

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

In re:

Charge Enterprises, Inc.,

Debtor.¹

Chapter 11

Case No. 24-10349 (TMH)

Obj. Deadline: April 1, 2024, at 4:00 p.m. (ET)

Hearing Date: April 8, 2024, at 11:00 a.m. (ET)

**DEBTOR’S APPLICATION FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF FAEGRE DRINKER BIDDLE & REATH LLP AS COUNSEL TO
THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

Charge Enterprises, Inc. (the “Debtor”), the debtor and debtor in possession in the above-captioned chapter 11 case (the “Chapter 11 Case”), hereby applies (this “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), authorizing and approving the retention and appointment of Faegre Drinker Biddle & Reath LLP (“Faegre Drinker” or the “Firm”) as counsel to the Debtor in the Chapter 11 Case, effective as of the Petition Date (as defined below). In support of this Application, the Debtor submits (i) the declaration of Michael P. Pompeo, a partner of Faegre Drinker, attached hereto as **Exhibit B** (the “Pompeo Declaration”), (ii) the declaration of Craig Harper-Denson, Interim Chief Executive Officer and Chief Operating Officer of the Debtor, attached hereto as **Exhibit C** (the “Denson Declaration”), and (iii) the Firm’s statement pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) attached hereto as **Exhibit D** (the “Rule 2016 Statement”). In further support of this Application, the Debtor respectfully represents as follows:

¹ The last four digits of the Debtor’s federal tax identification number are 1969. The Debtor’s mailing address for purposes of the Chapter 11 Case is 125 Park Avenue, 25th Floor, New York, New York 10017.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.² Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are section 327(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Bankruptcy Rules 2014(a), 2016(b), and 5002, and Local Rules 2014-1 and 2016-1.

BACKGROUND

3. On March 7, 2024 (the “Petition Date”), the Debtor filed with the Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is authorized to operate its business and manage its properties as debtor and debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or an examiner.

4. As set forth in the *Declaration of Craig Harper-Denson in Support of Debtor’s Chapter 11 Petition and First Day Motions and Applications* [Docket No. 3] (the “First Day Declaration”),³ the Debtor is the parent company and indirect owner of the following operating subsidiaries (collectively, the “Non-Debtor Subsidiaries”): (a) Go2Tel.com, Inc., (b) PTGi

² Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtor consents to the Court’s entry of a final judgment or order with respect to this Application if it is determined that the Court, absent consent of the parties, cannot enter a final order consistent with Article III of the United States Constitution.

³ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the First Day Declaration.

International Carrier Services, Inc., (c) ANS Advance Network Services, LLC., (d) B W Electrical Services, LLC, (e) EVDepot, LLC, and (f) Greenspeed Energy Solutions, LLC (the Debtor and Non-Debtor Subsidiaries are collectively referred to herein as, the “Company”). The Company is an electrical, broadband, and electric vehicle charging infrastructure company that provides clients with end-to-end project management services, from advising, designing, engineering, acquiring, and installing equipment, to monitoring, servicing, and maintenance.

5. As set forth more fully in the First Day Declaration, due to a number of factors, the Debtor has determined that it is necessary to restructure its prepetition secured debt with the Prepetition Lenders. After exploring strategic alternatives, the Debtor reached an agreement with the Prepetition Lenders regarding a recapitalization of the Debtor, memorialized in a restructuring support agreement, dated as of February 27, 2024 (the “RSA”) in support of a consensual prepackaged combined disclosure statement and chapter 11 plan (the “Plan”). Following the execution of the RSA, the Debtor commenced a prepetition solicitation of the Prepetition Lenders, the only class of claims or interests entitled to vote on the Plan, and the Prepetition Lenders timely submitted ballots to accept the Plan.

6. The Debtor intends to seek expeditious confirmation of the Plan in accordance with the terms of the RSA and the Bankruptcy Code. The Debtor believes that the Plan represents the best prospect for restructuring the Debtor’s capital structure, significantly deleveraging the Debtor’s balance sheet, and positioning the Debtor to continue as a competitive enterprise.

7. Additional information regarding the Debtor’s businesses, capital structure, and the circumstances leading to the filing of the Chapter 11 Case is set forth in the First Day Declaration.

FAEGRE DRINKER’S QUALIFICATIONS

8. Faegre Drinker is a full-service law firm with a national and international presence. Faegre Drinker has more than 1,200 attorneys and consulting professionals in nineteen locations

across the United States, the United Kingdom, and China. Faegre Drinker has expertise in nearly every major substantive area of legal practice, and its clients range from emerging startups to multinational corporations, including leading public companies and privately held businesses in a variety of industries. Faegre Drinker's Finance and Restructuring practice comprises approximately 100 full-time attorneys, plus attorneys in numerous other principal areas of practice who have sub-specialties in restructuring-related issues.

9. The Debtor seeks to retain Faegre Drinker as counsel because of the Firm's significant and extensive knowledge, expertise, and experience in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Additionally, since the Firm was originally engaged in the fall of 2022, Faegre Drinker has advised the Debtor and its Non-Debtor Subsidiaries on various matters unrelated to the Chapter 11 Case, including, among other things, securities, intellectual property, litigation, corporate governance, and employment-related matters. After it became apparent that the Debtor would be unable to pay the Notes by the Notes Maturity Date of November 19, 2023, Faegre Drinker provided restructuring advice to the Debtor and its Non-Debtor Subsidiaries, including regarding a potential nonconsensual defensive filing of the Company. The Debtor is, therefore, very familiar with Faegre Drinker, its competency and significant expertise in various legal practice areas. In addition, in preparing for, and prosecuting, the Chapter 11 Case, Faegre Drinker has become even more familiar with the Debtor's business and affairs and has advised the Debtor on many of the potential legal issues that may arise in the context of the Chapter 11 Case, as well as local rules, practices, and procedures with respect to various bankruptcy-related matters. Accordingly, the Debtor believes that Faegre Drinker is uniquely qualified to represent the Debtor as counsel in the Chapter 11 Case.

