IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
IDEX WIND DOWN, INC. f/k/a IDEANOMICS, INC., *et al.*,[1]	Case No. 24-12728 (CTG)
	(Jointly Administered)
Debtors.	**Hearing Date: March 16, 2026 at 1:00 p.m. (ET)** **Objection Deadline: March 6, 2026 at 4:00 p.m. (ET)**

SUMMARY OF FINAL FEE APPLICATION OF FOLEY & LARDNER LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 4, 2024 THROUGH AND INCLUDING FEBRUARY 13, 2026

Name of Applicant:	Foley & Lardner LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	January 7, 2025, effective as of December 4, 2024
Time Period Covered by Final Fee Application:	December 4, 2024 through February 13, 2026
Amount of Compensation sought as actual, reasonable, and necessary:	$2,924,653.70
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	$48,957.14
Total Compensation Approved by Interim Order to Date:	$2,426,454.70

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or state identification number are, are: IDEX Wind Down, Inc. f/k/a Ideanomics, Inc. (8374); WAVE Wind Down, LLC f/k/a Wireless Advanced Vehicle Electrification, LLC (6793); Solectrac, Inc. (4653); Timios Holdings Corp. (0190); Justly Holdings Inc. (3657); Justly Markets Wind Down LLC f/k/a Justly Markets LLC f/k/a Delaware Board of Trade Holdings, Inc. (5107); VIA Motors International, Inc. (7063); and VIA Motors, Inc. (0185). The headquarters for the above-captioned Debtors is located at 217 W. 18th Street, PO Box 70, New York, NY 10113.

Blended Rate in Final Fee Application for all timekeepers:	$836.07
Blended Rate in Final Fee Application for all attorneys:	$845.32
This is a:	Final Fee Application

PRIOR MONTHLY FEE APPLICATIONS FILED

MONTHLY FEE APPLICATION			REQUESTED FEES AND EXPENSES		APPROVED FEES AND EXPENSES	
Application Docket No. Date Filed	CNO Date Filed Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees (80%)	Approved Expenses (100%)
First Monthly D.I. 206 02/05/25	02/05/25 D.I. 206	12/04/24 – 12/31/24	$356,141.90	$3,486.11	$284,913.52	$3,486.11
Second Monthly D.I. 262 03/11/25	03/26/25 D.I. 289	01/01/25 – 01/31/25	$446,392.30	$10,118.15	$357,113.84	$10,118.15
Third Monthly D.I. 288 03/26/25	04/10/25 D.I. 315	02/01/25 – 02/28/25	$746,724.00	$12,257.32	$597,379.20	$12,257.32
Fourth Monthly D.I. 347 04/28/25	05/13/25 D.I. 364	03/01/25 – 03/31/25	$397,671.00	$2,944.46	$318,136.80	$2,944.46
Fifth Monthly D.I. 385 06/10/25	06/25/25 D.I. 401	04/01/25 – 04/30/25	$175,494.50	$2,176.85	$140,395.60	$2,176.85
Sixth Monthly D.I. 406 07/02/25	07/17/25 D.I. 423	05/01/25 – 05/31/25	$138,269.50	$1,398.48	$110,615.60	$1,398.48
Seventh Monthly D.I. 443 08/01/25	08/18/25 D.I. 457	06/01/25 – 06/30/25	$53,512.50	$12.60	$42,810.00	$12.60
Eighth Monthly D.I. 480 09/10/25	09/25/25 D.I. 503	07/01/25 –07/31/25	$73,199.00	$1,323.24	$58,559.20	$1,323.24
Ninth Monthly D.I. 519 10/15/25	10/30/25 D.I. 543	08/01/25 – 8/31/25	$43,920.00	$0.00	$35,136.00	$0.00
Tenth Monthly D.I. 548 11/12/25	12/04/25 D.I. 579	09/01/25 – 09/30/25	$55,607.50	$68.74	$44,486.00	$68.74
Eleventh Monthly D.I. 599 12/22/25	01/06/26 D.I. 621	10/01/25 –10/31/25	$125,313.50	$0.00	$100,250.80	$0.00

MONTHLY FEE APPLICATION			REQUESTED FEES AND EXPENSES		APPROVED FEES AND EXPENSES	
Application Docket No. Date Filed	CNO Date Filed Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees (80%)	Approved Expenses (100%)
Twelfth Monthly D.I. 601 12/30/25	01/14/26 D.I. 634	11/01/25 – 11/30/25	$96,113.00	$0.00	$76,890.40	$0.00
Thirteen Monthly D.I. 662 01/28/26	2/12/26 D.I. 673	12/01/25 – 12/31/25	$82,192.50	$11,853.56	$65,754.00	$11,853.56
Fourteenth Monthly D.I. 674 02/13/26	N/A, objection deadline is 2/27/26	01/01/26 – 1/31/26	$104,857.00	$3,317.63	TBD	TBD
Total			**$2,895,408.20**	**$48,957.14**	**$2,232,440.96**	**$45,639.51**

PRIOR INTERIM FEE APPLICATIONS FILED

Application Docket No. Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
First Interim D.I. 317 04/10/25	12/04/24 – 02/28/25	$1,549,258.20	$25,861.58	$1,549,258.20	$25,861.58
Second Interim D.I. 418 07/15/25	03/01/25 – 05/31/25	$711,435.00	$6,519.79	$705,645.00[2]	$6,519.79
Third Interim D.I. 520 10/15/25	06/01/25 – 08/31/25	$170,631.50	$1,335.84	$170,631.50	$1,335.84
Fourth Interim D.I. 638 01/15/26	09/01/25 – 11/30/25	$277,034.00	$68.74	TBD	TBD
TOTALS		**$2,708,358.70**	**$33,785.95**	**$2,426,454.70**	**$33,717.21**

[2] This amount reflects a voluntary reduction by Foley of $5,790.00.

Summary of Hours by Professional Billed From
December 4, 2024 through February 13, 2026

Attorney Name & Initials	Position	Department	Date of Admission	Hourly Billing Rate[1]	Hours Billed	Fees Billed
John A. Simon (JSIM)	Partner	Bankruptcy	2000	$975	254.50	$248,137.50
				$1,100	599.70	$659,670.00
				$1,225	12.50	$15,312.50
Mark A. Aiello (MAAI)	Partner	Litigation	1989	$825	129.90	$107,167.50
				$925	415.50	$379,448.29
				$1,050	2.80	$2,940.00
Val J. Albright	Partner	Tax, Benefits & Estate Planning	1977	$1,250.00	0.80	$1,000.00
Michael A. Abbott (MAA)	Partner	Benefits	1980	$1,050	0.30	$315.00
Hershel J. Howard	Partner	Business Law	1994	$1,100	2.40	$2,640.00
				$1,225	0.20	$245.00
Mark T. Plichta (MTP)	Partner	Transactions	1999	$1,050	33.10	$34,755.00
				$1,150	54.70	$62,905.00
Belinda Morgan (BSMO)	Partner	Benefits	2000	$850	6.00	$5,100.00
				$925	75.10	$69,433.19
Kimberly K. Dodd (KKD)	Partner	IP Litigation	2003	$975	10.50	$10,237.50
Marcus W. Sprow (MWSP)	Partner	Intellectual Property	2000	$975	0.10	$97.50
Mark J. Wolfson (MJW)	Partner	Bankruptcy	1982	$975	31.40	$30,615.00
Jeffrey S. Kopp (JSKO)	Partner	Labor & Employment	1996	$800	0.50	$400.00
				$875	8.10	$7,087.50
Timothy C. Mohan (TCM)	Senior Counsel	Bankruptcy	2013	$750	178.20	$133,650.00
				$825	412.40	$332,085.89

[1] Foley adjusted their billing rates on February 1, 2025 and February 1, 2026. Therefore, some timekeepers have two billing rates listed. The higher billing rates relate to time billed during the period of February 1, 2025 through February 28, 2025 and February 1, 2026 through February 13, 2026, respectively.

