

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

In re:)	
)	Chapter 11
SUNPOWER CORPORATION, <i>et al.</i> , ¹)	Case No. 24-11649 (CTG)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 207, 208

**SUPPLEMENTAL DECLARATION OF CHAD J. HUSNICK IN SUPPORT OF THE
DEBTORS’ APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF AUGUST 5, 2024**

I, Chad J. Husnick, being duly sworn, state the following under penalty of perjury:

1. I am the president of Chad J. Husnick, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 333 W Wolf Point Plaza, Chicago, Illinois 60654, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, “Kirkland”).² I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of Illinois and the Bar of the State of New York, and I have been admitted to practice in the United States Supreme Court, United States Court of Appeals for the Second Circuit, Fourth Circuit, and Seventh Circuit, and the United States District Courts for the Northern District of Illinois and the Southern District of New York. There are no disciplinary proceedings pending against me.

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.

² Capitalized terms used, but not otherwise defined, herein shall have the meaning as set forth in the Application or the Original Declaration (as defined herein), as applicable.

2. On August 5, 2024, each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a petition with this Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On August 23, 2024, the Debtors filed an application to employ and retain Kirkland as counsel for the Debtors [Docket Nos. 207, 208] (the “Application”) pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, and rules 2014-1 and 2016-1 of the Local Rules for the District of Delaware .

3. My declaration in support of the Application (the “Original Declaration”) was attached to the Application as Exhibit B.

4. In connection with the Application, I submit this supplemental declaration (this “Supplemental Declaration”) to provide additional disclosures in response to a request made by the U.S. Trustee and in accordance with Bankruptcy Rules 2014(a) and 2016(b). Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

5. As disclosed in the Original Declaration, Debtor SunPower Corporation spun-off Maxeon in August 2020 (the “Spin-Off”). Jones Day acted as legal counsel to Maxeon. Wilson Sonsini Goodrich & Rosati acted as legal counsel to SunPower Corporation. Kirkland was not involved in the Spin-Off.

6. Kirkland represents certain affiliates of BlackRock, Inc. (“BlackRock”) on a variety of matters unrelated to the Debtors in these chapter 11 cases. On January 12, 2024, BlackRock announced that it was acquiring Global Infrastructure Partners (“GIP,” and the acquisition, the “BlackRock Transaction”). Kirkland acted as legal counsel to GIP in the BlackRock Transaction, while Skadden, Arps, Slate, Meagher & Flom and Fried, Frank, Harris,

Shriver & Jacobson LLP acted as legal counsel to BlackRock. GIP is the ultimate parent of GIP III Sol Holdings, L.P., which holds a number of units equal to 50% of the outstanding units minus one unit of Sol Holding, LLC (“Sol”). Sol holds a sixty-five percent equity stake in Debtor SunPower Corporation. Consequently, upon the closing of the BlackRock Transaction, which is expected to occur in the third-quarter of 2024, Debtor SunPower Corporation will be an affiliate of BlackRock. I do not believe Kirkland’s current or prior representation of BlackRock precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code. I also do not believe that Kirkland’s current or prior representation of GIP pursuant to the BlackRock Transaction precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

7. Kirkland represented Global Infrastructure Management LLC (“GIM”), an affiliate of GIP, in matters involving GIM’s then existing equity interests in Debtor SunPower Corporation. Kirkland’s prior representation of GIM was unrelated to these chapter 11 cases. Kirkland’s representation of GIM was closed on December 2, 2023, with Kirkland’s last time billed on November 19, 2023. I do not believe Kirkland’s prior representation of GIM precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

[Remainder of page intentionally left blank.]

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: September 10, 2024

Respectfully submitted,

/s/ Chad J. Husnick

Chad J. Husnick
as President of Chad J. Husnick, P.C., as Partner
of Kirkland & Ellis LLP; and as Partner of
Kirkland & Ellis International LLP