

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
Solyndra LLC, *et al.*,¹)
) Case No.: 11-12799 ()
)
) (Jointly Administered)
Debtors.)

**AFFIDAVIT OF DAVID D. RANSOM IN SUPPORT OF
APPLICATION OF THE DEBTORS PURSUANT TO SECTION 327(e)
OF THE BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE AND LOCAL RULE 2014-1
FOR AUTHORIZATION TO EMPLOY AND RETAIN McDERMOTT WILL & EMERY
AS SPECIAL COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

DAVID D. RANSOM, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of McDermott Will & Emery (“McDermott” or the “Firm”), located at 600 13th Street, N.W., Washington, D.C. 20005-3096, and have been duly admitted to practice law in the District of Columbia. This Affidavit is submitted in support of the *Application of the Debtors Pursuant to Section 327(e) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 for Authorization to Employ and Retain McDermott Will & Emery as Special Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* (the “Application”), which is being submitted concurrently herewith.

¹ The Debtors in these proceedings and the last four digits of each Debtor’s federal taxpayer identification number are as follows: Solyndra LLC (9771) and 360 Degree Solar Holdings, Inc. (5583). The Debtors’ address is 47488 Kato Road, Fremont, CA 94538.

2. The Firm consists of approximately 1,100 attorneys with a general practice. The Firm's attorneys have extensive experience representing clients in the areas in which it is proposed to be engaged.

3. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors (collectively, the "Debtors"), their creditors or any other parties in interest herein, or their respective attorneys, except as set forth below.

4. McDermott was employed by the Debtors prepetition with respect to responding to Congressional investigations.

5. McDermott has no current conflicts of interest in this case, as it does not represent any creditors in the instant case. McDermott does, however, have current client relationships with the following creditors in matters unrelated to this case:

Pacific Gas & Electric

Howard Hughes Medical Center

AMP Private Capital

AMCOR

Dow Corning

CMEA Ventures

Energy Future Holdings and First Data Corp., subsidiaries of KKR & Co.

HSH Nordbank

Plainfield Asset Management

6. McDermott has worked with many professionals, sometimes representing the same clients, clients with similar interests and clients with adverse interests in cases and may have worked with other professionals to be employed by the Debtors in these Cases. McDermott will work cooperatively with such professionals on behalf of the Debtors. McDermott has assured the Debtors that it will work closely with any such professionals to take care not to duplicate efforts in these Cases.

7. McDermott and certain of its partners, of counsel and associates may have in the past represented, and may currently represent and likely in the future will represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. McDermott will be in a position to identify with specificity any such persons or entities when lists of all creditors of the Debtors have been reviewed and will make any further disclosures as may be appropriate at that time.

8. McDermott is a “disinterested person” as that term is defined in section 101(14) of title 11 of the United States Code (the “Bankruptcy Code”) in that McDermott, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not, within 2 years before the date of the filing of the petitions, a director, officer or employee of the Debtors; and

c. do 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 Debtors, or for any other reason.

9. To the best of my knowledge, neither I, nor any partner, of counsel or associate of McDermott, insofar as I have been able to ascertain, has any connection with the U.S. Trustee or any person employed in the office of the U.S. Trustee or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of Delaware.

10. McDermott has received payments from the Debtors during the year prior to the Petition Date in the amount of \$23,829.60 in connection with its prepetition representation of the Debtors. McDermott will waive any amounts that it is owed by the Debtors for prepetition services provided to the Debtors.

11. McDermott intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, subject to approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals designated to represent the Debtors and their current standard hourly rates are:

| | | |
|----|-----------------|----------|
| a. | William F. Weld | \$825.00 |
| b. | Stephen M. Ryan | \$775.00 |
| c. | David D. Ransom | \$525.00 |
| d. | Gene Litvinoff | \$525.00 |

e. Jon P. Decker \$425.00

12. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

13. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, conference call and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval charges, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

14. No promises have been received by the Firm or by any partner, of counsel or associate thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any

other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among the partners, of counsel and associates of the Firm.

Dated: September 15, 2011

David D. Ransom
David D. Ransom

SWORN TO AND SUBSCRIBED before me
this 15th day of September, 2011

Jammi M. Jennings
Notary Public

My Commission Expires: June 14, 2016