Attorney Name & Initials	Position	Department	Date of Admission	Hourly Billing Rate[1]	Hours Billed	Fees Billed
Robert T. Stewart (RTST)	Senior Counsel	Litigation	2014	$740	80.50	$59,570.00
				$825	10.00	$8,250.00
Tamar N. Dolcourt (TND)	Special Counsel	Bankruptcy	2009	$735	4.40	$3,234.00
				$800	1.5	$1,200.00
Elise M. Carter (EMCA)	Special Counsel	Litigation	2015	$430	24.70	$10,621.00
				$475	18.00	$8,550.00
Kameron Adams (KTAD)	Associate	Transactions	2024	$475	6.20	$2,945.00
				$525	20.20	$10,605.00
Samantha M. Adams (SAMS)	Associate	Benefits	2022	$600	47.60	$28,437.56
Eloise R. Asfora (ERAS)	Associate	Litigation	2024	$550	3.40	$1,870.00
Tyler Dever (TYDV)	Associate	Litigation	2015	$684	72.80	$49,795.20
				$810	42.10	$34,101.00
Casey Y. Geng (CYGN)	Associate	Litigation	2024	$448	1.90	$922.60
Jake W. Gordon (JWGO)	Associate	Finance	2017	$710	58.40	$41,464.00
	Senior Counsel			$815	88.00	$71,720.00
Amanda C. Hibbler (ACH)	Associate	Labor & Employment	2021	$675	5.00	$3,375.00
Raymond J. McVeigh (RJM)	Associate	Litigation	2020	$600	4.20	$2,520.00
Charles Morris (CHMO)	Associate	Litigation	2021	$550	27.20	$14,960.00
				$675	70.40	$47,520.00
Nora J. McGuffey (NMCG)	Associate	Bankruptcy	2020	$570	56.90	$32,433.00
				$700	95.90	$67,130.00
Mary Rofaeil (MRL)	Associate	Bankruptcy	2021	$570	87.30	$49,761.00
				$675	357.40	$239,692.68
				$800	11.80	$9,440.00
Cullen J. Werwie (CJW)	Associate	Benefits	2022	$510	1.60	$816.00
				$625	3.20	$2,000.00

Attorney Name & Initials	Position	Department	Date of Admission	Hourly Billing Rate[1]	Hours Billed	Fees Billed
Euigin K. Pace (EKPA)	Associate	Litigation	2024	$475	4.50	$2,137.50
Janelle C. Harrison (JCH)	Paralegal	Bankruptcy	N/A	$300	9.90	$2,970.00
				$330	40.70	13,400.40
				$420	8.00	$3,360.00
Nancy E. McCormick	Paralegal	Transactions	N/A	$420	0.60	$252.00
				$465	0.20	$93.00
Stephanie McFaul (SGM)	Paralegal	Transactions	N/A	$400	2.90	$1,160.00
Debra J. Vincent (DLV)	Paralegal	Transactions	N/A	$385	2.00	$770.00
TOTALS					**3,498.10**	**$2,924,653.70**

Final Compensation By Task Code From
December 4, 2024 through February 13, 2026

Task Code	Task Code Description	Total Hours	Total Fees
B110	Case Administration	296.80	$240,339.27
B120	Asset Analysis and Recovery	9.90	$10,080.00
B130	Asset Disposition	800.80	$738,527.00
B140	Relief from Stay/Adequate Protection Proceedings	56.65	44,041.38
B150	Meetings of and Communications with Creditors	26.60	$19,204.50
B160	Fee/Employment Applications	319.40	$232,457.23
B180	Avoidance Action Analysis	12.00	11,088.40
B185	Assumption/Rejection of Leases and Contracts	19.30	$14,430.50
B190	Other Contested Matters	7.00	$5,712.00
B191	WiTricity Litigation	550.50	$411,319.80
B191A	Creditor Claim and Insurer Administration	5.60	$5,967.50
B195	Non-Working Travel	36.50	$22,890.00[1]
B210	Business Operations	124.60	$114,371.97
B220	Employee Benefits/Pensions	205.90	$168,951.28
B230	Financing / Cash Collections	241.20	$212,254.50
B240	Tax Issues	9.60	$9,737.50
B260	Board of Director Matters	42.10	$42,945.00
B310	Claims Administration and Objections	9.50	$7,950.00
B320	Plan and Disclosure Statement including Business Plan	672.80	$571,487.05
B420	Restructurings	0.20	$114.00
B430	Claims Administration/Review and Analyze	51.15	$40,784.82
TOTAL		**3,498.10**	**$2,924,653.70**

[1] This amount reflects a reduction of $7,380.00 related to fees billed at 50% for non-working travel as required by 2016-1(d)(ix) of the Local Rules for the United States Bankruptcy District of Delaware

Monthly Expense Summary
December 4, 2024 through February 13, 2026

Expense Category	Amount
Depositions / Transcripts	$98.60
Document Retrieval	$1,712.76
Electronic Legal Research Services	$108.50
LSS – eDiscovery Services	$800.00
Meals	$507.55
Other Expenses	$28.00
Publication of Notice	$29,371.90
Recording / Filing Fees	$2,534.25
Service Fees	$21.64
Transportation / Travel Expenses	$9,042.22
UCC, Tax Lien, Court Searches	$4,731.72
Total	**$48,957.14**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
IDEX WIND DOWN, INC. f/k/a IDEANOMICS, INC., *et al.*,[1]	Case No. 24-12728 (CTG)
Debtors.	(Jointly Administered)
	Hearing Date: March 16, 2026 at 1:00 p.m. (ET) **Objection Deadline: March 6, 2026 at 4:00 p.m. (ET)**

FINAL FEE APPLICATION
OF FOLEY & LARDNER LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 4, 2024 THROUGH AND INCLUDING FEBRUARY 13, 2026

Pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code, (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the *Order Approving Application of Debtors for Authority to Employ and Retain Foley & Lardner LLP as Lead Bankruptcy Counsel for the Debtors Effective as of the Petition Date* [Docket No. 126] (the "Retention Order"), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* dated January 7, 2025 [Docket No. 107] (the "Interim Compensation Order"),[2] and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court District of Delaware (the "Local Rules"), the law firm of Foley & Lardner LLP ("Foley"), lead bankruptcy counsel for

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or state identification number are, are: IDEX Wind Down, Inc. f/k/a Ideanomics, Inc. (8374); WAVE Wind Down, LLC f/k/a Wireless Advanced Vehicle Electrification, LLC (6793); Solectrac, Inc. (4653); Timios Holdings Corp. (0190); Justly Holdings Inc. (3657); Justly Markets Wind Down LLC f/k/a Justly Markets LLC f/k/a Delaware Board of Trade Holdings, Inc. (5107); VIA Motors International, Inc. (7063); and VIA Motors, Inc. (0185). The headquarters for the above-captioned Debtors is located at 217 W. 18th Street, PO Box 70, New York, NY 10113.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Interim Compensation Order.

the above-captioned debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), hereby files this final fee application (this "Final Fee Application") seeking reasonable compensation in the above-captioned cases of the Debtors for professional legal services rendered as counsel to the Debtors in the final allowance of $2,924,653.70 in fees and $48,957.14 in expenses incurred by Foley representing the Debtors from December 4, 2024 through and including February 13, 2026 (the "Final Fee Period").[3] In support of the Final Fee Application, Foley submits the Certification of John A. Simon, attached hereto as **Exhibit A** and incorporated by reference. In further support of the Final Fee Application, Foley respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider the Final Fee 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. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Final Fee Application in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016, and Local Rule 2016-1.

3. Foley confirms its consent, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with the Final Fee Application in the event that it is later

[3] The final fees and expenses set forth herein include fees for services rendered and expenses incurred by Foley thus far for February 2026 (through and including February 13, 2026). Given the timing of the effective date of the Amended Combined DS and Plan (as defined herein), Foley has not filed a monthly fee application for such period and instead submits such fees and expenses for consideration and final allowance pursuant to this Final Fee Application. Copy of Foley's invoices for February 2026 is attached hereto as **Exhibit H**. Foley estimates that it may incur approximately $8,000 in additional fees for services prior to the date of a hearing on the final fee application, depending on services that may be requested by the Debtors, and Foley reserves the right to supplement or amend this Application, or file a further fee application, to the extent additional work is required.

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.

BACKGROUND

A. The Chapter 11 Cases

4. The Debtors were technology companies that, in recent years, focused on electric vehicle ("EV") and EV-adjacent businesses, including the development of local and last mile delivery vehicle concepts and associated charging products. The Debtors, through their WAVE business, were leaders in innovative high-power inductive (i.e., wireless) charging solutions for medium and heavy-duty electric vehicles.

5. On December 4, 2024 (the "Petition Date"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in these Chapter 11 Cases, and no request has been made for the appointment of a trustee or examiner.

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the filing of these Chapter 11 Cases is set forth in the *Declaration of Alfred Poor in Support of Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 14] (the "First Day Declaration").[4]

B. The Debtors' Retention of Foley

7. On December 20, 2024, the Debtors applied [Docket No. 71] to the Court for an order authorizing the Debtors to retain and employ Foley as lead bankruptcy counsel, effective as

[4] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

of the Petition Date. On January 8, 2025, the Court entered an order [Docket No. 126] authorizing such retention.

8. The Retention Order authorizes Foley to provide the following services:

(a) preparing, on behalf of the Debtors, as debtors in possession, all necessary or appropriate motions, applications, objections, replies, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;

(b) counseling the Debtors with regard to their rights and obligations as debtors in possession and their powers and duties in the continued management and operation of their businesses and properties;

(c) providing advice, representation, and preparation of necessary documentation and pleadings and taking all necessary or appropriate actions in connection with asset sale transactions, debt restructuring, statutory bankruptcy issues, post-petition financing, strategic transactions, securities matters, and real estate, environmental, labor, intellectual property, employee benefits, business and commercial litigation, and corporate and tax matters;

(d) taking all necessary or appropriate actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;

(e) taking all necessary or appropriate actions in connection with any chapter 11 plan, any related disclosure statement, and all related documents and such further actions as may be required in connection with the administration of the Debtors' estates;

(f) taking all necessary and appropriate actions in connection with any potential sale of all or substantially all of the Debtors' assets, including continuing to assist the Debtors in connection with their proposed sale process; and

(g) acting as general bankruptcy and restructuring counsel for the Debtors and performing all other necessary or appropriate legal services in connection with the Chapter 11 Cases.

