

**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 (AMK)
)	(Jointly Administered)
)	
Debtors.)	
)	Hon. Judge Alan M. Koschik
)	

NOTICE OF ESTABLISHMENT OF GENERAL BAR DATE, GOVERNMENT BAR DATE, AMENDED SCHEDULES BAR DATE AND REJECTION DAMAGES BAR DATE FOR FILING PROOFS OF CLAIM AGAINST THE BANKRUPTCY ESTATE

THIS NOTICE DESCRIBES IMPORTANT DEADLINES AND PROCEDURES THAT AFFECT YOUR LEGAL RIGHTS. YOU MAY WISH TO CONSULT WITH AN ATTORNEY TO PROTECT YOUR RIGHTS.

DEBTOR	CASE NO.
FirstEnergy Solutions Corp.	18-50757 (AMK)
FE Aircraft Leasing Corp.	18-50759 (AMK)
FirstEnergy Generation LLC	18-50762 (AMK)
FirstEnergy Generation Mansfield Unit 1 Corp.	18-50763 (AMK)
FirstEnergy Nuclear Generation LLC	18-50760 (AMK)
FirstEnergy Nuclear Operating Company	18-50761 (AMK)

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 LLC (6928), case no. 18-50764. The Debtors' address is 341 White Pond Dr., Akron, OH 44320.

Norton Energy Solutions LLC	18-50764 (AMK)
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PLEASE TAKE NOTICE THAT, on March 31, 2018 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Northern District of Ohio (the “Bankruptcy Court”). The Debtors continue to operate their businesses and manage their property as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

The Bankruptcy Court entered an *Order Establishing General, Government, Amended Schedules and Rejection Damages Claims Bar Dates and Approving Form and Manner of Notice Thereof* on August 22, 2018 [Docket No. 1199] (the “Bar Date Order”),² establishing certain dates by which parties holding certain prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code.

For your convenience, enclosed with this notice (this “Notice”) is a proof of claim form (a “Proof of Claim Form”), which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases on May 15, 2018 (the “Schedules”). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Northern District of Ohio. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim in these chapter 11 cases:

- (a) ***The General Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities, excluding governmental units, holding claims (whether secured, unsecured priority or unsecured non-priority) against the Debtors that

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, **including requests for payment pursuant to section 503(b)(9), are required to file proofs of claim by the General Bar Date (i.e., by October 15, 2018, at 5:00 p.m., prevailing Eastern Time)** (the “General Bar Date”). The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims and unsecured non-priority claims.

- (b) ***The Government Bar Date.*** Pursuant to the Bar Date Order, all governmental units holding claims (whether secured, unsecured priority or unsecured non-priority) against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, **including requests for payment pursuant to section 503(b)(9), are required to file proofs of claim by the Government Bar Date (i.e., by October 15, 2018, at 5:00 p.m., prevailing Eastern Time)** (the “Government Bar Date”). The Government Bar Date applies to all types of claims against the Debtors held by governmental units that arose prior to the Petition Date, **including** any claims you have against the Debtor for unpaid taxes, and whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtor was a party.
- (c) ***The Rejection Damages Bar Date.*** The Bar Date Order establishes the later of (i) the General Bar Date or the Government Bar Date, as applicable, and (ii) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days following the date of service of the entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors;
- (d) ***The Amended Schedule Bar Date.*** The Bar Date Order establishes the later of (i) the General Bar Date, or (ii) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days from the date on which the Debtors provide notice of an amendment to the Schedules (as defined herein) as the deadline by which claimants holding claims affected by such amendment must file proofs of claim with respect to such claim.

