

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	Chapter 11
)	
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , ¹)	Case No. 18-50757
)	(Jointly Administered)
Debtors.)	
)	
)	Hon. Judge Alan M. Koschik
)	

NOTICE OF AUCTION AND SALE HEARING

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF FIRSTENERGY SOLUTIONS CORP. AND ITS AFFILIATED DEBTORS:

PLEASE TAKE NOTICE that:

1. **Approval of Bid Procedures.** By Order dated December 19, 2018 [Docket No. 1861] (the “Order”), the United States Bankruptcy Court for the Northern District of Ohio (the “Bankruptcy Court”) authorized FirstEnergy Generation, LLC (“FG”) to market, solicit bids, conduct an auction (the “Auction”) and select the highest or otherwise best bidder at the Auction for the sale and transfer (the “Sale Transaction”) of FG’s assets related to the West Lorain Power Plant (the “West Lorain Assets”). The terms of the solicitation of bids, conduct of the Auction, and selection of the highest or otherwise best bid for the West Lorain Assets shall be governed by the Bankruptcy Court-approved bidding procedures (the “Bid Procedures”). Copies of the Bid Procedures and the Order can be accessed free of charge on the website established by FG’s claims and noticing agent, PrimeClerk LLC at <http://cases.primeclerk.com/FES>. The Order also approved FG’s selection of Vermillion Power, L.L.C. (the “Stalking Horse Purchaser”) to serve as a stalking horse purchaser and the provision of bid protections thereto (the “Bid Protections”).

2. **Relevant Dates and Deadlines.** A summary of the relevant key dates and deadlines for the Sale Transaction is below:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors’ address is: 341 White Pond Dr., Akron, OH 44320.

Deadline to File Notice of Assumption and Assignment and Schedule of Proposed Cure Costs, If Any	December 20, 2018
Deadline to Serve Sale Hearing Notice	December 20, 2018
Bid Deadline	January 9, 2019 (at 5:00 p.m.)
Deadline to Notify Qualified Bidders	January 10, 2019 (at 5:00 p.m.)
Auction (if required)	January 15, 2019 (at 9:00 a.m.)
Deadline to Publish Notice of Auction Results	January 16, 2019
Deadline to Object to Sale Transaction	January 18, 2019 (at 4:00 p.m.)
Assumption and Assignment Objection Deadline	January 18, 2019 (at 4:00 p.m.)
Sale Hearing	January 25, 2019 (at 10:00 a.m.)

3. **Auction.** Pursuant to the Order and the Bid Procedures, if FG receives one or more timely and acceptable Qualified Bids (as defined in the Bid Procedures), in addition to the Stalking Horse Purchaser’s bid, for the Retail Power Sales Assets, an Auction shall take place on **January 15, 2019 at 9:00 a.m. (Eastern Time)**, at the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036. Only parties that have submitted a Qualified Bid, as set forth in the Bid Procedures, by no later than **January 9, 2019 at 5:00 p.m. (Eastern Time)** (the “Bid Deadline”) may bid at the Auction. Any party that wishes to take part in this process and submit a bid for the West Lorain Assets must submit their bid prior to the Bid Deadline and in accordance with the Bid Procedures. Only representatives of FG, Qualified Bidders, the Committee, the Stalking Horse Purchaser, and the Supporting Parties shall be entitled to be present at the Auction. Any and all other creditors or parties in interest interested in attending the Auction must provide FG with notice of their intent to attend the Auction by sending a fax or e-mail to counsel for FG, Akin Gump Strauss Hauer & Feld LLP (Attn: David H. Botter, Esq., Zachary Wittenberg, Esq., and Kate Doorley, Esq.) (dbotter@akingump.com; zwittenberg@akingump.com; kdoorley@akingump.com) Fax: (212) 872-1002.

4. **Objections to Assumption and Assignment.** No later than December 20, 2018, FG shall file with the Court a notice of assumption and assignment (the “Notice of Assumption and Assignment”) listing all of the Executory Contracts that the Stalking Horse Purchaser proposes to be assumed and assigned to it in connection with the Sale Transaction (each, an “Assumed Contract”). Any counterparty to an Assumed Contract shall file any objection to the proposed assumption and assignment of the Assumed Contracts (and must state in its objection,

with specificity, the legal and factual basis thereof) no later than **January 18, 2019 at 4:00 p.m. (Eastern Time)**.

5. **Sale Hearing.** A hearing (the “Sale Hearing”) to consider the sale of the West Lorain Assets to the Successful Bidder will be held at **10:00 a.m. (Eastern Time) on January 25, 2019**, before the Honorable Alan M. Koschik, United States Bankruptcy Judge, United States Bankruptcy Court for the Northern District of Ohio, 260 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308. The Sale Hearing may be continued from time to time without further notice other than the announcement by FG of the adjourned date(s) at the Sale Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by FG with the Bankruptcy Court.

6. **Objection to Sale Transaction.** Objections to the Sale Transaction, if any, must be filed and served so as to actually be received by (i) FG, FirstEnergy Generation, LLC, 341 White Pond Drive, Akron, OH 44320 (Attn: Rick Giannantonio, Esq.); (ii) counsel for FG, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036-6745 (Attn: David H. Botter, Esq. and Zachary Wittenberg, Esq.) and 1333 New Hampshire Avenue, N.W., Washington, DC 20036 (Attn: Scott L. Alberino, Esq. and Kate Doorley, Esq.); (iii) local counsel for FG, Brouse McDowell LPA, 388 South Main St., Suite 500, Akron, OH 44311 (Attn: Kate Bradley, Esq. and Bridget A. Franklin, Esq.); (iv) the Office of the United States Trustee, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue East, Suite 441, Cleveland, OH 4414 (Attn: Tiiara Patton, Esq.); (v) counsel to the Stalking Horse Purchaser King & Spalding LLP, 1185 Avenue of the Americas, New York, NY 10036 (Attn: Jonathan M.A. Melmed, Esq.); (vi) counsel to the Ad Hoc Noteholder Group, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Joshua K. Brody, Esq.); (vii) counsel to the Mansfield Certificateholders Group, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022 (Attn: George A. Davis, Esq. and Andrew Parlen, Esq.); (viii) counsel to the Committee, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005 (Attn: Evan Fleck, Esq. and Parker Milender, Esq.); and (ix) counsel to the Mortgage Trustee, Pryor Cashman LLP, 7 Times Square, New York, NY 10036 (Attn: Patrick Sibley, Esq.) no later than **January 18, 2019 at 4:00 p.m. (Eastern Time)**.

7. Unless an objection is timely served and filed in accordance with this notice, it may not be considered by the Bankruptcy Court and the Bankruptcy Court may grant the relief requested in the Sale Motion without further hearing and notice.

8. This Notice of Auction and Sale Hearing is subject to the fuller terms and conditions of the Order and the Bid Procedures, with such Order controlling in the event of any conflict, and FG encourages parties in interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale of the West Lorain Assets and/or copies of any related document, including the Motion, the Stalking Horse Agreement, or the Order, may make a written request to: counsel for FG, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: David H. Botter, Esq. and Zachary Wittenberg, Esq.). In addition, copies of the Motion, the Order and this Notice may be examined by interested parties (i) free of charge at the website established for these chapter 11 cases by FG’s court appointed claims and noticing agent, PrimeClerk LLC, at <http://cases.primeclerk.com/FES>

or (ii) on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the internet at www.ohnb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov).

Dated: December 20, 2018

Respectfully submitted,

/s/ Kate M. Bradley

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