C. Foley's Disinterestedness

9. To the best of the Debtors' knowledge and as disclosed in the *Declaration of John A. Simon in Support of the Application of Debtors for Authority to Employ and Retain Foley &*

Lardner LLP as Lead Bankruptcy Counsel for the Debtors Effective as of the Petition Date [Docket No. 71-2] (the "Foley Declaration"), Foley and its professionals (a) are "disinterested" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and, as required by section 327(a) and referenced by section 328(c) of the Bankruptcy Code, neither hold nor represent any interest adverse to the Debtors or their estates and (b) except as disclosed in the Foley Declaration, have no relevant and disabling connection to the Debtors, their significant creditors, or certain other potential parties in interest whose names were supplied to Foley by the Debtors.

10. Foley performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

11. Except to the extent of the advance payments paid to Foley that Foley previously disclosed to this Court in the Foley Declaration, Foley has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these Chapter 11 Cases.

12. Pursuant to Bankruptcy Rule 2016(b), Foley has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and other attorneys associated with Foley or (b) any compensation another person or party has received or may receive.

D. The Interim Compensation Order

13. On January 7, 2025, the Court entered the Interim Compensation Order, which established the procedures for interim compensation and reimbursement of expenses of professionals in the Chapter 11 Cases.

14. This Final Fee Application has been prepared in accordance with the Interim Compensation Order.

15. In particular, the Interim Compensation Order provides that Retained Professionals may file and serve a Monthly Fee Application on or after the 5th day of each month following the month or months for which compensation is sought, for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month or months. Fee Notice Parties will have fourteen (14) days after the filing of a Monthly Fee Application (the "Objection Deadline") to object to the requested compensation for services rendered and reimbursement of expenses incurred. Provided that there are no objections to such Monthly Fee Application filed before the expiration of the Objection Deadline, the Retained Professional may file a certificate of no objection (the "CNO") with the Court.

16. Upon the filing of a Certificate of No Objection, the Debtors are authorized to pay such Retained Professional 80 percent of the fees and 100 percent of the expenses requested in such Monthly Fee Application.

RELIEF REQUESTED

17. Foley submits this Final Fee Application for (a) for approval and payment of reasonable compensation for actual, reasonable, and necessary professional services performed by Foley as attorneys for the Debtors during the Final Fee Period and (b) for approval and reimbursement of actual, reasonable, and necessary expenses incurred by Foley rendering professional services to the Debtors during the Final Fee Period.

18. Foley seeks final compensation for professional services provided to the Debtors during the Final Fee Period in the amount of $2,924,653.70 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of $48,957.14. During the Final Fee Period, Foley attorneys and paraprofessionals expended a total of 3,498.10 hours for which compensation is requested.

19. Foley performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or any other entity. Foley has received no payment and no promises for payment from any source other than the Debtors for services provided in any capacity whatsoever in connection with these Chapter 11 Cases. Pursuant to Bankruptcy Rule 2016(b), Foley has not shared, nor has Foley agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Foley or (b) any compensation another person or party has received or may receive.

FEES AND EXPENSES INCURRED DURING THE FINAL FEE PERIOD

A. Customary Billing Disclosures

20. Foley's hourly rates are set at a level designed to compensate Foley fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by Foley in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Foley for other restructuring matters, as well as similar complex corporate and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and significant time pressures. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as (a) **Exhibit B** is Foley's budget and staffing plan for the Final Fee Period and the actual breakdown of hours and fees incurred by Foley during the Final Fee Period, (b) **Exhibit C** is a summary of blended hourly rates for all non-bankruptcy domestic timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Final Fee Period, and (c) **Exhibit D** is

supplemental disclosures from Foley regarding this Final Fee Application relative to information requested by the U.S. Trustee Guidelines.

B. Fees Incurred During the Final Fee Period

21. In the ordinary course of Foley's practice, Foley maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto (a) as **Exhibit E** is a summary of fees incurred and hours expended during the Final Fee Period, setting forth the total amount of compensation sought with respect to each Task Code (as defined below) for which Foley is seeking compensation and (b) as **Exhibit F** is a summary of fees incurred and hours expended during the Final Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these Chapter 11 Cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Interim Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at Foley's current billing rates;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application of Debtors for Authority to Employ and Retain Foley & Lardner LLP as Lead Bankruptcy Counsel for the Debtors Effective as of the Petition Date* [Docket No. 71] (the "Retention Application") and the *Notice of Annual Rate Increase of Foley & Lardner LLP* [Docket No. 200].

C. Expenses Incurred During the Final Fee Period

22. In the ordinary course of Foley's practice, Foley maintains a record of expenses incurred in the performance of the professional services required by the Debtors and for which reimbursement is sought.

23. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Final Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which Foley is seeking reimbursement.

24. These charges are intended to reimburse Foley's direct operating costs, which are not incorporated into Foley's hourly billing rates. Foley charges external copying at the provider's cost without markup. Only clients who use services of the types set forth in **Exhibit G** are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

SUMMARY OF LEGAL SERVICES RENDERED DURING THE FINAL PERIOD

25. As referenced above and as detailed in Foley's prior Monthly Fee Applications and Interim Fee Applications (collectively, the "Prior Fee Applications"), during the Final Fee Period, Foley continued to provide extensive and important professional services to the Debtors in connection with these Chapter 11 Cases. These services described below, along with the services detailed in the Prior Fee Applications, were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these Chapter 11 Cases and typically faced by corporate debtors in similar cases of this magnitude and complexity. Foley has helped guide the Debtors through an efficient and effective bankruptcy that maximized the value of the Debtors' estates for all stakeholders.

26. To provide a meaningful summary of the services rendered by Foley to the Debtors and their estates, Foley established, in accordance with its internal billing procedures, certain subject project categories (each, a "Task Code") in connection with these Chapter 11 Cases. The following is a summary of the professional services rendered by Foley during the Final Fee Period.

The following summary of services is not intended to be a detailed description of the work performed. Rather, the summary highlights certain areas in which services were rendered to the Debtors and identifies all of the matters and issues that Foley was required to address during the Final Period.

(a) B110 – Case Administration
Total Fees: $240,339.27
Total Hours: 296.80

27. This Task Code includes time spent by Foley attorneys and paraprofessionals on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to these Chapter 11 Cases. The fees in this category include, without limitation, time spent:

(i) attending to meetings and communications with the Debtors and its officers to understand case issues and gather information necessary to prepare the Debtors' (a) first and second day, and other, motions, (b) schedules and statement of financial affairs, (c) monthly operating reports, and (d) payment of U.S. Trustee fees;

(ii) administering, managing, and coordinating the Chapter 11 Cases by monitoring critical dates and maintaining a case calendar, task lists, and work-in-progress reports;

(iii) ensuring compliance with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, including coordinating services of pleadings and other related notices with the Debtors' local counsel and other retained professionals;

(iv) in connection with numerous pleadings, preparing notices of motions, proposed orders, and exhibits, and coordinating the delivery of such pleadings to the court and the U.S. Trustee;

(v) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices;

(vi) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions, as well as the "second day" hearing;

(vii) revising final orders related to the "first day" motions;

(viii) coordinating with the Debtors and their professionals on various aspects of the case, including through team meetings when appropriate;

(ix) working on noticing issues for creditors, including preparing certificate of services for filed motions;

(x) representing the Debtors at various hearings during the Chapter 11 Cases;

(xi) preparing the Debtors' representative for the Initial Debtor Interview ("IDI") and obtaining the information required by the U.S. Trustee in advance of the IDI;

(xii) assisting in preparing, reviewing, revising, filing, and amending of the Debtors' creditor's matrix, schedules of assets and liabilities, and statements of financial affairs, and discussing the schedules and statements with the U.S. Trustee; and

(xiii) conferring and corresponding with the Debtors and their financial advisor and other professionals regarding the monthly operating reports.

(b) B120 – Asset Analysis and Recovery
Total Fees: $10,080.00
Total Hours: 9.90

28. This Task Code includes time spent by Foley attorneys providing services related to the analysis and monetization of the Debtor's assets. The fees in this category include, without limitation, time spent analyzing recovery of certain assets including the VIA Motors assets, as well other matters regarding the Debtors' asset sale.

(c) B130 – Asset Disposition
Total Fees: $738,527.00
Total Hours: 800.80

29. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related to the sale or disposition of the Debtors' assets. The fees in this category include, without limitation, time spent assisting the Debtors with the potential sale of Solectrac

assets and matters regarding those assets and recovery and protection of the same. The fees in this category include, without limitation, time spent:

(i) researching, drafting, negotiating, and seeking approval of the bidding procedures motion;

(ii) drafting declarations in support of the sale, bidding procedures and the Debtors' marketing process;

(iii) reviewing, revising, and negotiating non-disclosure agreements with interested counterparties;

(iv) assisting with asset purchase agreement amendments and schedules and contract and assignment and assumption issues and sale order and revisions;

(v) conferring with professional advisors, the company, and prepetition lender and stalking horse bidder regarding the sale process, including due diligence; and advising and coordinating with the Debtors and the Debtors' advisors with respect to the foregoing;

(vi) analyzing and researching factual and legal issues related to the sale, reviewing, analyzing, and drafting responses in support of the sale procedures and sale, and responding to objections; negotiating resolution to sale procedures and sale objections with objecting parties and others, including resolution of Witricity issues and objections involving complex intellectual property and other issues;

(vii) performing discovery-related tasks and document review with respect to sale procedures and sale objections and discovery requests from objecting parties;

(viii) preparing for and attending the hearing approving the sale;

(ix) drafting, reviewing, negotiating, and preparing for closing of the asset purchase agreement and other sale documentation, including transition services agreement, and reviewing and analyzing issues related to the sale and handling post-closing matters related to the sale, including 8-K filing and name changes, and communications with the buyers;

(x) handling the finalization and closing of the sale process, including the sales of assets to Tillou and also the separate sale to JVIS that materialized in connection with resolution of certain objections by JVIS to the sale, conferring with professional advisors, the company, and prepetition lender and stalking horse bidder regarding

the sale; and advising and coordinating with the Debtors and the Debtors' advisors with respect to the foregoing; and

(i) assisting the Debtors with potential sale of Solectrac assets and matters regarding those assets and recovery and protection of the same.