II. WHO MUST FILE A PROOF OF CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date *must* file proofs of claim on or before the General Bar Date, the Government Bar Date, as applicable, or any other bar date set forth in the Bar Date Order, as applicable:

- (a) any entity whose claim against a Debtor is **not** listed in the applicable Debtors’ Schedules or is listed as contingent, unliquidated or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;

- (b) any entity that believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- (c) any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules;
- (d) any former or current full-time, part-time, salaried or hourly employees must submit a proof of claim relating to any claims arising before the Petition Date excluding any claims for wages, salary, commissions or any employee or retiree benefits, including, but not limited to, vacation, frozen and banked vacation, severance, deferred compensation, pension, life insurance, and healthcare; or
- (e) any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM BY THE GENERAL BAR DATE OR THE GOVERNMENT BAR DATE, AS APPLICABLE

Certain parties are not required to file proofs of claim by the applicable Bar Date. The Court may, however, enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the applicable Bar Date, need **not** file proofs of claims by the applicable Bar Date.

- (a) any entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with Prime Clerk in a form substantially similar to Official Form 10;
- (b) any entity whose claim is listed on the Schedules if: (i) the claim is **not** scheduled as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- (c) any entity whose claim has previously been allowed by order of the Court;
- (d) any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- (e) any Debtor having a claim against another Debtor;

- (f) any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- (g) any entity whose claim (a "Debt Claim") is limited to the repayment of principal, interest and/or other applicable fees and charges owed under any bond or note issued by the Debtors pursuant to an indenture or any bonds supported by notes issued by the Debtors, including but not limited to, pollution control revenue bonds supported by notes issued by FG and NG (a "Debt Instrument"); provided, however, that (i) the foregoing exclusion in this subparagraph shall not apply to the Indenture Trustee under the applicable Debt Instruments (an "Indenture Trustee"); (ii) the Indenture Trustee under a Debt Instrument must file one proof of claim pursuant to section 501(a) of the Bankruptcy Code, on or before the General Bar Date on account of all Debt Claims arising in connection with a Debt Instrument and (iii) any person or entity that wishes to assert a claim arising out of or relating to a Debt Instrument other than a Debt Claim will be required to file a proof of claim, unless another exception herein applies;
- (h) any retail customer of FES on account of claims for refunds, overpayments, billing credits, other credits, grants, deposits, or other amounts owed under a Customer Program (as defined in the *Debtors' Motion for Entry of an Order Authorizing the Debtors to (i) Maintain and Administer Customer Programs and to Perform Under Customer Agreements, (ii) Honor Obligations Related Thereto, and (iii) Establish Procedures for Notifying Customers in the Debtors' Chapter 11 Cases* (the "Customer Programs Motion") [Docket No. 18]);³
- (i) a former or current full-time, part-time, salaried or hourly employee of the Debtors for any wages, salary, commissions, or any employee or retiree benefits, including, but not limited to, vacation, frozen and banked vacation, severance, deferred compensation, pension, life insurance, and healthcare;⁴
- (j) any entity holding a claim for which a separate deadline is fixed by this Court; and
- (k) any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course; *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a

³ The Debtors have filed a motion seeking to sell FES's retail customer business [Docket No. 908]. As part of the proposed sale, it is anticipated that all retail customers' contracts will be assumed and assigned to the buyer and all customer deposits will be transferred to the buyer. In the event that the sale of FES's retail customer business does not occur or all retail customers' contracts are not assumed and assigned to the buyer, the Debtors will seek authorization from the Court to set a subsequent customer bar date.

⁴ To the extent that all such employee and retiree obligations are not being assumed by the reorganized Debtors, FirstEnergy Corp. or otherwise, the Debtors will seek authorization from the Court to set a subsequent employee bar date for former and current employees.

request for payment or a proof of claim on or prior to the General Bar Date or the Government Bar Date, as applicable.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM

The following requirements shall apply with respect to filing and preparing each proof of claim:

- (a) **Contents.** Each proof of claim must: (i) be legible; (ii) include a claim amount denominated in United States dollars unless the claim is a contingent claim and it is not possible to quantify the amount of the claim as of the date of the filing of the Proof of Claim Form; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- (b) **Section 503(b)(9) Claim.** Any proof of claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- (c) **Electronic Signatures Permitted.** Proofs of claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will not be accepted.
- (d) **Identification of the Debtor Entity.** Each proof of claim must clearly identify the Debtor against which a claim is asserted. A proof of claim filed under the joint administration case number or otherwise without identifying a specific Debtor, including by using an inaccurate spelling of the name of the Debtor or by using an inaccurate case number, will be deemed as filed only against FES.⁵
- (e) **Claim Against Multiple Debtor Entities.** Each proof of claim must state a claim against *only one* Debtor, clearly indicate the Debtor against which the claim is asserted, and be filed on the claims register of such Debtor. To the extent more

⁵ Notwithstanding the foregoing, the Debtors and their claims agent, Prime Clerk, may in the process of reviewing their books and records take appropriate action to seek to have proofs of claim reassigned to the correct Debtor if their books and records reasonably indicate that a claim asserted against a Debtor entity should have been asserted against a different Debtor entity or entities. Parties who have filed a proof of claim against an incorrect Debtor entity will not be prejudiced to the extent they later determine that such claim should have been filed against a different Debtor entity and timely amend such claim.

than one Debtor is listed on the proof of claim, such claim may be treated as if filed only against FES.

- (f) **Supporting Documentation.** Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such proof of claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that the creditor filing such proof of claim shall be required to transmit such writings to the Debtors' counsel upon request.
- (g) **Timely Service.** Each proof of claim must be filed, including supporting documentation, and **actually received** by Prime Clerk by either (a) electronic submission through the interface available at <https://cases.primeclerk.com/fes> or (b) non-electronic means, such as U.S. Mail or other hand delivery system, to the following address:

FirstEnergy Solutions Corp. Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.
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- (h) **Receipt of Service.** Claimants wishing to receive acknowledgment that their proofs of claim were received by Prime Clerk must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Prime Clerk) and (ii) a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- (a) YOU MAY BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR SUCCESSORS, OR THEIR PROPERTY (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- (b) THE DEBTORS AND THEIR PROPERTY MAY, UPON A CONFIRMED CHAPTER 11 REORGANIZATION PLAN BECOMING EFFECTIVE, BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;

- (c) YOU MAY NOT BE TREATED AS A CREDITOR (AS DEFINED IN SECTION 101(10) OF THE BANKRUPTCY CODE) WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION UNDER AN PLAN OF REORGANIZATION OR LIQUIDATION FILED IN THESE CHAPTER 11 CASES;
- (d) YOU MAY NOT BE ENTITLED TO RECEIVE FURTHER NOTICES SENT TO CREDITORS; PROVIDED, HOWEVER, THAT A HOLDER OF A CLAIM SHALL BE ABLE TO ASSERT AND VOTE UPON ANY UNDISPUTED, NONCONTINGENT AND LIQUIDATED CLAIMS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH HOLDER, IN THE AMOUNT SET FORTH IN THE SCHEDULES, AND RECEIVE DISTRIBUTION UNDER ANY PLAN OF REORGANIZATION OR LIQUIDATION IN THESE CASES ON ACCOUNT OF SUCH SCHEDULED CLAIM;
- (e) YOU MAY NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- (f) YOU MAY NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS.

VI. AMENDMENTS TO THE DEBTORS' SCHEDULES

If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of (a) the General Bar Date, and (b) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days after the date that on which the Debtors provide notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which claimants holding claims affected by the amendment must file proofs of claim with respect to such claim.

VII. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, priority, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VIII. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the

descriptions set forth on the enclosed Proof of Claim Forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth the amount of your claim (if any) as scheduled; identifies the Debtor entity against which it is scheduled; specifies whether your claim is listed in the Schedules as disputed, contingent, or unliquidated; and identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need **not** file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

IX. ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on Prime Clerk's website at <http://cases.primeclerk.com/fes>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.ohnd.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:00 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Northern District of Ohio, 2 South Main Street, Akron, Ohio 44308.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' claims agent, Prime Clerk, directly by writing to: FirstEnergy Solutions Corp. Claims Processing Center, c/o Prime Clerk LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232 or contact the Debtors' restructuring hotline at: (855) 934-8766.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM