

This document was signed electronically on August 22, 2018, which may be different from its entry on the record.

IT IS SO ORDERED.

Dated: August 22, 2018



ALAN M. KOSCHIK
U.S. Bankruptcy Judge

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
)	

ORDER ESTABLISHING GENERAL, GOVERNMENT, AMENDED SCHEDULES AND REJECTION DAMAGES CLAIMS BAR DATES AND APPROVING FORM AND MANNER OF NOTICE THEREOF

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) setting October 15, 2018, or approximately 55 days after the entry of the Bar Date Order, as the bar date for filing proofs of claim for nongovernmental units and requests for payment under section

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.

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

503(b)(9) of the Bankruptcy Code, and setting October 15, 2018 as the bar date for filing proofs of claim for governmental units and requests for payment under section 503(b)(9) of the Bankruptcy Code; (b) establishing the bar date for the filing of proofs of claim by claimants affected by any amendments to the Debtors' Schedules and for damages resulting from the rejection of any executory contract or unexpired lease of the Debtors; (c) approving the form of and manner for filing proofs of claim and section 503(b)(9) requests for payment; and (d) approving the form of notice for the Bar Dates, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of the cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

I. The Bar Dates and Procedures for Filing Proofs of Claim.

2. Each entity,³ excluding governmental units, that asserts a claim (whether secured, unsecured priority, or unsecured non-priority) against the Debtors that arose (or are deemed to

³ Except as otherwise defined in this Motion or the First Day Declaration, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein:

have arisen) prior to the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of claim, substantially in the form attached hereto as **Exhibit 1** (the “Proof of Claim Form”) or Official Form 10.⁴ Except in the case of certain exceptions explicitly set forth herein, **all proofs of claim must be filed so that they are actually received on or before October 15, 2018, at 5:00 p.m., prevailing Eastern Time (the “General Bar Date”), at the address and in the form set forth herein.**

The General Bar Date applies to all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date, excluding claims held by governmental units against the Debtors and except for claims specifically exempt from complying with the General Bar Date as set forth in this Bar Date Order.

3. Each governmental unit holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code and including governmental units with claims against the Debtors for unpaid taxes, whether such claims arose from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, shall be required to file a Proof of Claim Form or Official Form 10. **All proofs of claim filed by governmental units must be filed so that they are actually received on or before October 15, 2018, at 5:00 p.m., prevailing Eastern Time (the “Government Bar Date”).**

(a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

⁴ Copies of Official Form 10 may be obtained by: (a) calling the Debtors’ restructuring hotline at 855-934-8766; (b) visiting the Debtors’ restructuring website at: <http://cases.primeclerk.com/fes>; (c) writing to the Debtors’ claim processing center at FirstEnergy Solutions Corp. Claims Processing Center c/o Prime Clerk LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232; and/or (d) visiting the website maintained by the Court at <https://www.ohnb.uscourts.gov>. Accessing the Prime Clerk website and obtaining the Proof of Claim Form is free of charge.

4. The bar date for creditors to file proofs of claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall be the later of (a) the General Bar Date or the Government Bar Date, as applicable, and (b) 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 (the “Rejection Damages Bar Date”).

5. The bar date for creditors to file proofs of claim arising if the Debtors amend their Schedules shall be such that the proofs of claim are actually received by Prime Clerk at the later of (a) the General Bar Date or the Government Bar Date, as applicable, and (b) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days from the date on which the Debtors mail notice of the amendment to the Schedules.