(d) B140 – Relief from Stay/Adequate Protection Proceedings
Total Fees: $44,041.38
Total Hours: 56.65

30. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related third-party actions that potentially implicated the automatic stay, potential lift stay motions, and other related issues. The fees in this category include, without limitation, time spent reviewing, analyzing, and discussing creditors' issues regarding relief from the automatic stay or impact of the automatic stay.

(e) B150 – Meetings of and Communications with Creditors
Total Fees: $19,204.50
Total Hours: 26.60

31. This Task Code includes time spent by Foley attorneys providing services related to answering creditor inquires and other communications with creditors and the U.S. Trustee. The fees in this category include, without limitation, time spent:

(i) preparing for and attending the section 341 meeting of creditors;

(ii) discussing the Chapter 11 Cases with various creditors and shareholders regarding their proof of claim or the Debtors' stock options; and

(iii) responding to individual creditor requests for information, the Chapter 11 Cases, and claim filing information.

(f) B160 – Fee/Employment Applications
Total Fees: $232,457.23
Total Hours: 319.40

32. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related to the retention and compensation of Foley as the Debtors' counsel and

the retention and compensation of the Debtors' other professionals. The fees in this category include, without limitation, time spent:

(i) preparing pleadings and a comprehensive connections and conflict analysis necessary to comply with bankruptcy law requirements and obtain the order of the Court approving the employment of Foley to represent the Debtors;

(ii) implementing internally established procedures which require the ongoing analysis of potential new connections and conflicts;

(iii) preparing Foley's monthly fee applications and third interim application in accordance with the Interim Compensation Order;

(iv) reviewing all time entries for compliance with the Interim Compensation Order and applicable provisions of the Bankruptcy Code and Rules and other applicable guidelines, and to promote the confidentiality of the work performed for the Debtors;

(v) coordinating and preparing the filing the retention application of Epiq (as claims and noticing agent and administrative agent);

(vi) coordinating and preparing the filing of retention applications and related documents for Riveron (as financial advisor and chief restructuring officer) and SSG (as investment banker);

(vii) assisting the Debtors with retention of, and drafting the Debtors' applications to employ, a tax advisor and new financial advisor;

(viii) assisting other professionals with their fee applications; and

(ix) coordinating with the Debtors and their other advisors with respect to professional retentions and complying with the related disclosure and compensation requirements of applicable provisions of the Bankruptcy Code; discussions with the U.S. Trustee regarding the same.

(g) B180 – Avoidance Action Analysis
Total Fees: $11,088.40
Total Hours: 12.00

33. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related to reviewing avoidance claims that may be recoverable for the benefit of the Debtors' estates.

(h) B185 –Assumption/Rejection of Leases and Contracts
Total Fees: $14,430.50
Total Hours: 19.30

34. This Task Code includes time spent by Foley attorneys and paraprofessionals examining issues related to the Debtors' executory contracts and unexpired leases. The fees in this category include, without limitation, time spent:

(i) reviewing and analyzing various executory contracts and unexpired leases;

(ii) advising the Debtors with respect to their rights and obligations under their executory contracts and unexpired leases under relevant bankruptcy and nonbankruptcy law, including with respect to the assumption and assignment of such executory contracts;

(iii) researching and analyzing issues related thereto;

(iv) coordinating with the Debtors, and various other counterparties regarding treatment of unexpired leases and executory contracts, including cure amounts; and

(v) drafting and revising a motion to reject certain leases and declaration in support thereof.me spent:

(i) B190 – Other Contested Matters
Total Fees: $5,712.00
Total Hours: 7.00

35. This Task Code includes time spent by Foley attorneys addressing the pre-bankruptcy litigation. The fees in this category include, without limitation, time spent (a) analyzing pending non-bankruptcy litigation involving the Debtors and discussing such litigation with the Debtors; and (b) drafting suggestions of bankruptcy to be filed in various pre-bankruptcy litigations.

(j) B191 – WiTricity Litigation
Total Fees: $411,319.80
Total Hours: 550.50

36. This Task Code includes time spent by Foley attorneys and paraprofessionals addressing the litigation and disputes between WiTricity and the Debtors, including primarily the

Debtors' offensive litigation against Witricity in a trade secret, unfair competition and employment case in the United States District Court . The fees in this category include, without limitation, time spent:

(i) Analyzing and addressing employment, intellectual property and litigation issues in the WiTricity litigation, and preparing employment related documents regarding the same;

(ii) reviewing and analyzing potential impact of the Chapter 11 Cases on the litigation involving WiTricity and conferring with opposing counsel regarding the same;

(iii) reviewing, analyzing, and researching issues related to the pleadings filed, including a motion to stay discovery and motion to dismiss; drafting and revising responses and briefing related thereto;

(iv) researching, drafting, and revising motions and other substantive pleadings to be filed, including motions for leave to amend, for disqualification, and for injunctive relief, and an amended complaint; drafting and revising briefing related thereto;

(v) reviewing, analyzing, and drafting discovery requests and objections; reviewing and identifying responsive, non-privileged documents for production to WiTricity; and researching and analyzing other discovery issues;

(vi) meeting and conferring with opposing counsel regarding scheduling conference and other discovery related issues;

(vii) working on settlement related work;

(viii) preparing for and attending hearings in the nonbankruptcy litigation with WiTricity;

(ix) drafting supplemental briefing as requested by the court in the nonbankruptcy litigation with WiTricity; and

(x) working on and concluding the settlement of the litigation after the sale, including extensive coordination and communication and preparation of documents;

(k) B191A – Creditor Claim and Insurer Administration
Total Fees: $5,967.50
Total Hours: 5.60

37. This Task Code includes time spent by Foley attorneys and paraprofessionals addressing certain issues with insurer regarding claim reports.

(l) B195 – Non-Working Travel
Total Fees: $22,890.00
Total Hours: 36.50

38. This Task Code includes, without limitation, time expended by Foley attorneys for non-working travel in connection with their representation of the Debtors. This time was billed at 50% of the attorney's normal hourly rate as required by Local Rule 2016-1 (by virtue of only half the time being billed).

(m) B210 – Business Operations
Total Fees: $114,371.97
Total Hours: 124.60

39. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related to the Debtors' business operations. The fees in this category include, without limitation, time spent:

(i) reviewing and analyzing issues related to the SEC and FINRA and preparing documents to be filed with the SEC and FINRA;

(ii) reviewing and analyzing issues the post-sale officer agreements;

(iii) drafting the Debtors' motion to extend the deadline to remove litigation to the Court;

(iv) reviewing and addressing issues related to the Debtors' amended schedules and corresponding with Epiq regarding the same;

(v) reviewing and analyzing issues related to corporate governance issues; and

(vi) analyzing and corresponding with the Debtors regarding bank accounts and operational wind down issues.

(n) B220 – Employee Benefits/Pensions
Total Fees: $168,951.25
Total Hours: 205.90

40. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related to employee benefits, labor and employment issues. The fees in this category include, without limitation, time spent:

(i) reviewing, analyzing, researching, and preparing responses related to the Debtors' benefits plan and 401(k) plan and contributions, other labor and employment considerations;

(ii) analyzing, drafting, and filing a motion for authority to pay certain 401(k) deductions;

(iii) assisting the Debtors with a Department of Labor investigation; and

(iv) discussing the same with Debtors and their professionals.

(o) B230 – Financing/Cash Collections
Total Fees: $212,254.50
Total Hours: 241.20

41. This Task Code includes time spent by Foley attorneys and paraprofessionals on negotiating and obtaining Court approval for the Debtors' consensual use of financing and cash collateral and negotiating, documenting, and closing on the Debtors' DIP facility and other matters related to the Debtors' financing, funding and budgeting, for the wind down and plan process after the sale. The services in this category include addressing issues related to the debtor-in-possession loan facility and wind down and Plan budgets; reviewing issues in connection with budgets prepared by the Debtors, their CRO and their financial advisor; and working with the Debtors, their CRO and their financial advisor on the same and negotiating with the DIP lender regarding the same. The fees in this category include, without limitation, time spent:

(i) reviewing, analyzing, and revising the DIP motion, DIP orders, and related documents and discussing and negotiating the same with the DIP lender, the U.S. Trustee and other interested parties;

(ii) assistance with reviewing and analyzing DIP budgets, wind down and Plan budgets, and funding requests and discussing the same with the DIP lender, the Debtors, and other interested parties;

(iii) reviewing, analyzing, and addressing funding issues related to the DIP facility and wind down and Plan budgets; and negotiating the same with the DIP lender; and

(iv) analyzing and addressing issues related to the DIP facility and wind down and Plan budgets, and review of draft budgets prepared by the Debtors, their CRO and their financial advisor, and working with constituents regarding the same.

