

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

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In re:

SUNPOWER CORPORATION, *et al.*,<sup>1</sup>

Debtors.

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Chapter 11

Case No. 24-11649 (CTG)

(Jointly Administered)

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**DECLARATION OF STEPHENIE KJONTVEDT  
OF EPIQ CORPORATE RESTRUCTURING, LLC  
REGARDING THE SOLICITATION AND TABULATION  
OF BALLOTS CAST ON THE JOINT CHAPTER 11 PLAN OF  
SUNPOWER CORPORATION AND ITS DEBTOR AFFILIATES**

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I, Stephenie Kjontvedt, pursuant to 28 U.S.C. § 1746, hereby declare under the penalty of perjury as follows:

1. I am a Vice President, Senior Consultant of Epiq Corporate Restructuring, LLC (“Epiq”), which is located at 777 Third Avenue, 12th Floor, New York, NY 10017. I am over eighteen years of age and competent to testify on the matters herein. I do not have a direct interest in the above-captioned chapter 11 cases and should be considered an impartial party.

2. I submit this Declaration (this “Declaration”) regarding the solicitation of votes and the tabulation of Ballots (as defined below) cast on the *Joint Chapter 11 Plan of SunPower Corporation and Its Debtor Affiliates* [Docket No. 650] (as may be amended, supplemented, or otherwise modified from time to time, the “Plan”).<sup>2</sup> Except as otherwise indicated herein, all facts

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan or the Solicitation Order (as defined below), as applicable.

set forth in this Declaration are based upon my personal knowledge or my review of relevant documents. I am authorized to submit this Declaration on behalf of Epiq. If I were called upon to testify, I could and would testify competently as to the facts set forth herein.

3. In accordance with the *Order (I) Approving the Retention and Employment of Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of the Petition Date and (II) Granting Related Relief* [Docket No. 350] and the *Amended and Superseding Order (I) Approving the Adequacy of the Disclosure Statement on an Interim Basis, (II) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing and Setting Dates and Deadlines and Shortening Notice with Respect Thereto, (III) Approving the Solicitation Packages and Notice Procedures, (IV) Approving the Forms of Ballots and Notices in Connection Therewith, and (V) Granting Related Relief* [Docket 647] (the “Solicitation Order”), Epiq was appointed and authorized to assist the Debtors with, *inter alia*, soliciting, receiving, reviewing, determining the validity of, and tabulating Ballots cast on the Plan by Holders of Claims in the Voting Classes (as defined herein). Epiq and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

4. Pursuant to the Plan and the Solicitation Order, only Holders of Claims in the following Classes (the “Voting Classes”) were entitled to vote to accept or reject the Plan:

<u>Class</u>	<u>Class Description</u>
3	Prepetition First Lien Secured Claims
4	Prepetition Second Lien Secured Claims

5. The Solicitation Order the Debtors established September 18, 2024, as the record date (the “Voting Record Date”) for determining which holders of Claims in the Voting Classes were entitled to vote on the Plan. Epiq served the voting and non-voting parties with the applicable

solicitation documents and Epiq's *Certificate of Service of Solicitation Documents* was filed with this Court on October 15, 2024 [Docket No. 790].

6. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Solicitation Order. Epiq was instructed by the Debtors to solicit, receive, review, determine the validity of, and tabulate Ballots submitted to vote to accept or reject the Plan by the Holders of Claims in the Voting Classes.

7. In accordance with the procedures outlined in the Solicitation Order, Epiq received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the procedures set forth in the Solicitation Order, (b) executed by the relevant Holder entitled to vote on the Plan (or such Holder's representative), (c) returned to Epiq via an approved method of delivery set forth in the Solicitation Order, and (d) received by Epiq on or before October 15, 2024, at 4:00 p.m. (prevailing Eastern Time) (the "Voting Deadline").<sup>3</sup>

8. All validly executed Ballots cast by Holders of Claims entitled to vote in the Voting Classes received by Epiq on or before the Voting Deadline were tabulated as outlined in the procedures set forth in the Solicitation Order.

9. Ballots that did not comply with the procedures set forth in the Solicitation Order were not counted.

10. I declare that the results of the voting by Holders of Claims in the Voting Classes are as set forth in **Exhibit A** hereto, which is a true and correct copy of the final tabulation of votes received by Epiq.

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<sup>3</sup> The Voting Deadline was extended by the Debtors to October 16, 2024 at 4:00 p.m. (prevailing Eastern Time) (the "Extended Voting Deadline").

11. All Ballots received were counted and none were excluded from the final tabulation of votes.

12. All Holders of Claims or Interests against the Debtors were entitled to make an election to opt-in to the Third-Party Release set forth in Article VIII.C of the Plan, (the “Opt-In Election”). Holders of Claims in the Voting Classes could make an Opt-In Election on their Ballot. Holders Claims or Interests in non-voting Classes could make the Opt-In Election by completing and submitting the Opt-In Form provided to them with the Notice of Non-Voting Status and returning it so that it was received by October 15, 2024, at 4:00 p.m. (prevailing Eastern Time) (the “Opt-In Deadline”).<sup>4</sup>

13. Epiq examined each Ballot and Opt-In Form received and recorded any Opt-In Elections. As of the October 16, 2024, 4:00 p.m. Extended Voting Deadline and Extended Opt-In Deadline, 382 parties made the Opt-In Election.

<b>Summary of Opt-In Elections</b>	
Opt-In Election on a Ballot that was counted and included in the tabulation	4
Opt-In Election on an Opt-In Form	378
<b>Total Opt-Ins</b>	<b>382</b>

*[Remainder of page intentionally blank]*

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<sup>4</sup> The Opt-In Deadline was extended by the Debtors to October 16, 2024 at 4:00 p.m. (prevailing Eastern Time) (the “Extended Opt In Deadline”).

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

Dated: October 17, 2024

/s/ Stephenie Kjontvedt  
Stephenie Kjontvedt  
Vice President, Senior Consultant  
Epiq Corporate Restructuring, LLC

**EXHIBIT A**

**TABULATION SUMMARY**

<b>VOTING CLASS</b>	<b>ACCEPT</b>		<b>REJECT</b>	
	<b>AMOUNT (%)</b>	<b>NUMBER (%)</b>	<b>AMOUNT (%)</b>	<b>NUMBER (%)</b>
<b>Class 3</b> Prepetition First Lien Secured Claims	\$295,229,151.36 <b>(100.00%)</b>	4 <b>(100.00%)</b>	\$0.00 <b>(0.00%)</b>	0 <b>(0.00%)</b>
<b>Class 4</b> Prepetition Second Lien Secured Claims	\$0.00 <b>(0.00%)</b>	0 <b>(0.00%)</b>	\$186,112,945.30 <b>(100.00%)</b>	1 <b>100.00%)</b>