6. All proofs of claim must be filed so as to be actually received by Prime Clerk, LLC (“Prime Clerk”), the noticing and claims agent retained in these chapter 11 cases, on or before the General Bar Date (or, where applicable, on or before any other Bar Dates as set forth herein, including the Government Bar Date, the Rejection Damages Bar Date and the Amended Schedules Bar Date, as may be applicable). Any holder of a claim against one or more of the Debtors who is required, but fails, to file a proof of claim in accordance with this Order on or before the General Bar Date, Governmental Bar Date, Rejection Damages Bar Date and Amended Schedules Bar Date as applicable: (a) may be forever barred, estopped, and permanently enjoined from asserting such claim in these Chapter 11 Cases against the Debtors, their successors, or their property (and from filing a proof of claim with respect thereto), and the Debtors, their successors, 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 such claim; (b) 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 any plan of reorganization or liquidation filed in these Chapter 11 Cases; and (c) 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 distributions under any plan of reorganization or liquidation in these cases on account of such scheduled claim.

II. Parties Exempted from the General Bar Date.

7. Except as set forth herein, the General Bar Date, or in the case of governmental units, the Government Bar Date, applies generally to any secured, unsecured priority, or unsecured nonpriority claim that arose prior to or on the Petition Date, including any claims against the Debtor for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtor was a party, whether or not Debtor previously obtained authorization to pay any such claim, except for

- (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 Customer Programs Motion);
- (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;
- (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 request for payment or a proof of claim on or prior to the General Bar Date or the Government Bar Date, as applicable.

III. Substantive Requirements of Proofs of Claim.

8. 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 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.

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.

- (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.**

- (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.

IV. Identification of Known Creditors.

9. The Debtors shall mail notice of the General Bar Date (or the Government Bar Date, the Rejection Bar Date or the Amended Schedules Bar Date, as applicable) to their known creditors and entities the Debtors reasonably believe may have a claim against the Debtors, and such mailing shall be made to the last known mailing address for each such creditor.

V. Procedures for Providing Notice of the Bar Dates.

a. Mailing of Bar Date Notices.

10. No later than five business days after the Court enters the Bar Date Order, the Debtors propose to cause written notice of the Bar Dates, substantially in the form annexed as **Exhibit 2** to **Exhibit A** attached hereto (the "Bar Date Notice"), and a Proof of Claim Form (collectively, the "Bar Date Package") to be mailed via first class mail to the following entities:

- (a) the U.S. Trustee;
- (b) counsel to the Official Committee of Unsecured Creditors;
- (c) counsel to FirstEnergy Corp.;

- (d) UMB Bank, N.A.;
- (e) counsel to UMB Bank, N.A.;
- (f) the Bank of New York Mellon Trust Company;
- (g) counsel to the Bank of New York Mellon Trust Company;
- (h) Wilmington Savings Fund Society, FSB;
- (i) counsel to Wilmington Savings Fund Society, FSB;
- (j) MetLife Capital, L.P.;
- (k) counsel to MetLife Capital, L.P.;
- (l) counsel to the Ad Hoc Group of Holders of the 6.85% Pass Through Certificates due 2034;
- (m) counsel to the Ad Hoc Group of Unaffiliated Holders of Pollution Control Notes;
- (n) all creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors;
- (o) all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order or that are listed on the General Service List;
- (p) all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Bar Date Order;
- (q) all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- (r) all entities that were party to executory contracts and unexpired leases with the Debtors as of the Petition Date (as described in the Schedules filed by each Debtor on May 15, 2018), excluding all retail customers of FES;
- (s) all entities that are party to litigation with the Debtors; and
- (t) all current employees, all former employees who currently receive any benefits or payments from the Debtors, all former employees who are owed any amounts based on the Debtors' books and records, and all former employees employed by the Debtors within the last 2 years.

11. The Debtors shall provide each of the creditors listed on the Debtors' Schedules with a "personalized" Proof of Claim Form, which will indicate how the Debtors have scheduled the creditor's claim in the Schedules, including: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated or disputed; and (d) whether the claim is listed as secured, unsecured priority or unsecured non-priority. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect or incomplete. Additionally, any creditor may choose to submit a proof of claim on a different form as long as it is substantially similar to Official Form 10.