(p) B240 – Tax Issues
Total Fees: $9,737.50
Total Hours: 9.60

42. This Task Code includes time spent by Foley attorneys providing services related to various tax issues related to or arising during the Chapter 11 Cases. The fees in this category include, without limitation, time spent:

(i) researching and analyzing certain tax issues arising in connection with the Debtors' business operations;

(ii) researching and analyzing the certain tax issues related to the asset purchase agreement; and

(iii) coordinating and communicating with the Debtors and the Debtors' advisors, and relevant stakeholders regarding the foregoing.

(q) B260 – Board of Director Matters
Total Fees: $42,945.00
Total Hours: 42.10

43. This Task Code includes time spent by Foley attorneys advising the Debtors and the board of directors (the "Board"). The fees in this category include, without limitation, time spent:

(i) preparing for and participating in various meetings with the Board and senior management in connection with key issues and events regarding these Chapter 11 Cases;

(ii) providing updates to the Debtors and their advisors regarding the foregoing activities;

(iii) analyzing potential director and officer changes of the Debtors after the sale closing and related issues; and

(iv) drafting materials for management and the Board, and preparing for and participating in meetings with the senior management in connection with the same.

(r) B310 – Claims Administration and Objections
Total Fees: $7,950.00
Total Hours: 9.50

44. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related to review of proofs of claim filed in the Chapter 11 Cases. The fees in this category include, without limitation, time spent reviewing, analyzing, and researching certain claims asserted against the Debtors and corresponding with certain claimants regarding the same.

(s) B320 – Plan and Disclosure Statement
Total Fees: $571,487.05
Total Hours: 672.80

45. This Task Code includes time spent by Foley attorneys and paraprofessionals providing services related to the chapter 11 plan and related disclosure statement in connection with the Chapter 11 Cases. The fees in this category include, without limitation, time spent:

(i) drafting and filing the motion to extend the Debtors' exclusivity period for filing a chapter 11 plan and disclosure statement;

(ii) researching and analyzing legal and factual issues relevant to the Plan and Disclosure Statement;

(iii) drafting, negotiating, and revising, the Combined DS and Plan, Motion, and all related filings;

(iv) drafting, negotiating, and revising the solicitation documents;

(v) preparing for and participating in various meetings with the Debtors and the professionals regarding the Combined DS and Plan;

(vi) filing the various documents; and

(vii) providing updates to the Debtors and their advisors regarding the foregoing activities and negotiating with the Debtors' DIP lender regarding the Plan and funding for it.

(t) B420 – Restructurings
Total Fees: $114.00
Total Hours: 0.20

46. This Task Code includes time spent by Foley attorneys analyzing potential issues related to creditor claims.

(u) B430 – Claims Administration / Revise and Analyze
Total Fees: $40,784.82
Total Hours: 51.15

47. This Task Code includes time spent by Foley spent on matters related to claims administration and claims-related issues. The fees in this category include, without limitation, time spent:

(i) drafting, revising, and filing the bar date motion;

(ii) reviewing, analyzing, and researching certain claims asserted against the Debtors including in connection with the Plan process; and

(iii) corresponding with the U.S. Trustee, creditors, and other parties in interests regarding various claim issues.

48. The foregoing professional services performed by Foley were necessary and appropriate to further the administration of these Chapter 11 Cases. The professional services performed by Foley were in the best interests of the Debtors and other parties in interest. Compensation for such services as requested is commensurate with the complexity, importance, and nature of the issues and tasks involved. The professional services were performed expeditiously and efficiently.

REASONABLE AND NECESSARY SERVICES PROVIDED BY FOLEY

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors

49. The foregoing professional services provided by Foley on behalf of the Debtors during the Final Fee Period were reasonable, necessary, and appropriate to the administration of the Chapter 11 Cases and related matters.

50. Many of the services performed by Foley's attorneys and paraprofessionals were provided by Foley's Bankruptcy & Restructuring Practice Group. Foley has substantial experience and expertise in Chapter 11 Cases involving business entities and cases of all sizes, complexity, and scope. Foley has represented debtors, creditors, trustees, purchasers, and other parties in interest before courts in numerous jurisdictions throughout the country. In addition, Foley has represented other debtors in Chapter 11 Cases in this District on numerous occasions.

51. In addition, due to the facts and circumstances of these Chapter 11 Cases, attorneys from Foley's litigation, corporate, benefits, and other groups were involved with Foley's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Moreover, Foley has significant historical knowledge of the Debtors and is familiar with the Debtors' business and many of the potential legal issues at issue in these Chapter 11 Cases. Overall, Foley brings to these Chapter 11 Cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

52. Foley regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary. In that regard, Foley takes voluntary write offs when it believes they are appropriate. Consequently, the fees requested in this Final Fee Application do not seek payment of those fees.

53. The fees sought in the Final Fee Application did not exceed the fees budgeted for the time period covered by the application by 10% or more.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtor

54. As summarized in **Exhibit G** attached hereto, Foley has incurred a total of $48,957.14 in expenses on behalf of the Debtors during the Final Fee Period.

55. The time constraints imposed by the circumstances of these Chapter 11 Cases at times required Foley attorneys and other employees to devote substantial time including during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates.

56. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to Foley's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these Chapter 11 Cases required overnight delivery of documents and other materials. The disbursements for such services are not included in Foley's overhead for the purpose of setting billing rates and Foley has made every effort to minimize its disbursements in these Chapter 11 Cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these Chapter 11 Cases.

57. Among other things, Foley makes sure that all travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, Foley regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, Foley will waive certain fees and reduce its expenses if necessary.

FOLEY'S REQUESTED COMPENSATION
AND REIMBURSEMENT SHOULD BE ALLOWED

58. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

> In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—
>
> a. the time spent on such services;
>
> b. the rates charged for such services;
>
> c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
>
> d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
>
> e. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

59. Foley respectfully submits that the services for which it seeks compensation in this Final Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Foley further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. Foley further submits that the compensation requested herein is reasonable in light

of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

60. During the Final Fee Period, Foley's hourly billing rates for its attorneys and paraprofessionals ranged from $268.00 to $1,250.00. The hourly rates and corresponding rate structure utilized by Foley in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Foley for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. Foley strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these Chapter 11 Cases.

61. Moreover, Foley's hourly rates are set at a level designed to compensate Foley fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

62. In sum, Foley respectfully submits that the professional services provided by Foley on behalf of the Debtors and their estates during these Chapter 11 Case were necessary and appropriate given the complexity of this Chapter 11 Cases, the time expended by Foley, the nature and extent of Foley's services provided, the value of Foley's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Foley respectfully submits that approval of the compensation sought herein is warranted and should be approved.

63. No previous application for the relief sought herein has been made to this or any other Court.

RESERVATION OF RIGHTS AND NOTICE

64. It is possible that some professional time expended, or expenses incurred, during the Final Fee Period are not reflected in the Final Fee Application. Foley reserves the right to include such amounts in future fee applications. In addition, and as required under the Interim Compensation Order, the Final Fee Application will be served on the Fee Notice Parties. Moreover, notice of the hearing on the Final Fee Application will be served on all parties that have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

NO PRIOR REQUEST

65. No prior request for the relief sought in the Final Fee Application has been made to this or any other court.

WHEREFORE, Foley respectfully requests approval of $2,924,653.70 as the total compensation for professional services rendered during the Final Fee Period and the sum of $48,957.14 for reimbursement of actual and necessary costs and expenses incurred by Foley during the Final Fee Period in these Chapter 11 Cases from December 4, 2024 through February 13, 2026.

Dated: February 13, 2026
Wilmington, Delaware

ASHBY & GEDDES, P.A.

/s/ Ricardo Palacio
Ricardo Palacio (DE Bar No. 3765)
Gregory A. Taylor (DE Bar No. 4008)
500 Delaware Avenue, 8th Floor
P.O. Box 1150
Wilmington, DE 19899
Tel: (302) 654-1888
Fax: (302) 654-2067
Email: RPalacio@ashbygeddes.com
GTaylor@ashbygeddes.com

- and -

FOLEY & LARDNER LLP
John A. Simon (admitted *pro hac vice*)
Jake W. Gordon (admitted *pro hac vice*)
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
Telephone: (313) 234-7100
Facsimile: (313) 234-2800
Email: jsimon@foley.com
jake.gordon@foley.com

- and -

Timothy C. Mohan (admitted *pro hac vice*)
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
Email: tmohan@foley.com

Co-Counsel to the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
IDEX WIND DOWN, INC. f/k/a IDEANOMICS, INC., *et al.*,[1]	Case No. 24-12728 (CTG)
	(Jointly Administered)
Debtors.	**Hearing Date: March 16, 2026 at 1:00 p.m. (ET)** **Objection Deadline: March 6, 2026 at 4:00 p.m. (ET)**

NOTICE OF FINAL FEE APPLICATION OF FOLEY & LARDNER LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 4, 2024 THROUGH AND INCLUDING FEBRUARY 13, 2026

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the "Debtors") filed the *Final Fee Application of Foley & Lardner LLP, Attorneys for the Debtors and Debtors in Possession, for Allowance of Compensation and Reimbursement of Expenses for the Period from December 4, 2024 through February 13, 2026* (the "Final Fee Application") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the "Bankruptcy Court"), which seeks approval of professional services rendered to the Debtors in the amount of $2,918,863.70, together with reimbursement of expenses in the amount of $48,957.14.