SERVICES TO BE RENDERED

10. Subject to an order of the Court, the Debtor seeks to employ and retain Faegre Drinker as counsel to render necessary legal services during the pendency of the Chapter 11 Case. The services to be performed by Faegre Drinker are appropriate and necessary to enable the Debtor to execute faithfully its duties as debtor and debtor in possession and to prosecute the Chapter 11 Case. Faegre Drinker has stated its desire and willingness to serve as counsel in the Chapter 11 Case and render the following necessary professional services as attorneys for the Debtor:

- a. advising the Debtor with respect to its powers and duties as debtor in possession in the continued management and operation of its businesses and properties;
- b. advising and consulting on the conduct of the Chapter 11 Case, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties-in-interest;
- d. taking all necessary actions to protect and preserve the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending actions or objecting to claims brought against the Debtor, and representing the Debtor in negotiations concerning litigation in which the Debtor is involved;
- e. preparing pleadings in connection with the Chapter 11 Case, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtor's estate;
- f. representing the Debtor in connection with obtaining authority to continue using cash collateral and post-petition financing;
- g. appearing before the Court and any appellate courts to represent the interests of the Debtor's estate;
- h. seek confirmation of the Plan and take the necessary actions on behalf of the Debtor to negotiate, prepare, and obtain approval of all documents related thereto; and
- i. performing all other necessary legal services for the Debtor in connection with the prosecution of the Chapter 11 Case, including: (i) analyzing the Debtor's leases and contracts and the assumption or rejection thereof; (ii) analyzing the validity of liens against the Debtor; and (iii) advising the Debtor on business operations and litigation matters.

11. Faegre Drinker intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Chapter 11 Case, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Faegre Drinker will use in the Chapter 11 Case is the same as the hourly rates and corresponding rate structure that it used prior to the filing and is used for similar restructuring work, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required.

12. Faegre Drinker operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer; their area of specialization; the firm's expertise, performance, and reputation; the nature of the work involved, and other factors.

13. The Firm's current hourly rates for the attorneys primarily staffed on the Chapter 11 Case range as follows:

Billing Category	Range
Partners	\$805–\$1,350
Associates and Counsel	\$580–\$800
Paraprofessionals	\$490

14. The Firm's hourly rates are set at a level designed to fairly compensate Faegre Drinker for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. The Debtor believes that these rates are consistent with market rates for work of this nature.

15. It is the Firm's policy to charge its clients in all areas of practice for certain expenses incurred in connection with a client's case. The expenses charged to clients include, among other

things, postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

COMPENSATION RECEIVED BY FAEGRE DRINKER

16. On November 29, 2023, the Company provided Faegre Drinker with a retainer in the amount of \$250,000 (the “Retainer”) and, on February 22, 2024, \$950,000 for future services (the “Prebill”). During the ninety (90) days immediately preceding the Petition Date, Faegre Drinker submitted invoices in the aggregate amount of \$1,490,127.05. Detail regarding the amounts received from the Company in satisfaction of the Firm’s fees and expenses is set forth in the Rule 2016 Statement. After reconciling the Prebill and Retainer against fees and expenses as of the Petition Date, including fees and expenses associated with the filing of the Chapter 11 Case, the Firm continues to hold \$344,679.35 in Prebill and \$250,000 in Retainer.⁴

17. As provided for by the DIP Budget approved pursuant to the *Interim Order Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtor to (I) Use Cash Collateral, (II) Obtain Senior Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, and (III) Provide Adequate Protection, (B) Scheduling a Final Hearing, and (C) Granting Related Relief* [Docket No. 59] (the “Interim DIP Order”), Faegre Drinker will allocate the remainder of the Prebill held by the Firm, after satisfaction of any remaining prepetition fees or expenses, to Faegre Drinker’s postpetition fees and expenses after such postpetition fees and expenses are allowed against the Debtor’s estate, including pursuant to any interim compensation procedures approved by the Court. The Firm

⁴ Although the Firm has reconciled its prepetition fees and expenses, de minimis amounts may remain outstanding due to the time required to process all such items in the ordinary course. As such, the Firm reserves the right to satisfy any remaining prepetition fees and expenses from the Prebill.

seeks to hold the Retainer as a general retainer as security for payment of post-petition services and expenses and to be applied to Faegre Drinker's final approved fees and expenses.

FAEGRE DRINKER'S DISINTERESTEDNESS

18. To the best of the Debtor's knowledge, the members of, counsel to, and associates of Faegre Drinker do not have any connection with or any interest adverse to the Debtor, its creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth herein and in the Pompeo Declaration.

19. As described in the Pompeo Declaration, in connection with its proposed retention by the Debtor in the Chapter 11 Case, Faegre Drinker searched its electronic database with respect to the Debtor and a list of potential parties-in-interest in the Chapter 11 Case, which is set forth in **Exhibit 1** to the Pompeo Declaration (the "Potential Parties-in-Interest"). Faegre Drinker also implemented its firm disclosure procedures to produce a disclosure schedule, which is set forth in **Exhibit 2** to the Pompeo Declaration (the "Disclosure Schedule").

20. To the best of the Debtor's knowledge, as disclosed in the Pompeo Declaration, (i) Faegre Drinker is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtor's estate, and (ii) has no connection to the Debtor, its creditors, or other parties-in-interest, except as may be disclosed in the Pompeo Declaration.

21. Given the large number of parties-in-interest in the Chapter 11 Case and because the information on **Exhibit 1** may have changed without Faegre Drinker's knowledge and may change during the pendency of the Chapter 11 Case, Faegre Drinker may not be able to conclusively identify all relationships or potential relationships with all creditors or other parties-in-interest in the Chapter 11 Case. If any new relevant facts or relationships are discovered or

arise, Faegre Drinker will use reasonable efforts to identify such further developments and will promptly file a further supplemental declaration, as required by Bankruptcy Rule 2014(a).

RELIEF REQUESTED

22. By this Application, the Debtor seeks entry of the Proposed Order authorizing the retention and employment of Faegre Drinker as counsel to the Debtor effective as of the Petition Date.

BASIS FOR RELIEF REQUESTED

23. The Debtor requests authority to retain and employ Faegre Drinker as its attorneys in connection with the Chapter 11 Case pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to court approval, may employ one or more attorneys “that do not hold or represent an interest adverse to the estate, and that are disinterested persons.” 11 U.S.C. § 327(a). A “disinterested person” is a person who (i) is not a creditor, an equity security holder, or an insider of the debtor; (ii) is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor; and (iii) does not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason. 11 U.S.C. § 101(14).

24. Bankruptcy Rule 2014(a) requires that a retention application state the following:

[T]he specific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the [firm]’s connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

25. In general, subject to the requirements of sections 327(a) of the Bankruptcy Code, a debtor in possession is entitled to the counsel of its choosing. *See, e.g., In re Congoleum Corp.*, 426 F.3d 675, 686 (3d Cir. 2005) (“[C]ourts must be cautious about infringing on the right of the debtor to retain counsel of its choice.”); *see also In re Vouzinas*, 259 F.3d 103, 112 (2d Cir. 2001) (“Only in the rarest cases should the trustee be deprived of the privilege of selecting his own counsel[.]”). Courts give “great deference” to the debtor in possession’s choice of counsel. *See In re Enron Corp.*, Case No. 01-16034, 2002 WL 32034346, at *5 (Bankr. S.D.N.Y. May 23, 2002); *see also In re Huntco, Inc.*, 288 B.R. 229, 232 (Bankr. E.D. Mo. 2002) (“A bankruptcy court . . . should give the debtor in possession significant deference in its selection of counsel to represent it under § 327(a).”).

