson (jarret.erickson@davispolk.com) and (ii) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, Delaware 19899, Attn: Robert J. Dehney, Sr. (RDehney@morrisnichols.com), Tamara K. Mann (tmann@morrisnichols.com), and Matthew Talmo (mtalmo@morrisnichols.com).

PLEASE TAKE FURTHER NOTICE that a hearing on the Final Application will be held on February 20, 2025 at 10:00 a.m. (Eastern Time) before the Honorable Craig T. Goldblatt, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Courtroom No. 7, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, OR IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE FINAL APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 24, 2024

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Steven W. Golden

Debra I. Grassgreen, Esq. (admitted *pro hac vice*)

Bradford J. Sandler, Esq. (DE Bar No. 4142)

Steven W. Golden, Esq. (DE Bar No. 6807)

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*Counsel for the Official Committee of Unsecured
Creditors*

EXHIBIT A

Certification

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

In re:

SUNPOWER CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11649-CTG

(Jointly Administered)

CERTIFICATION OF PAUL NAVID

Paul Navid, a Managing Director with the firm Province, after being duly sworn according to law, deposes and says:

1. I am a Managing Director with the firm of Province, LLC ("Province"), which is a financial advisory firm with its principal office located at 2360 Corporate Circle, Suite 340, Henderson, Nevada 89074. Province also has offices in the Los Angeles, Greenwich, New York, and Miami metro areas. Province was retained as financial advisor to the Official Committee of Unsecured Creditors (the "Committee") on August 20, 2024 and Province's employment application was approved by the Court on October 2, 2024.
2. I have personally performed many of the services rendered by Province as financial advisor to the Committee and am familiar with the other work performed on behalf of the Committee by the other professionals in the firm.
3. The *Combined Third Monthly and Final Application for Compensation and Reimbursement of Expenses of Province, LLC as Financial Advisor to the Official Committee of*

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Unsecured Creditors, for the (i) Monthly Period from November 1, 2024 through November 14, 2024, and (ii) Final Period from August 20, 2024 through November 14, 2024 (the “Application”) was prepared at my direction. The facts set forth in the foregoing Application are true to the best of my knowledge, information, and belief.

4. Province’s rates for the services rendered by its professionals in these chapter 11 cases are similar to the rates Province charges for professional services rendered in comparable bankruptcy and non-bankruptcy cases in a competitive national market for financial advisory services.

5. I have reviewed the Court’s Local Rule 2016-2 and the *United States Trustee’s Guidelines for Review of Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330* (the “Guidelines”). The Application substantially complies with Local Rule 2016-2 and the Guidelines.

Executed under penalty of perjury of the laws of the United States on this 24th day of December 2024.

/s/ Paul Navid
Paul Navid, Managing Director
Province, LLC

EXHIBIT B

**Detailed Summaries of Services Performed and
Expenses Incurred by Province Professionals**

**DETAILED SUMMARIES OF ALL SERVICES PERFORMED BY THE
PROFESSIONALS OF PROVINCE, LLC AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR THE PERIOD
FROM NOVEMBER 1, 2024 THROUGH NOVEMBER 14, 2024**

	Hourly Rate	Application Hours	Total Fees
Derrick Laton, Senior Director	\$800	5.4	\$4,320.00
Hunter Thompson, Senior Analyst	\$430	9.1	\$3,913.00
Eric Mattson, Matter Manager	\$300	0.2	\$60.00
Grand Total		14.7	\$8,293.00

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Business Analysis / Operations	7.4	\$3,663.00
Court Filings	1.6	\$688.00
Fee / Employment Applications	0.2	\$60.00
Plan and Disclosure Statement	5.5	\$3,882.00
Grand Total	14.7	\$8,293.00

EXPENSE SUMMARY

Expense Category	Description	Total Expenses
Miscellaneous	Research fees.	\$0.30
Total Expenses		\$0.30

BILLING DETAILS

Entry Date	Person	Comments	Task	Hours	Billing Rate	Amount
11/4/2024	Hunter Thompson	Analyzed latest contract rejection exhibit.	Plan and Disclosure Statement	1.40	430.00	\$602.00
11/4/2024	Derrick Laton	Analyzed Moelis retention against market.	Business Analysis / Operations	1.30	800.00	\$1,040.00
11/4/2024	Hunter Thompson	Analyzed calculation of Moelis' first fee app.	Business Analysis / Operations	2.40	430.00	\$1,032.00
11/4/2024	Hunter Thompson	Analyzed Sep 2024 MORs.	Business Analysis / Operations	2.60	430.00	\$1,118.00
11/5/2024	Hunter Thompson	Analyzed the latest TotalEnergies updates.	Business Analysis / Operations	1.10	430.00	\$473.00
11/6/2024	Hunter Thompson	Analyzed court filings recently uploaded to the docket.	Court Filings	1.60	430.00	\$688.00
11/6/2024	Eric Mattson	Corresponded with internal team re: UST comments to first monthly fee app.	Fee / Employment Applications	0.10	300.00	\$30.00
11/6/2024	Derrick Laton	Corresponded with PSZJ and Province team re: post-confirmation trust.	Plan and Disclosure Statement	0.40	800.00	\$320.00
11/7/2024	Eric Mattson	Corresponded with internal team re: filed monthly fee apps.	Fee / Employment Applications	0.10	300.00	\$30.00
11/7/2024	Derrick Laton	Reviewed B. Sandler memo re: installer-dealer settlement update.	Plan and Disclosure Statement	0.70	800.00	\$560.00
11/14/2024	Derrick Laton	Reviewed certification of counsel re: TotalEnergies admin claim settlement.	Plan and Disclosure Statement	0.80	800.00	\$640.00
11/14/2024	Derrick Laton	Reviewed amended Plan Supplement rejection exhibits.	Plan and Disclosure Statement	1.20	800.00	\$960.00
11/14/2024	Derrick Laton	Reviewed Confirmation order.	Plan and Disclosure Statement	1.00	800.00	\$800.00

EXPENSE DETAILS

Date	Expense Category	Description	Total Expenses
11/6/2024	Miscellaneous	PACER – Quarterly research fees.	\$0.30
	Total Expenses		\$0.30