PLEASE TAKE FURTHER NOTICE that the Final Fee Application is submitted pursuant to the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* [Docket No. 107] (the "Interim Compensation Order") dated January 7, 2025.

PLEASE TAKE FURTHER NOTICE that any objection or response to the Final Fee Application must be made in writing and be filed with the Bankruptcy Court, on or before **March 6, 2026 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon the following: (i) the Debtors; (ii) co-counsel to the Debtors, (1) Foley & Lardner LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 2700 (Attn: John Simon (jsimon@foley.com); Timothy Mohan (tmohan@foley.com)); (2) Ashby & Geddes, P.A., Rodney

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or state identification number are, are: IDEX Wind Down, Inc. f/k/a Ideanomics, Inc. (8374); WAVE Wind Down, LLC f/k/a Wireless Advanced Vehicle Electrification, LLC (6793); Solectrac, Inc. (4653); Timios Holdings Corp. (0190); Justly Holdings Inc. (3657); Justly Markets Wind Down LLC f/k/a Justly Markets LLC f/k/a Delaware Board of Trade Holdings, Inc. (5107); VIA Motors International, Inc. (7063); and VIA Motors, Inc. (0185). The headquarters for the above-captioned Debtors is located at 217 W. 18th Street, PO Box 70, New York, NY 10113.

Square, 500 Delaware Avenue, 8th Floor, P.O. Box 1150, Wilmington, DE 19899 (Attn: Ricardo Palacio (rpalacio@ashbygeddes.com) and Gregory A. Taylor (gtaylor@ashbygeddes.com)); (ii) counsel to DIP Lender, Faegre Drinker Biddle & Reath LLP 600 Campus Drive, Florham Park, New Jersey 07932 (Attn: Frank Velocci (frank.velocci@faegredrinker.com)); and 1177 Avenue of the Americas, 41st Floor, New York, New York 10036 (Attn: Michael P. Pompeo (Michael.pompeo@faegredrinker.com)); and (iii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Jonathan W. Lipshie (jon.lipshie@usdoj.gov)) (each, an "Application Recipient" and collectively, the "Application Recipients").

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE FINAL FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

[Remainder of Page Intentionally Left Blank]

Dated: February 13, 2026
Wilmington, Delaware

ASHBY & GEDDES, P.A.

/s/ Ricardo Palacio
Ricardo Palacio (DE Bar No. 3765)
Gregory A. Taylor (DE Bar No. 4008)
500 Delaware Avenue, 8th Floor
P.O. Box 1150
Wilmington, DE 19899
Tel: (302) 654-1888
Fax: (302) 654-2067
Email: RPalacio@ashbygeddes.com
GTaylor@ashbygeddes.com

- and -

FOLEY & LARDNER LLP
John A. Simon (admitted *pro hac vice*)
Jake W. Gordon (admitted *pro hac vice*)
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
Telephone: (313) 234-7100
Facsimile: (313) 234-2800
Email: jsimon@foley.com
jake.gordon@foley.com

- and -

Timothy C. Mohan (admitted *pro hac vice*)
1144 15th Street, Suite 2200
Denver, CO 80202
Telephone: (720) 437-2000
Facsimile: (720) 437-2200
Email: tmohan@foley.com

Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Simon Certification

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
IDEX WIND DOWN, INC. f/k/a IDEANOMICS, INC., *et al.*,[1]	Case No. 24-12728 (CTG)
Debtors.	(Jointly Administered)

CERTIFICATION OF JOHN A. SIMON

I, John A. Simon, hereby declare the following under penalty of perjury:

1. I am a partner of the law firm of Foley & Lardner LLP ("Foley"),[2] with an office located at 500 Woodward Ave., Suite 2700, Detroit, MI 48226-3489. I am a member in good standing of the Bars of the State of Michigan and the State of New York, and I have been admitted to practice in the United States District Courts for the Eastern District of Michigan and the Northern District of Illinois, and I have been admitted *pro hac vice* to practice in the United States Bankruptcy Court for the District of Delaware. There are no disciplinary proceedings pending against me.

2. I have personally performed many of the legal services rendered by Foley as lead bankruptcy counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or state identification number are, are: IDEX Wind Down, Inc. f/k/a Ideanomics, Inc. (8374); WAVE Wind Down, LLC f/k/a Wireless Advanced Vehicle Electrification, LLC (6793); Solectrac, Inc. (4653); Timios Holdings Corp. (0190); Justly Holdings Inc. (3657); Justly Markets Wind Down LLC f/k/a Justly Markets LLC f/k/a Delaware Board of Trade Holdings, Inc. (5107); VIA Motors International, Inc. (7063); and VIA Motors, Inc. (0185). The headquarters for the above-captioned Debtors is located at 217 W. 18th Street, PO Box 70, New York, NY 10113.

[2] Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Final Fee Application.

3. The facts set forth in the foregoing Final Fee Application are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the requirements of Local Rule 2016-1 and submit that the Final Fee Application substantially complies with that Local Rule. To the extent that the Final Fee Application does not comply in all respects with the requirements of Local Rule 2016-1, I believe that such deviations are not material and respectfully request that any such requirement be waived.

4. In addition, I certify that Foley has made reasonable efforts to comply with 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 (the "U.S. Trustee Guidelines"). With respect to section C.5 of the U.S. Trustee Guidelines, I certify the following with respect to the Final Fee Period:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees sought in the Final Fee Application did not exceed the fees budgeted for the time period covered by the application by 10% or more.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: The Final Fee Application includes 46.30 hours, totaling $33,904.68, for time spent to review and revise time entries to ensure compliance with the Local Rules and to avoid disclosure of privileged or confidential information.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: As noted above, the Final Fee Application includes 46.30 hours, totaling $33,904.68, for time spent to review and revise time entries to ensure compliance with the Local Rules and to avoid disclosure of privileged or confidential information.

Question: If the fee application includes any rate increases since retention:

i. Did your client review and approve those rate increases in advance?

ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11–458?

Response: Foley filed its *Notice of Annual Rate Increase of Foley & Lardner LLP* [Docket No. 200] for which the Debtors agreed. In addition, Foley's prepetition engagement letter with the Debtors advised that Foley's rates are adjusted each year, a term to which the Debtors also agreed.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated February 13, 2026

Respectfully submitted,

/s/ John A. Simon
John A. Simon
Partner at Foley & Lardner LLP

EXHIBIT B

Budget for Final Fee Period Compared to Actual Hours and Fees Incurred by Foley During the Final Fee Period

Task Code	Task Code Description	Budgeted Fees	Actual Fees
B110	Case Administration	$200,000-$250,000	$240,339.27
B120	Asset Analysis and Recovery	$5,000-$7,000	$10,080.00
B130	Asset Disposition	$400,000-$600,000	$738,527.00
B140	Relief from Stay/Adequate Protection Proceedings	$5,000-$12,000	44,041.38
B150	Meetings of and Communications with Creditors	$15,000-$20,000	$19,204.50
B160	Fee/Employment Applications	$200,000-235,500	$232,457.23
B180	Avoidance Action Analysis	$2,000-$10,000	11,088.40
B185	Assumption/Rejection of Leases and Contracts	$10,000-$13,000	$14,430.50
B190	Other Contested Matters	$3,000-$6,000	$5,712.00
B191	Creditor Claim and Insurer Administration	$310,500-$420,000	$417,287.30
B195	Non-Working Travel	$20,000-$25,000	$22,890.00
B210	Business Operations	$150,000-$200,000	$114,371.97
B220	Employee Benefits/Pensions	$110,000-$155,000	$168,951.28
B230	Financing / Cash Collections	$100,000-$150,000	$212,254.50
B240	Tax Issues	$5,000-$10,000	$9,737.50
B260	Board of Director Matters	$40,000-$45,000	$42,945.00
B310	Claims Administration and Objections	$5,000-$8,000	$7,950.00
B320	Plan and Disclosure Statement including Business Plan	$400,500-$450,000	$571,487.05
B420	Restructurings	$500-$1,000	$114.00
B430	Claims Administration/Review and Analyze	$10,500-$17,000	$40,784.82
	TOTAL		**$2,924,653.70**

Proposed and Actual Staffing Plan for Final Fee Period

	Proposed		Actual	
Position	**Number of Timekeepers**	**Estimated Average Hourly Rate[1]**	**Number of Timekeepers**	**Estimated Average Hourly Rate[2]**
Partners	4	$944.39	11	$996.18
Senior Counsel	1	$800.20	2	$786.99
Special Counsel			2	$485.70
Associates	3	$631.51	13	$656.37
Paralegals	1	$321.95	4	$342.23
Total	**11**	**$807.53**	**32**	**$836.07**

[1] The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the Chapter 11 Cases.

[2] The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the Chapter 11 Cases.

EXHIBIT C

Rate Disclosures for the Final Fee Period

The blended hourly rate for all U.S.-based Foley timekeepers, excluding time billed on bankruptcy and pro bono engagements and by timekeepers practicing primarily in Foley's Bankruptcy & Business Reorganization Practice Group, during period beginning from December 4, 2024 through February 13, 2026 (the "Final Fee Period"), was in the aggregate, approximately $807.53 per hour (the "Non- Bankruptcy Blended Hourly Rate").

The blended hourly rate for all Foley timekeepers who billed time to Foley's representation of the Debtors during the Final Fee Period was approximately $836.07 per hour (the "Debtors Blended Hourly Rate"). The following is a comparison of these rates:

Position	Debtors Blended Hourly Rate	Non-Bankruptcy Blended Hourly Rate
Partner	$996.18	$944.39
Associates[1]	$707.69	$680.19
Paralegals	$342.33	$321.95
All Positions	$836.07	$807.53

[1] Associate category includes Senior Counsel and Special Counsel.

EXHIBIT D

Supplemental Disclosures and Information Related to the Final Fee Application

Are rates in application higher than those approved or disclosed in retention?	No
Total amount of compensation previously requested pursuant to the Interim Compensation Order to date:	$2,708,358.70
Total amount of expense reimbursement previously requested pursuant to the Interim Compensation Order to date:	$33,785.95
Total compensation sought in this application approved to date pursuant to Interim Compensation Order:	$2,426,454.70
Total amount of expense reimbursement sought in this application approved to date pursuant to Interim Compensation Order:	$33,717.21
Compensation sought in this application already paid pursuant to Interim Compensation Order:	$2,635,308.34
Amount of expense reimbursement sought in this application already paid pursuant to Interim Compensation Order:	$45,639.51
Compensation sought in this application not yet paid pursuant to Interim Compensation Order:	$286,872.99
Number of professionals included in this application:	32
If applicable, number of professionals in this application not included in staffing plan approved by client:	N/A
If applicable, total attorneys billing less than 15 hours:	13
If applicable, difference between fees budgeted and compensation sought for the Final Fee Period:	N/A

EXHIBIT E

Summary of Total Fees Incurred and Hours Billed by Task Code
December 4, 2024 through February 13, 2026

Task Code	Task Code Description	Total Hours	Total Fees
B110	Case Administration	296.80	$240,339.27
B120	Asset Analysis and Recovery	9.90	$10,080.00
B130	Asset Disposition	800.80	$738,527.00
B140	Relief from Stay/Adequate Protection Proceedings	56.65	44,041.38
B150	Meetings of and Communications with Creditors	26.60	$19,204.50
B160	Fee/Employment Applications	319.40	$232,457.23
B180	Avoidance Action Analysis	12.00	11,088.40
B185	Assumption/Rejection of Leases and Contracts	19.30	$14,430.50
B190	Other Contested Matters	7.00	$5,712.00
B191	WiTricity Litigation	550.50	$411,319.80
B191A	Creditor Claim and Insurer Administration	5.60	$5,967.50
B195	Non-Working Travel	36.50	$22,890.00[1]
B210	Business Operations	124.60	$114,371.97
B220	Employee Benefits/Pensions	205.90	$168,951.28
B230	Financing / Cash Collections	241.20	$212,254.50
B240	Tax Issues	9.60	$9,737.50
B260	Board of Director Matters	42.10	$42,945.00
B310	Claims Administration and Objections	9.50	$7,950.00
B320	Plan and Disclosure Statement including Business Plan	672.80	$571,487.05
B420	Restructurings	0.20	$114.00
B430	Claims Administration/Review and Analyze	51.15	$40,784.82
TOTAL		**3,498.10**	**$2,924,653.70**

[1] This amount reflects a reduction of $7,380.00 related to fees billed at 50% for non-working travel as required by 2016-1(d)(ix) of the Local Rules for the United States Bankruptcy District of Delaware

EXHIBIT F

Summary of Hours by Professional Billed From December 4, 2024 through February 13, 2026

Attorney Name & Initials	Position	Department	Date of Admission	Hourly Billing Rate[1]	Hours Billed	Fees Billed
John A. Simon (JSIM)	Partner	Bankruptcy	2000	$975	254.50	$248,137.50
				$1,100	599.70	$659,670.00
				$1,225	12.50	$15,312.50
Mark A. Aiello (MAAI)	Partner	Litigation	1989	$825	129.90	$107,167.50
				$925	415.50	$379,448.29
				$1,050	2.80	$2,940.00
Val J. Albright	Partner	Tax, Benefits & Estate Planning	1977	$1,250.00	0.80	$1,000.00
Michael A. Abbott (MAA)	Partner	Benefits	1980	$1,050	0.30	$315.00
Hershel J. Howard	Partner	Business Law	1994	$1,100	2.40	$2,640.00
				$1,225	0.20	$245.00
Mark T. Plichta (MTP)	Partner	Transactions	1999	$1,050	33.10	$34,755.00
				$1,150	54.70	$62,905.00
Belinda Morgan (BSMO)	Partner	Benefits	2000	$850	6.00	$5,100.00
				$925	75.10	$69,433.19
Kimberly K. Dodd (KKD)	Partner	IP Litigation	2003	$975	10.50	$10,237.50
Marcus W. Sprow (MWSP)	Partner	Intellectual Property	2000	$975	0.10	$97.50
Mark J. Wolfson (MJW)	Partner	Bankruptcy	1982	$975	31.40	$30,615.00
Jeffrey S. Kopp (JSKO)	Partner	Labor & Employment	1996	$800	0.50	$400.00
				$875	8.10	$7,087.50

[1] Foley adjusted their billing rates on February 1, 2025 and February 1, 2026. Therefore, some timekeepers have two billing rates listed. The higher billing rates relate to time billed during the period of February 1, 2025 through February 28, 2025 and February 1, 2026 through February 13, 2026, respectively.

Attorney Name & Initials	Position	Department	Date of Admission	Hourly Billing Rate[1]	Hours Billed	Fees Billed
Timothy C. Mohan (TCM)	Senior Counsel	Bankruptcy	2013	$750	178.20	$133,650.00
				$825	412.40	$332,085.89
Robert T. Stewart (RTST)	Senior Counsel	Litigation	2014	$740	80.50	$59,570.00
				$825	10.00	$8,250.00
Tamar N. Dolcourt (TND)	Special Counsel	Bankruptcy	2009	$735	4.40	$3,234.00
				$800	1.5	$1,200.00
Elise M. Carter (EMCA)	Special Counsel	Litigation	2015	$430	24.70	$10,621.00
				$475	18.00	$8,550.00
Kameron Adams (KTAD)	Associate	Transactions	2024	$475	6.20	$2,945.00
				$525	20.20	$10,605.00
Samantha M. Adams (SAMS)	Associate	Benefits	2022	$600	47.60	$28,437.56
Eloise R. Asfora (ERAS)	Associate	Litigation	2024	$550	3.40	$1,870.00
Tyler Dever (TYDV)	Associate	Litigation	2015	$684	72.80	$49,795.20
				$810	42.10	$34,101.00
Casey Y. Geng (CYGN)	Associate	Litigation	2024	$448	1.90	$922.60
Jake W. Gordon (JWGO)	Associate	Finance	2017	$710	58.40	$41,464.00
	Senior Counsel			$815	88.00	$71,720.00
Amanda C. Hibbler (ACH)	Associate	Labor & Employment	2021	$675	5.00	$3,375.00
Raymond J. McVeigh (RJM)	Associate	Litigation	2020	$600	4.20	$2,520.00
Charles Morris (CHMO)	Associate	Litigation	2021	$550	27.20	$14,960.00
				$675	70.40	$47,520.00
Nora J. McGuffey (NMCG)	Associate	Bankruptcy	2020	$570	56.90	$32,433.00
				$700	95.90	$67,130.00
Mary Rofaeil (MRL)	Associate	Bankruptcy	2021	$570	87.30	$49,761.00
				$675	357.40	$239,692.68
				$800	11.80	$9,440.00

Attorney Name & Initials	Position	Department	Date of Admission	Hourly Billing Rate[1]	Hours Billed	Fees Billed
Cullen J. Werwie (CJW)	Associate	Benefits	2022	$510	1.60	$816.00
				$625	3.20	$2,000.00
Euigin K. Pace (EKPA)	Associate	Litigation	2024	$475	4.50	$2,137.50
Janelle C. Harrison (JCH)	Paralegal	Bankruptcy	N/A	$300	9.90	$2,970.00
				$330	40.70	13,400.40
				$420	8.00	$3,360.00
Nancy E. McCormick	Paralegal	Transactions	N/A	$420	0.60	$252.00
				$465	0.20	$93.00
Stephanie McFaul (SGM)	Paralegal	Transactions	N/A	$400	2.90	$1,160.00
Debra J. Vincent (DLV)	Paralegal	Transactions	N/A	$385	2.00	$770.00
TOTALS					**3,498.10**	**$2,924,653.70**

EXHIBIT G

Summary of Necessary Expenses
December 4, 2024 through February 13, 2026

Expense Category	Amount
Depositions / Transcripts	$98.60
Document Retrieval	$1,712.76
Electronic Legal Research Services	$108.50
LSS – eDiscovery Services	$800.00
Meals	$507.55
Other Expenses	$28.00
Publication of Notice	$29,371.90
Recording / Filing Fees	$2,534.25
Service Fees	$21.64
Transportation / Travel Expenses	$9,042.22
UCC, Tax Lien, Court Searches	$4,731.72
Total	**$48,957.14**

EXHIBIT H

Invoices
February 1, 2026 through February 13, 2026

FOLEY & LARDNER LLP

FOLEY & LARDNER LLP
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

Ideanomics, Inc.
Suite 5116
1441 Broadway
New York, NY 10018

Date: February 13, 2026
Invoice No.: 51238824
Our Ref. No.: 138466-0116

Remittance Advice

Re: Chapter 11

Current Invoice:

02/13/26 - 51238824	$31,390.50
Total Amount Due:	**$31,390.50**

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH (CTX or CCD+ transmission) with invoice number(s) included in the addenda of the ACH.