26. Faegre Drinker is a “disinterested person” as required by section 327(a) of the Bankruptcy Code, does not hold or represent an interest adverse to the Debtor’s estate, and has no connection to the Debtor, its creditors, or other parties-in-interest, except as may be disclosed in the Pompeo Declaration. As such, and for all of the reasons stated above and in the Pompeo Declaration, the Debtor submits that the retention and employment of Faegre Drinker as attorneys for the Debtor is warranted and should be approved.

27. Further, as to the Retainer, in this case, the general security retainer is appropriate for several reasons. *See In re Insilco Techs., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (“Factors to be considered, include . . . whether terms of an engagement agreement reflect normal business terms in the marketplace; . . . the relationship between the Debtor and the professionals, *i.e.*, whether the parties involved are sophisticated business entities with equal bargaining power who engaged in an arms-length negotiation[] [and] . . . whether the retention, as proposed, is in the best interests of the estate[] . . .”); *see also In re CTC Commc’ns Grp., Inc.*, Case No. 02-12873

(PJW) (Bankr. D. Del. May 22, 2003), Hr’g Tr. 43:14–15 (“I agree and adopt wholeheartedly Judge Carey’s decision in the Insilco case.”). First, these types of retainer agreements reflect normal business terms in the marketplace. *See In re Insilco Techs., Inc.*, 291 B.R. at 634 (“[I]t is not disputed that the taking of [security] retainers is a practice now common in the market place.”). Second, both Faegre Drinker and the Debtor are sophisticated business entities that have negotiated the Retainer at arm’s length. Third, the retention of the Firm is in the best interests of the Debtor’s estate because the Firm is uniquely qualified, given its prepetition representation of the Debtor and expertise, to assist the Debtor prosecute the Chapter 11 Case and seek the expeditious confirmation of the Plan. Thus, under the standards articulated in *In re Insilco Technologies, Inc.*, and adopted *In re CTC Communications Group, Inc.*, the facts and circumstances of the Chapter 11 Case support the approval of the Retainer as a general security retainer.

NOTICE

28. The Debtor will provide notice of this Application to: (i) the U.S. Trustee; (ii) the Debtor’s 30 largest unsecured creditors (excluding insiders); (iii) counsel to the Prepetition Lenders; and (iv) all parties who have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtor submits that no other or further notice is necessary.

CONCLUSION

WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order, granting the relief requested herein and any further relief as is just and proper.

Dated: March 18, 2024

/s/ Leah Schweller

 Leah Schweller
 Chief Financial Officer
 Charge Enterprises, Inc.

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

In re:

Charge Enterprises, Inc.,

Debtor.¹

Chapter 11

Case No. 24-10349 (TMH)

Obj. Deadline: April 1, 2024, at 4:00 p.m. (ET)

Hearing Date: April 8, 2024, at 11:00 a.m. (ET)

NOTICE OF APPLICATION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) THE DEBTOR'S THIRTY LARGEST UNSECURED CREDITORS (EXCLUDING INSIDERS); (III) COUNSEL TO THE PREPETITION LENDERS; AND (IV) ALL PARTIES WHO HAVE FILED A NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that the above-captioned debtor and debtor in possession (the "Debtor") has filed the attached *Debtor's Application for Entry of an Order Authorizing the Retention and Employment of Faegre Drinker Biddle & Reath LLP as Counsel to the Debtor Effective as of the Petition Date* (the "Application").

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **April 1, 2024, at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned proposed counsel to the Debtor so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE APPLICATION WILL BE HELD ON **APRIL 8, 2024, AT 11:00 A.M. (ET)** BEFORE THE HONORABLE THOMAS M. HORAN AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 3RD FLOOR, COURTROOM 7, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THEN THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR A HEARING.

PLEASE TAKE FURTHER NOTICE THAT copies of the Application and all other filings in the above-captioned chapter 11 case (the "Chapter 11 Case") may be obtained by parties in interest free of charge on the dedicated webpage related to the Chapter 11 Case maintained by the claims and noticing agent in the case, <https://dm.epiq11.com/ChargeEnterprises>. Copies of such documents are also available for inspection during regular business hours at the Clerk of the

¹ The last four digits of the Debtor's federal tax identification number are 1969. The Debtor's mailing address for purposes of the Chapter 11 Case is 125 Park Avenue, 25th Floor, New York, New York 10017.

Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, DE 19801, and may be viewed for a fee at the Bankruptcy Court's website, <http://www.deb.uscourts.gov/>, by following the directions for accessing the ECF system on such website.

Dated: March 18, 2024

FAEGRE DRINKER BIDDLE & REATH LLP

/s/ Ian J. Bambrick

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*Proposed Counsel to the Debtor and
Debtor in Possession*

Exhibit A

Proposed Order

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

In re:

Charge Enterprises, Inc.,

Debtor.¹

Chapter 11

Case No. 24-10349 (TMH)

Ref. D.I. ____

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF FAEGRE DRINKER BIDDLE & REATH LLP AS
COUNSEL TO THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

Upon consideration of the application (the “Application”)² of the Debtor for the entry of an order, pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the retention and employment of Faegre Drinker Biddle & Reath LLP (“Faegre Drinker” or the “Firm”) as counsel to the Debtor in the Chapter 11 Case, effective as of the Petition Date, as more fully described in the Application; and upon consideration of the Pompeo Declaration, the Denson Declaration, the Rule 2016 Statement, and the First Day Declaration; and due and proper notice of the Application having been given and no other or further notice of the Application being required; and the Court having jurisdiction to consider the Application in accordance with 28 U.S.C. §§ 1334 and 157 and the Standing Order; and the Court’s consideration of this Application being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having determined that Faegre Drinker is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code because (i) Faegre Drinker has no connection with the Debtor, any creditors, or other parties-in-

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² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

interest, their respective attorneys and accountants, or the United States Trustee for the District of Delaware or any of its employees, except as set forth in the Pompeo Declaration, (ii) Faegre Drinker is not a creditor, equity security holder, or insider of the Debtor, (iii) none of Faegre Drinker's members or employees are or were, within 2 years of the Petition Date, a director, officer, or employee of the Debtor, and (iv) Faegre Drinker does not hold and has neither represented nor represents an interest materially adverse to the interests of the Debtor's estate or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor or for any other reason; and it appearing that the relief requested in the Application and provided for herein is in the best interest of the Debtor, its estate, and creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327(a) of the Bankruptcy Code, the Debtor is hereby authorized to retain and employ the firm of Faegre Drinker as bankruptcy counsel on the terms set forth in the Application and the Pompeo Declaration, effective as of the Petition Date.
3. Faegre Drinker shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to the Bankruptcy Rules, the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in the Chapter 11 Case. The Firm intends to, and shall, make a reasonable effort to comply with the requests of the Office of the United States Trustee for the District of Delaware for information and additional disclosures as set forth in the *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*

Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013 (both in connection with this Application and the interim and final fee applications to be filed by Faegre Drinker in the Chapter 11 Case).