12. After the initial mailing of the Bar Date Package, the Debtors may, in their discretion, make supplemental mailings of notices (including to entities the Debtors reasonably believe may have a claim against the Debtors), including in the event that: (a) notices are returned by the post office with forwarding addresses;⁶ (b) certain parties acting on behalf of parties in interest (*e.g.*, banks and brokers with respect to equity or interest holders) decline to pass along notices to those parties and instead return their names and addresses to the Debtors for direct mailing; and (c) additional potential claimants become known as the result of the Bar Date noticing process. In this regard, the Debtors request that the Court permit it to make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 24 days in advance of the applicable Bar Date, with any such mailings deemed timely and the Bar Date being applicable to the recipient creditors.

⁶ However, if notices are returned as "return to sender" without a forwarding address, the Debtors respectfully request that they should not be required to mail additional notices to such creditors.

b. Publication of Bar Date Notice.

13. The Debtors shall provide notice of the Bar Dates by publication as soon as practicable after the entry of this Order. The Debtors shall publish the Bar Date Notice, modified for publication, substantially in the form annexed as **Exhibit 3** attached hereto (the “Publication Notice”), on one occasion in each of the publications listed on **Exhibit 4** attached hereto. The Publication Notice includes a telephone number that creditors may call to obtain copies of a Proof of Claim Form, and information concerning the procedures and appropriate deadline for filing a proof of claim.

VI. Notice of Bar Dates.

14. Notice of the Bar Dates as set forth in this Bar Date Order and in the manner set forth herein (including the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code and the Bankruptcy Rules.

VII. Miscellaneous.

15. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

16. Notwithstanding the *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* [Docket No. 161], the Debtors will not provide notice to retail customers of FES of the Bar Dates. 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 of

FES's retail customer business, the Debtors will seek authorization from this Court for a subsequent customer bar date.

17. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

18. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

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SUBMITTED BY:

/s/ Bridget A. Franklin

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Counsel for Debtors and Debtors in Possession

EXHIBIT 1

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT, NORTHERN DISTRICT OF OHIO

Fill in this information to identify the case (Select only one Debtor per claim form):

- FirstEnergy Solutions Corp.(Case No. 18-50757)
- FE Aircraft Leasing Corp. (Case No. 18-50759)
- FirstEnergy Nuclear Generation, LLC (Case No. 18-50760)
- FirstEnergy Nuclear Operating Company (Case No. 18-50761)
- FirstEnergy Generation, LLC (Case No. 18-50762)
- FirstEnergy Generation Mansfield Unit 1 Corp. (Case No. 18-50763)
- Norton Energy Storage L.L.C. (Case No. 18-50764)

Modified Official Form 410

Proof of Claim

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

Name of the current creditor (the person or entity to be paid for this claim) _____
 Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

No
 Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?

Where should payments to the creditor be sent? (if different)

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Name _____
 Number Street _____
 City State ZIP Code _____
 Contact phone _____
 Contact email _____

Name _____
 Number Street _____
 City State ZIP Code _____
 Contact phone _____
 Contact email _____

4. Does this claim amend one already filed?

No
 Yes. Claim number on court claims registry (if known) _____

Filed on _____
 MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

No
 Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$_____ Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.

Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____

Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$_____

Amount of the claim that is secured: \$_____

Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$_____

Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$_____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- No
- Yes. *Check one:*
- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
 - Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).
 - Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).
 - Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).
 - Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).
 - Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

- No
- Yes. **Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.**

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____(mm/dd/yyyy)

Signature

Name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Instructions for Proof of Claim

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form. Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://cases.primeclerk.com/FES>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

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

Do not file these instructions with your form

EXHIBIT 2

Bar Date Notice

**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)
Norton Energy Solutions LLC	18-50764 (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.

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 ,] 2018 [Docket No.] (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

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.

- (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 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

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.