Please send electronic payment remittance advice and questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)

FOLEY & LARDNER LLP

FOLEY & LARDNER LLP
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

Ideanomics, Inc.
Suite 5116
1441 Broadway
New York, NY 10018

Date: February 13, 2026
Our Ref. No.:138466-0116

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
11/10/2025	51177543	$55,676.24	$44,554.74	$11,121.50
12/10/2025	51157006	$125,313.50	$100,250.80	$25,062.70
12/23/2025	51212898	$96,113.00	$76,890.40	$19,222.60
01/27/2026	51235742	$94,046.06	$0.00	$94,046.06
02/12/2026	51238417	$108,174.63	$0.00	$108,174.63
			Total Balance Outstanding:	$257,627.49

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
02/13/2026	51238824	$31,390.50	$0.00	$31,390.50
			Total Amount Due:	**$289,017.99**

Please reference all your invoice numbers with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

FOLEY & LARDNER LLP

FOLEY & LARDNER LLP
500 WOODWARD AVENUE
SUITE 2700
DETROIT, MI 48226-3489
TELEPHONE (313) 234-7100
FACSIMILE (313) 234-2800
WWW.FOLEY.COM

Ideanomics, Inc.
Suite 5116
1441 Broadway
New York, NY 10018

Date: February 13, 2026
Invoice No.: 51238824
Our Ref. No.: 138466-0116

Services through February 13, 2026

Amount due for professional services rendered regarding Chapter 11	$31,390.50
Amount Due:	**$31,390.50**

Please reference your invoice number 51238824 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

Professional Services Detail

B110 B110 - Case Administration

02/10/26	JSIM	Review Solectrac documents and schedules regarding conversion or dismissal issues.	1.00	$1,225.00
02/10/26	MAAI	Review multiple correspondence regarding open matters and plan transition items (0.5); conference with J. Simon regarding open matters (0.3).	0.80	$840.00
02/12/26	JSIM	Review and revise motion to dismiss case (.9); correspondence with Mr. Palacio regarding same (.2); review and revise motion to terminate Epiq (.8).	1.90	$2,327.50
02/12/26	MRL	Email correspondence with the Foley team regarding the motion to dismiss the Solectrac case (0.1); review and analyze the motion to dismiss the Solectrac case (0.2); review and revise the motion to terminate Epiq services (0.5).	0.80	$640.00
		Task Total:	4.50	$5,032.50

B130 B130 - Asset Disposition

02/06/26	JSIM	Correspondence with Mr. Flynn and Mr. Nappi regarding retainer recovery.	0.20	$245.00
		Task Total:	0.20	$245.00

B160 B160 - Fee/Employment Applications

02/01/26	MRL	Email correspondence with M. Aiello regarding fee professional invoices.	0.20	$160.00
02/02/26	MRL	Email correspondence with the Foley team regarding certain professional fee statements.	0.60	$480.00
02/03/26	JSIM	Review and revise escrow direction letter (.2); correspondence wiht Mr. Poor re same (.2).	0.40	$490.00
02/05/26	MRL	Review and revise the certificate of no objections for certain fee applications (0.3); email correspondence with Doeren regarding the status of the case and fee applications (0.4).	0.70	$560.00

02/06/26	JCH	Begin preparation of Foley Final Fee Application.	0.50	$210.00
02/06/26	MRL	Email correspondence with Doeren regarding the final fee application.	0.40	$320.00
02/09/26	JCH	Continue preparation of the Foley Final Fee Application.	3.00	$1,260.00
02/10/26	JCH	Continue work on Foley Final Fee Application.	3.00	$1,260.00
02/10/26	MRL	Email correspondence with SSG and Doeren regarding the final fee applications (0.3); begin drafting the Foley final fee application (0.3).	0.60	$480.00
02/11/26	JCH	Revise draft of Foley Final Fee Application.	0.50	$210.00
02/11/26	MRL	Review and analyze Foley invoice and time entries for confidentiality.	0.60	$480.00
02/12/26	JCH	Prepare draft of Foley monthly fee statement for January 2026 (.5); revisions to Doeren Mayhew Final Fee Application (.5).	1.00	$420.00
02/12/26	JSIM	Review and revise Foley January 2026 fee application.	0.50	$612.50
02/12/26	MRL	Review and revise the Epiq final fee application (0.9); Draft Foley's January fee statement (0.7); continue drafting Foley's final fee application (0.7); email correspondence with the Foley team regarding the same (0.2); review and revise the Doeren's final fee application (1.1); correspondence with the Foley team regarding the professionals' fee applications (0.5).	4.10	$3,280.00
		Task Total:	16.10	$10,222.50

B320 B320 - Plan and Disclosure Statement including Business Plan

02/02/26	JSIM	Review plan and escrow documents re funding isues (.6); calls with Mr. Warso re plan and professional fee funding (.3); calls and correspondecne with Mr. Poor re same (.4); review fee submissions re funding and timing issues re same (.8); correspondence wtih Mr. Poor and Mr. Nappi re same (.8).	2.90	$3,552.50
02/02/26	MRL	Draft an email to Tillou regarding the plan documents.	0.20	$160.00

02/03/26	JSIM	Correspondence with Mr. Nappi re professoinal fee issues regarding plan and plan trustee payment (.3); review issues re same (.2); call wtih Mr. Palacio re same (.2). review Epiq administrative claim issues (.4).	1.10	$1,347.50
02/03/26	MAAI	Multiple correspondence regarding plan and liquidation matters.	0.50	$525.00
02/03/26	MRL	Review and revise the notice of effective date (1.0); email correspondence with the Foley team regarding the same (0.3).	1.30	$1,040.00
02/04/26	JSIM	Review Epiq fee issues related to plan effectivenesss matters (.2); review asset purchase agreement re plan issues (.2); call with Mr. Tuttle and Mr. Warso and Mr. Nappi and Mr. Batawi re Epiq issues and plan service (.4); call with Mr. Nappi and Mr. Batai re same (.3); review plan related noticing issues (.5).	1.60	$1,960.00
02/04/26	MRL	Email correspondence with the Foley team regarding the next steps in the case after plan confirmation.	0.40	$320.00
02/06/26	JSIM	Call wtih Mr. Nappi re Epiq negotiation.	0.40	$490.00
02/06/26	MAAI	Telephone conference and review multiple correspondence with financial advisors and counsel regarding plan and liquidating trustee matters.	0.80	$840.00
02/06/26	MRL	Draft an email to Phoenix regarding the plan documents.	0.20	$160.00
02/06/26	NEMC	Review IRS response to faxed SS-4 submission for Ideanomics Liquidating Trust.	0.20	$93.00
02/09/26	JSIM	Correspondence with Mr. Poor, Mr. Nappi, Mr. Batawi and Foley team regarding plan steps (.9); call with Mr. Poor re effectiveness status and update (.2); call wtih Mr. Palacio re same (.1).	1.20	$1,470.00
02/09/26	MAAI	Telephone conference with counsel and multiple correspondence regarding transition and liquidating trustee matters.	0.70	$735.00

02/09/26	MRL	Email correspondence with the Foley team regarding the next steps in the case for effective date (0.5); correspond with J. Harrison regarding the same (0.4).	0.90	$720.00
02/10/26	JH	Review and respond to correspondence regarding application for employer identification number.	0.20	$245.00
02/10/26	JSIM	Review effective date issues (.3); call with Mr. Nappi, Mr. Batawi, Mr. Poor re same (.5); correspondence with Epiq re plan and effective date and filings (.2).	1.00	$1,225.00
02/10/26	MRL	Call with the Foley, Phoenix, and Ashby teams regarding the documents for effective date (0.4); email correspondence with Joe Nappi regarding the trust plan documents (0.4).	0.80	$640.00
02/12/26	JSIM	Review outstanding effective date issues and correspondence on same.	0.30	$367.50
		Task Total:	14.70	$15,890.50
		Services Total:	35.50	$31,390.50

Professional Services Summary

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	4.50	5,032.50
B130	B130 - Asset Disposition	0.20	245.00
B160	B160 - Fee/Employment Applications	16.10	10,222.50
B320	B320 - Plan and Disclosure Statement including Business Plan	14.70	15,890.50
Totals		**35.50**	**$31,390.50**