4. The Firm is authorized to use the remaining Prebill and apply it to any remaining prepetition fees and expenses as well as actual fees incurred post-petition upon the Court's approval of filed fee applications. The Firm shall hold the Retainer as a general retainer as security for payment of post-petition services and expenses and to be applied to Faegre Drinker's final approved fees and expenses.

5. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application and the Pompeo Declaration.

6. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Exhibit B

Pompeo Declaration

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

In re:

Charge Enterprises, Inc.,

Debtor.¹

Chapter 11

Case No. 24-10349 (TMH)

**DECLARATION OF MICHAEL P. POMPEO IN SUPPORT OF THE DEBTOR'S
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF FAEGRE DRINKER BIDDLE & REATH LLP AS COUNSEL
TO THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

I, Michael P. Pompeo, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a partner with the law firm of Faegre Drinker Biddle & Reath LLP ("Faegre Drinker" or the "Firm"), an international law firm with offices across the United States, the United Kingdom, and China.

2. I submit this declaration in support of the *Debtor's Application for Entry of an Order Authorizing the Retention and Employment of Faegre Drinker Biddle & Reath LLP as Counsel to the Debtor Effective as of the Petition Date* (the "Application"),² filed contemporaneously herewith in compliance with section 327(a) of the Bankruptcy Code, and to provide the disclosure required under Bankruptcy Rules 2014(a) and 2016(b) of the Bankruptcy Rules and Local Rules 2014-1 and 2016-1. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Faegre Drinker's completion of further review, or as additional information regarding parties-in-interest becomes available, a supplemental declaration

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

will be submitted to the Court reflecting such amended, supplemented, or otherwise modified information.

3. Neither I, Faegre Drinker, nor any member of, counsel to, or associate of the Firm represents any entity other than the Debtor in connection with the Chapter 11 Case. In addition, to the best of my knowledge, after due inquiry, neither I, Faegre Drinker, nor any member of, counsel to, or associate of the Firm represents any party in interest in the Chapter 11 Case in matters related to the Chapter 11 Case.

FAEGRE DRINKER'S QUALIFICATIONS

4. Faegre Drinker is a full-service law firm with a national and international presence. Faegre Drinker has more than 1,200 attorneys and consulting professionals in nineteen locations across the United States, the United Kingdom, and China. Faegre Drinker has expertise in nearly every major substantive area of legal practice, and its clients range from emerging startups to multinational corporations, including leading public companies and privately held businesses in a variety of industries. Faegre Drinker's Finance and Restructuring practice comprises approximately 100 full-time attorneys, plus attorneys in numerous other principal areas of practice who have sub-specialties in restructuring-related issues.

SERVICES TO BE RENDERED

5. Subject to an order of the Court, the Debtor seeks to employ and retain Faegre Drinker to render necessary legal services during the pendency of the Chapter 11 Case. The services to be performed by Faegre Drinker are appropriate and necessary to enable the Debtor to execute faithfully its duties as debtor and debtor in possession and to prosecute the Chapter 11 Case. Faegre Drinker has stated its desire and willingness to act in the Chapter 11 Case and render the following necessary professional services as attorneys for the Debtor:

- a. advising the Debtor with respect to its powers and duties as debtor in possession in the continued management and operation of its businesses and properties;
- b. advising and consulting on the conduct of the Chapter 11 Case, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties-in-interest;
- d. taking all necessary actions to protect and preserve the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending actions or objecting to claims brought against the Debtor, and representing the Debtor in negotiations concerning litigation in which the Debtor is involved;
- e. preparing pleadings in connection with the Chapter 11 Case, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtor's estate;
- f. representing the Debtor in connection with obtaining authority to continue using cash collateral and post-petition financing;
- g. appearing before the Court and any appellate courts to represent the interests of the Debtor's estate;
- h. seek confirmation of the Plan and take the necessary actions on behalf of the Debtor to negotiate, prepare, and obtain approval of all documents related thereto; and
- i. performing all other necessary legal services for the Debtor in connection with the prosecution of the Chapter 11 Case, including: (i) analyzing the Debtor's leases and contracts and the assumption or rejection thereof; (ii) analyzing the validity of liens against the Debtor; and (iii) advising the Debtor on business operations and litigation matters.

6. Faegre Drinker intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Chapter 11 Case, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Faegre Drinker will use in the Chapter 11 Case are the same as the hourly rates and corresponding rate structure that the Firm used prior to the filing and is used for similar restructuring work, as well as similar complex

corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required.

7. Faegre Drinker operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer; his or her area of specialization; the firm's expertise, performance, and reputation; the nature of the work involved, and other factors.

8. The Firm's current hourly rates for the attorneys primarily staffed on the Chapter 11 Case range as follows:

Billing Category	Range
Partners	\$805–\$1,350
Associates and Counsel	\$580–\$700
Paraprofessionals	\$490

9. The Firm's hourly rates are set at a level designed to fairly compensate Faegre Drinker for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. The Debtor believes that these rates are consistent with market rates for work of this nature.

10. It is the Firm's policy to charge its clients in all areas of practice for certain expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

FAEGRE DRINKER'S DISINTERESTEDNESS

11. Faegre Drinker's conflicts check database is designed to include every matter on which the Firm is, or at one time was, retained and, in each instance, to include the identity of related and adverse parties. The Firm regularly updates this system.

12. Faegre Drinker has conducted a series of searches in the Firm's conflicts databases to identify relationships with the Debtor, its lenders, and various other parties-in-interest in the Chapter 11 Case, including those entities listed on **Exhibit 1** attached hereto (collectively, the "Potential Parties-in-Interest"). Where appropriate, general and specific inquiries were made of Faegre Drinker's personnel to ensure that any current or previous representation does not engender conflict with Faegre Drinker's retention as counsel to the Debtor.