- (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 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.**

- (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 111232 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

Dated: [____], 2018

SUBMITTED BY:

/s/

BROUSE MCDOWELL LPA

Marc B. Merklin (0018195)
Kate M. Bradley (0074206)
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- and -

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- and -

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Facsimile: (202) 887-4288
salberino@akingump.com
kdoorley@akingump.com

Counsel for Debtors and Debtors in Possession

EXHIBIT 3

Publication Notice

estates, and trusts who have a claim or potential claim against the Debtors that arose prior to March 31, 2018, no matter how remote or contingent such right to payment or equitable remedy may be, including requests for payment under section 503(b)(9) of the Bankruptcy Code, MUST FILE A PROOF OF CLAIM on or before October 15, 2018, at 5:00 p.m., prevailing Eastern Time (the “General Bar Date”). Governmental entities who have a claim or potential claim against the Debtors that arose prior to March 31, 2018, no matter how remote or contingent such right to payment or equitable remedy may be, including requests for payment under section 503(b)(9) of the Bankruptcy Code, MUST FILE A PROOF OF CLAIM on or before October 15, 2018, at 5:00 p.m., prevailing Eastern Time (the “Government Bar Date”).

ANY HOLDER OF CLAIM AGAINST ONE OR MORE OF THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF CLAIM IN ACCORDANCE WITH THIS ORDER ON OR BEFORE THE GENERAL BAR DATE, GOVERNMENTAL BAR DATE, REJECTION DAMAGES BAR DATE AND AMENDED SCHEDULES BAR DATE AS APPLICABLE: (A) MAY BE FOREVER BARRED, ESTOPPED, AND PERMANENTLY ENJOINED FROM ASSERTING SUCH CLAIM IN THESE CHAPTER 11 CASES AGAINST THE DEBTORS, THEIR SUCCESSORS, OR THEIR PROPERTY (AND FROM FILING A PROOF OF CLAIM WITH RESPECT TO, AND THE DEBTORS, THEIR SUCCESSORS, 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 SUCH CLAIM; (B) 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 ANY PLAN OF REORGANIZATION OR LIQUIDATION FILED IN THESE CHAPTER 11 CASES; AND (C) 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 DISTRIBUTIONS UNDER ANY PLAN OF REORGANIZATION OR LIQUIDATION IN THESE CASES ON ACCOUNT OF SUCH SCHEDULED CLAIM.

Filing a Proof of Claim. Each Proof of Claim must be filed 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.**

Contents of Proofs of Claim. 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. Please note that each proof of claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such proof of claim is treated as if filed only against FirstEnergy Solutions, Corp., or if a proof of claim is otherwise filed without identifying a specific Debtor, the proof of claim may be deemed as filed only against FirstEnergy Solutions, Corp.

Electronic Signatures Permitted. Proofs of claim signed electronically by the claimant or an authorized agent or legal representative of the claimant shall 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.

Section 503(b)(9) Requests for Payment. 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).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form, or translations of this notice, the Bar Date Notice, the Bar Date Order, or certain other pleadings, orders, and notices, or related documents, you may do so by: (a) calling the Debtors' restructuring hotline at 855-934-8766 (toll free) and/or (b) visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/fes>.

EXHIBIT 4

List of Publications

Akron Beacon Journal	The Doylestown Intelligencer/Bucks County
Akron Legal News	Courier Times/Burlington County Times
Crain's Cleveland Business	The Morning Call
Dayton Daily News	The Morning Journal
Herald-Star	The New York Times
Intelligencer Journal/Lancaster New Era	The News-Herald
Martins Ferry Times Leader	The Patriot News
Perry County Tribune	The Plain Dealer
Pittsburgh Business Times	The Repository
Pittsburgh Post-Gazette	The Times (The Beaver County Times)
Port Clinton News Herald	The Times-Tribune
Reading Eagle	The Toledo Journal
The Beacon	The Vindicator
The Blade	Tribune Review
The Cincinnati Enquirer	USA Today
The Columbus Dispatch	Wall Street Journal