13. The Debtor provided its information in the format in which the Debtor maintains it, which format may not consistently disclose the full correct legal name or other information needed for every name to be checked. All statements made herein or in the annexes hereto concerning Faegre Drinker's connections to Potential Parties-in-Interest are based upon (i) information from, and discussions I or other Faegre Drinker personnel have had with, the attorney at Faegre Drinker responsible for conflicts matters and (ii) information generated by the finance department at Faegre Drinker. The information listed on **Exhibit 1** may have changed without Faegre Drinker's knowledge and may change during the pendency of the Chapter 11 Case. Accordingly, Faegre Drinker will supplement this Declaration as necessary and when Faegre Drinker becomes aware of material information or updates. The following is a list of the categories that Faegre Drinker has searched:³

- a) Debtor
- b) Non-Debtor Affiliates
- c) Current and Former Directors and Officers
- d) Significant Equity Holders
- e) Debtor's Proposed Professionals
- f) Banks/Lender/UCC Lien Parties
- g) Material Vendors and Contract Counterparties
- h) Benefit Providers
- i) Insurers

³ A Potential Party-in-Interest may fall into multiple categories. When that is the case, the Potential Party-in-Interest is listed once on **Exhibit 1**.

- j) Utilities
- k) Taxing and Governmental Authorities
- l) Litigation Parties
- m) Thirty Largest Unsecured Creditors
- n) United States Bankruptcy Court Judges for the District of Delaware
- o) Office of the United States Trustee for the District of Delaware

14. Based on the conflicts and connections search conducted and described herein, to the best of my knowledge, neither I, Faegre Drinker, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtor or any other parties-in-interest herein, except as stated below:

- a. Prior to the Petition Date, Faegre Drinker and certain of its attorneys and paralegals rendered legal services to the Company in connection with certain of the Company's obligations to the Prepetition Lenders other than in connection with preparation for commencing the Chapter 11 Case.
- b. Faegre Drinker and certain of its attorneys and paralegals have rendered legal services to the Company relating to its plans to seek relief under chapter 11 of the Bankruptcy Code and the preparation of the petitions and other papers initiating and prosecuting the Chapter 11 Case.
- c. As set forth on **Exhibit 2** attached hereto, Faegre Drinker currently represents or previously represented certain of the Potential Parties-in-Interest and/or their affiliates in matters unrelated to the Chapter 11 Case. An entity is listed as a "Current Client" or "Affiliate of Current Client" on the Disclosure Schedule if Faegre Drinker has any open matters for such entity.
- d. Faegre Drinker and certain of its attorneys have previously, currently, and may in the future work with the Debtor's professionals, including Berkeley Research Group, Epiq Corporate Restructuring and Piper Sandler & Co., on matters that are unrelated to the Chapter 11 Case, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests. The Firm believes such work does not and will not create an interest adverse to the Debtor with respect to the matters on which Faegre Drinker is to be retained.

15. In addition, to the best of my knowledge, information, and belief and in accordance with Bankruptcy Rule 5002, neither I, nor any attorney at Faegre Drinker is a relative of the United States Bankruptcy Judge assigned to the Chapter 11 Case, and Faegre Drinker does not have a

connection with the United States Bankruptcy Judge that would render its retention in the Chapter 11 Case improper. Further, in accordance with Bankruptcy Rule 2014, Faegre Drinker does not have any connection with the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), or any persons employed by the U.S. Trustee.

16. To the best of my knowledge and information, the annual fees for the 2023 calendar year paid to Faegre Drinker by any entity listed on the Disclosure Schedule or its affiliates did not exceed 1% of the Firm’s annual gross revenue. Faegre Drinker has represented and continues to represent the aforementioned entities and/or certain of their affiliates in a variety of matters, all of which are unrelated to the Chapter 11 Case.

17. To the best of my knowledge, based on the searches conducted to date, Faegre Drinker (i) is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtor’s estate, and (ii) has no connection to the Debtor, its creditors, or other parties-in-interest, except as may be disclosed in this Declaration.

18. Given the large number of parties-in-interest in the Chapter 11 Case and because the information on **Exhibit 1** may have changed without our knowledge and may change during the pendency of the Chapter 11 Case, we may not be able to conclusively identify all relationships or potential relationships with all creditors or other parties-in-interest in the Chapter 11 Case. If any new relevant facts or relationships are discovered or arise, Faegre Drinker will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

19. The foregoing constitutes the statement of Faegre Drinker pursuant to sections 327(a) and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

U.S. TRUSTEE LARGE CHAPTER 11 CASE FEE GUIDELINES

20. Consistent with the *U.S. Trustee's Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, which became effective on November 1, 2013 (the "Large Case Fee Guidelines"),⁴ I state as follows:

- a. Faegre Drinker has not agreed to a variation of its standard or customary billing arrangements for this engagement;
- b. None of the Firm's professionals included in this engagement have varied their rate based on the geographic location of the Chapter 11 Case;
- c. Faegre Drinker was retained by the Debtor pursuant to an engagement agreement dated November 15, 2023. The billing rates and material terms of the prepetition engagement are the same as the rates and terms described in the Application, subject to the annual adjustment described above; and
- d. The Debtor has received and approved a prospective budget and will be approving a staffing plan for Faegre Drinker's engagement for the post-petition period as appropriate. In accordance with the Large Case Fee Guidelines, the budget may be amended as necessary to reflect changed or unanticipated developments.

CONCLUSION

The Application requests approval of the Debtor's retention of Faegre Drinker at the Firm's standard hourly rates for work of this type in effect at the time the services are rendered and in accordance with Faegre Drinker's normal reimbursement policies, subject to any modifications to such policies that Faegre Drinker may be required to make to comply with orders of the Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Large Case Fee Guidelines. Subject to these terms and conditions, Faegre Drinker intends to apply, pursuant to section 330 of

⁴ The Large Case Fee Guidelines themselves acknowledge that "the Guidelines do not supersede local rules, court orders, or other controlling authority." While the Debtor and the Firm intend to work cooperatively with the U.S. Trustee to address requests for information and any concerns that may have led to the adoption of the Large Case Fee Guidelines, neither the filing of this Declaration, nor anything contained herein, is intended to or shall be deemed to be an admission by Faegre Drinker that the Firm is required to comply with the Large Case Fee Guidelines. The Firm reserves any and all rights with respect to the application of the Large Case Fee Guidelines in respect of any application for employment or compensation filed in the case.

the Bankruptcy Code, for allowances of compensation for professional services rendered in the Chapter 11 Case and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Large Case Fee Guidelines, and any applicable orders of the Court.

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, information, and belief.

Dated: March 18, 2024

/s/ Michael P. Pompeo

Michael P. Pompeo

Partner, Faegre Drinker Biddle & Reath LLP

Exhibit 1

Potential Parties-in-Interest

Charge Enterprises, Inc.

Potential Parties-in-Interest¹

Debtor

Charge Enterprises, Inc.

Non-Debtor Affiliates

ANS Advanced Network Services, LLC
B W Electrical Services, LLC
Charge Communications, Inc.
Charge Infrastructure Holdings, Inc.
Charge Infrastructure, Inc.
Charge Investments, Inc.
Charge Services, LLC
EV Group Holdings, LLC
EVDepot, LLC
FMC Property LLC
GetCharged, Inc.
Go2Tel.com, Inc.
Greenspeed Energy Solutions, LLC
Nextridge, Inc.
Performance Fleet Maintenance USA, Inc.
PTGi International Carrier Services, Inc.
TransWorld Enterprises, Inc.

Current & Former Directors & Officers

Biehl, James
Buzzell, Mark
Carson, Jr., Benjamin
Davis, Baron
Deutsch, Justin
Fettuccia, Paolo
Fox, Andrew
Hanson, Amy
Jacobs, Gary
Kuhlman, Jeffrey
Laneve, Mark
Lenard, Chantel
Murphy, James
Scala, Philip
Williams, Paul
Wojtowicz, Michael
Wu, Jacky

Significant Equity Holders

2022 DW Family Grant
Arena Special Opportunities Fund, LP
Arena Special Opportunities Partners I
Cede & Co the Depository Trust Co
Gabriel 613 Trust
ICG Charge Me II LLC
ICG Charge Me LLC
Island Capital Group, LLC
Mt. Whitney Securities LLC
P&G Gerson LLC
Pencore Holdings, LLC
Sky-Direct LLC

Debtor's Proposed Professionals

Berkeley Research Group, LLC
Epiq Corporate Restructuring, LLC
Faegre Drinker Biddle & Reath LLP
Piper Sandler & Co.

Banks/Lenders/UCC Lien Parties

Ai Amped, LLC
Arena Investors LP
Arena Origination Co., LLC
Arena Structured Private Investments
Flagstar Bank, NA
Mt. Whitney Securities, LLC
Pioneer Bank
PNC Bank
Provident Bank

Material Vendors & Contract

Counterparties

A Fin Management LLC
A.G.P (Alliance Global Partners)
Addenergie Technologies Inc. "Flo"
Addvantage Technologies Group, Inc
Air Net Inc

¹ A potential party-in-interest may fall into multiple categories. When that is the case, the potential party-in-interest is listed once herein.

**Material Vendors & Contract
Counterparties (Continued)**

Airtime Technologies Chile S.P.A.
Alternative Capital Investments, LP
Amazon.Com
Amentum Partners, LLC
Andrew Sells Consulting LLC
Angeles Equity Partners, LLC
Apollo Anrp Management III, LLC (Apollo)
Apollo Management Holdings, L.P.
Aquent LLC
Arcadia Electrical Co Inc
Ares Commercial Finance Management LP
Arickx Investor Relations Consulting LLC
Asplundh Tree Expert, LLC
Atalya Capital Management LP
ATP Network LLC
Audax Management Company, LLC
Audio-Video Corporation
B. Riley Securities, Inc.
Balmoral Funds, LLC
Baserock Partners LLC, KW Services, LLC
Battaglia Associates Inc
Benchmark International CSSM, LLC
Blackrock Capital Investmnt Advisors LLC
Blackstone Management Partners L.L.C.
Blalock Electric & Solar, Inc.
Blue Chip Capital LLC
Bobsbox LLC DBA Infraside Solutions
Brattan Industries, Inc.
Bregal Sagemount Management LP
Briggs, Harvey
Bumblebee Power Ltd
C.J. Electrical Contracting, Inc.
Calera Capital Advisors, L.P.
Cambridge Wilkinson, LLC
Capital Gennyc LLC
Carlyle Global Credit Investmnt Mgmt LLC
Caroll Street Capital LLC
Caslin, Robert
Cathedral Consulting LLC
Cavanaugh Electrical Contracting, Inc.
Channelvantage, Inc.
Citigroup Global Markets Inc (Citigroup)
Clearflame Engines, Inc.
Collins, Lee

Colynk Inc. DBA Calldrip
Comvest Capital Advisory Services, LLC
Connected Kerb Ltd
Consello Management LP
Construction Information Systems Inc
Construction Risk Partners, LLC
Cordyn Global Capital Corp
Corestates, Inc
Cornice Technology, LLC
Crest Rock Management Company LP
D&H United Fueling Solutions, Inc
Delta Cygni Labs Oy
Deutsche Bank Securities Inc.
Diversitec LLC
Dresner Partners Investment Banking
EA Markets LLC
Echo Power Engineering, LLC
Electric Evolution LLC
Electriflow Finance Inc.
Electrotech Service Equipment Corp
Embarr International Ltd
Enel X Way USA LLC
Energy Growth Holdings, LLC
Energy Impact Partners
Energy International Corporation
Engineered Taxed Services
Enterprise Electric DBA Enterprise Sltns
Enterprise Electric LLC
Ev Charging Installers of America LLC
Ev Gateway Inc
Ev Parking Service, Co., Ltd
Evoke Auto, Inc.
FGI Worldwide LLC
First Reserve XIV Advisors, L.L.C.
Flash Parking
Fmreps Consulting Enterprises, LLC
Fortress Investment Group LLC
Fortune Financial and Investments LLC
Forvis, LLP
Fuze Technology, Inc
Gainline Capital Partners LP
Gateway Group, Inc
Generational Capital Markets, Inc.
Generational Equity, LLC
Go4mobility Ltd

Material Vendors & Contract

Counterparties (Continued)

Go4mobility, Tecnologia E Servicos
 Great Plains Development Authority
 Green Island Ev Corp.
 Greencrest LLC
 Griseo Consulting
 Gryphon Heritage Partners, L.P.
 Guardian Fuel Technologies
 Guggenheim Corporate Funding LLC
 H.I.G. Infrastructure, LLC
 Harisma Communication Limited
 Hercules Capital Inc
 Hicell Telecommunication Ltd
 HPS Investment Partners LLC
 Hub International
 Income Power
 Infranext Partners, LLC
 Innovatus Capital Partners LLC
 Inrange Solutions II, LLC
 Inspiration Mobility Group, LLC
 Instasent Mobile Advertising S.L.
 Interconnect Solutions Pte, Ltd.
 Interenergy Systems Dominicana, S.R.L.
 Irradiant Partners LP
 JGB Management Inc.
 Keyframe Capital Partners, LLP
 Ladenburg Thalmann & Co. Inc.
 Lexico Telecom Limited
 Lime Rock New Energy, LP
 M&T Bank
 Macquarie Infrastructure & Real Assets
 Major, Lindsay, Africa-La-House, LLC
 Manhattan Transfer Registrar Co. (MTR)
 Maritz Motivation, Inc.
 Marsh USA Inc
 Martin-Cadore, Judith Zoe
 Mays/Mock Capital Partners LLC
 Medallion Consulting Services LLC
 Megacable Comunicaciones De Mex Sa De CV
 Meridian Partners LLC
 Miami Dade Smart Lightning Partners
 Midcap Financial
 Mill Point Capital LLC
 Milton Street Capital LLC

Mobiweb Ltd
 Momentum Dynamics Corporation
 MVA Public Relations, Inc (MVA -PR)
 Needham & Company, LLC
 Neos Partners LP
 Network 1 Financial
 North Atlantic Industries Paul Metselar
 Oaktree Power Opportunities Fund Vi (De)
 Oasis Charger Corporation DBA Juice Bar
 Opengate Capital Management, LLC
 Parkmyfleet LLC (PMF)
 Pinado, Steven
 Plug Zen LLC
 Positive Energy Inc.
 Project Edison (Signet Capital Advisors)
 Project Lightspeed - Iotecha
 Project Raiju /Capstone Partners
 Recharge Post
 Revel Transit Inc
 Robert W. Baird & Co. Incorporated
 Roth Capital Partners
 Santander Bank, N.A.
 Sargent Electric Company
 Scarpel Limited
 Schaeffer, Steven
 Scherer Design Group
 Selective Site Consultants, Inc.
 Semaconnect
 Shaed, Inc - Pritchards
 Siemens Industry, Inc.
 Siena Lending Group
 Silcs Solutions Limited
 Skinny Labs Inc.
 Sprocket Power LLC
 Stable Auto Corporation
 Staple Street Capital Group, LLC
 Stone, Jonathan
 Stonepeak Partners LLC
 SVM Telecom Ltd
 System One Holdings, LLC
 Telesign Corporation
 Tenlintel Limited
 The Rose Corporation
 Tritium Technologies, LLC ("Tritium")
 Tru-Val Electric Corp

Material Vendors & Contract Counterparties (Continued)

U.S. Information Systems, Inc. (Usis)
Ufodrive S.A.
Ulteig Engineers, Inc. (Ulteig)
United Information Highway Co., Ltd.
V-Comm, L.L.C.
Veloce Energy, Inc.
Visionary Vehicles LLC
Volta Charging, LLC
Wells Fargo
White Deer Management, LLC
Whitehawk Capital Partners LP
Whitehorse Management LLC
Wilkinson Brimmer Katcher
Woodbridge International LLC

Benefits Providers

Allied Benefit Systems, Inc.
American Benefits Group
AssuredPartners Northeast, LLC
Cigna Health And Life Insurance Company
Guardian
Oxford Insurance Company Nc LLC
Pareto Health
PensionMark Financial Group, LLC
Retirement Plan Solutions
Smith Health, Inc.
Springbuk, Inc.
Srax, Inc.
Sun Life Financial
Vanguard/Ascensus

Insurers

Axis Excess Insurance
The Hartford Fire Insurance Company
Trisura Specialty Insurance Company
XL Specialty Insurance Company

Utilities

Smart Choice Communications, LLC

Taxing and Governmental Authorities

Delaware Department of State
Delaware Secretary of State
Delaware State Treasury

Department of the Treasury
Internal Revenue Service
New York City Department of Finance
New York State Dept of Taxation & Finance
Office of the United States Trustee
Securities & Exchange Commission

Litigation Parties

Antakli, Nicole
Ford Obien Landy LLP
Korr Acquisitions Group, Inc.
Korr Value, L.P.
Orr, Cori Joy
Orr, Kenneth

30 Largest Unsecured Creditors

AP Benefit Advisors, LLC
Assured Partners
Ernst & Young U.S. LLP
Farkouh, Furman & Faccio
Island Capital Group Advisor LLC
Issuer Direct
Sedelco, LLC (Patrick Maney)
Thomson Reuters Enterprise Centre GmbH
Tradigital Marketing Group, Inc.
Your Equity Solutions

United States Bankruptcy Judges in the District of Delaware

Chief Judge Laurie Selber Silverstein
Judge John T. Dorsey
Judge Craig T. Goldblatt
Judge Thomas M. Horan
Judge Karen B. Owens
Judge Brendan L. Shannon
Judge J. Kate Stickles
Judge Mary F. Walrath

Office of the United States Trustee for the District of Delaware

Attix, Lauren
Bates, Malcolm
Bu, Fang
Casey, Linda
Cudia, Joseph
Dice, Holly

**Office of the United States Trustee for the
District of Delaware (Continued)**

Dortch, Shakima L.
Fox, Timothy J. Jr.
Giordano, Diane
Girello, Michael
Green, Christine
Hackman, Benjamin
Jones, Nyanquoi
Leamy, Jane
Lipshie, Jonathan
McCollum, Hannah M.
McMahon, Joseph
Nyaku, Jonathan
O'Malley, James R.
Richenderfer, Linda
Schepacarter, Richard
Serrano, Edith A.
Sierra-Fox, Rosa
Thomas, Elizabeth
Vara, Andrew R.
Wynn, Dion

Exhibit 2

Disclosure Schedule

Potential Parties in Interest List**Current Client****Affiliate of
Current Client****Former Client****Affiliate of
Former Client****Debtor**

Charge Enterprises, Inc.	x			
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Non-Debtor Affiliates¹

ANS Advanced Network Services, LLC	x			
B W Electrical Services, LLC	x			
Charge Communications, Inc.	x			
Charge Infrastructure Holdings, Inc.	x			
Charge Infrastructure, Inc.	x			
Charge Investments, Inc.	x			
Charge Services, LLC	x			
EV Group Holdings, LLC	x			
EVDepot, LLC	x			
FMC Property LLC	x			
GetCharged, Inc.	x			
Go2Tel.com, Inc.	x			
Greenspeed Energy Solutions, LLC	x			
Nextridge, Inc.	x			
Performance Fleet Maintenance USA, Inc.	x			
PTGi International Carrier Services, Inc.	x			
TransWorld Enterprises, Inc.	x			

Current and Former Directors and Officers

Biehl, James			x	
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¹ Prepetition, the Firm represented the Debtor as well as its non-Debtor affiliates. In light of the filing of the Chapter 11 Case, the Firm is in the process of withdrawing as counsel to the non-Debtor affiliates.

Potential Parties in Interest List**Current Client****Affiliate of
Current Client****Former Client****Affiliate of
Former Client****Debtors' Proposed Professionals**

Piper Sandler & Co.	x			
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Banks/Lenders/UCC Lien Parties

Arena Investors LP			x	
PNC Bank			x	x

Material Vendors & Contract Counterparties

A.G.P (Alliance Global Partners)	x			
Amazon.Com	x			
Apollo Anrp Management III, LLC (Apollo)		x		
Apollo Management Holdings, L.P.		x		
Ares Commercial Finance Management LP		x		
Asplundh Tree Expert, LLC			x	
B. Riley Securities, Inc.			x	
Baserock Partners LLC, KW Services, LLC			x	
Blackrock Capital Investmnt Advisors LLC		x		
Blackstone Management Partners L.L.C.		x		
Calera Capital Advisors, L.P.			x	
Citigroup Global Markets Inc (Citigroup)	x			x
Comvest Capital Advisory Services, LLC		x		
Dresner Partners Investment Banking			x	
Enterprise Electric DBA Enterprise Sltns			x	
Enterprise Electric LLC			x	
Fortress Investment Group LLC	x			
Gryphon Heritage Partners, L.P.				x
Hercules Capital Inc	x			
HPS Investment Partners LLC			x	
Hub International	x		x	
Keyframe Capital Partners, LLP	x			

Potential Parties in Interest List	Current Client	Affiliate of Current Client	Former Client	Affiliate of Former Client
Lime Rock New Energy, LP		x		
M&T Bank	x			
Macquarie Infrastructure & Real Assets		x		x
Needham & Company, LLC	x			
Project Raiju /Capstone Partners		x		
Robert W. Baird & Co. Incorporated	x		x	
Roth Capital Partners	x			
Santander Bank N.A.	x			
Wells Fargo	x			

Benefits Providers

AssuredPartners Northeast, LLC		x		
Cigna Health And Life Insurance Company	x	x		
Guardian	x			
Springbuk, Inc.	x			
Vanguard/Ascensus	x			

Insurers

Axis Excess Insurance	x			
The Hartford Fire Insurance Company		x		

Taxing and Governmental Authorities

Delaware Department of State	x			
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30 Largest Unsecured Creditors

Assured Partners	x			
Ernst & Young U.S. LLP		x		
Thomson Reuters Enterprise Centre GmbH			x	

Exhibit C

Denson Declaration

TO BE PROVIDED

Exhibit D

Rule 2016 Statement

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

In re:

Charge Enterprises, Inc.,

Debtor.¹

Chapter 11

Case No. 24-10349 (TMH)

**STATEMENT OF FAEGRE DRINKER BIDDLE & REATH LLP
UNDER RULE 2016 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Faegre Drinker Biddle & Reath LLP, pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and section 329 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), states that the undersigned is proposed counsel for the debtor and debtor in possession (the “Debtor”) in the above-captioned chapter 11 case (the “Chapter 11 Case”).

2. Compensation agreed to be paid by the Debtor to Faegre Drinker shall be for legal services rendered in connection with the Chapter 11 Case. The Debtor has agreed Faegre Drinker shall be paid at the firm’s standard hourly rates for the legal services rendered or to be rendered on the Debtor’s behalf in connection with the Chapter 11 Case by Faegre Drinker’s various attorneys and paralegals. The Debtor has also agreed Faegre Drinker shall be reimbursed for its actual and necessary expenses incurred in connection with the Chapter 11 Case.

3. On November 29, 2023, the Company provided Faegre Drinker with a retainer in the amount of \$250,000 (the “Retainer”) and, on February 22, 2024, \$950,000 for future services (the “Prebill”). During the ninety (90) days immediately preceding the Petition Date, Faegre

¹ The last four digits of the Debtor’s federal tax identification number are 1969. The Debtor’s mailing address for purposes of the Chapter 11 Case is 125 Park Avenue, 25th Floor, New York, New York 10017.

Drinker submitted invoices in the aggregate amount of \$1,490,127.05. Detail regarding the amounts received from the Company in satisfaction of the Firm's fees and expenses is set forth below.

Date of Receipt	Amount
12/8/2023	\$6,698.25
12/14/2023	\$26,860.95
12/14/2023	\$23,946.75
12/14/2023	\$22,256.10
12/14/2023	\$389.25
12/14/2023	\$5,879.70
12/14/2023	\$134,735.65
12/14/2023	\$295.65
12/21/2023	\$191,661.60
12/21/2023	\$8,280.00
1/9/2024	\$29,414.25
1/9/2024	\$95,708.25
1/9/2024	\$4,362.75
1/12/2024	\$559.80
1/23/2024	\$13,772.70
1/23/2024	\$92,389.05
1/23/2024	\$178,541.10
2/6/2024	\$24,806.70
2/6/2024	\$135,261.15
2/6/2024	\$127,529.45
2/21/2024	\$106,329.15
2/21/2024	\$153,093.85
2/21/2024	\$8,205.75
2/21/2024	\$83.70
2/21/2024	\$7,989.30
2/22/2024	\$26,779.30
2/22/2024	\$53,471.25
2/22/2024	\$10,825.65

After reconciling the Prebill and Retainer against fees and expenses as of the Petition Date, including fees and expenses associated with the filing of the Chapter 11 Case, the Firm continues to hold \$344,679.35 in Prebill and \$250,000 in Retainer.²

² Although the Firm has reconciled its prepetition fees and expenses, de minimis amounts may remain outstanding due to the time required to process all such items in the ordinary course. As such, the Firm reserves the right to satisfy any remaining prepetition fees and expenses from the Prebill.

4. As provided for by the DIP Budget approved pursuant to the *Interim Order Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Debtor to (I) Use Cash Collateral, (II) Obtain Senior Secured Superpriority Postpetition Financing and Granting Liens and Superpriority Administrative Claims, and (III) Provide Adequate Protection, (B) Scheduling a Final Hearing, and (C) Granting Related Relief* [Docket No. 59] (the “Interim DIP Order”), Faegre Drinker will allocate the remainder of the Prebill held by the Firm, after satisfaction of any remaining prepetition fees or expenses, to Faegre Drinker’s postpetition fees and expenses after such postpetition fees and expenses are allowed against the Debtor’s estate, including pursuant to any interim compensation procedures approved by the Court. The Firm seeks to hold the Retainer as a general retainer as security for payment of post-petition services and expenses and to be applied to Faegre Drinker’s final approved fees and expenses.

5. Faegre Drinker will seek approval of payment of compensation upon its filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

6. All filing fees in the Chapter 11 Case have been paid in full.

7. The services to be rendered include all those services set forth in the *Debtor’s Application for Entry of an Order Authorizing the Retention and Employment of Faegre Drinker Biddle & Reath LLP as Counsel to the Debtor Effective as of the Petition Date*.

8. Faegre Drinker further states that it has neither shared nor agreed to share (i) any compensation it has received or may receive with another party or person, other than with the

partners, counsel, and associates of Faegre Drinker, or (ii) any compensation another person or party has received or may receive.

Dated: March 18, 2024

/s/ Michael P. Pompeo

Michael P. Pompeo

Partner, Faegre Drinker Biddle & Reath LLP