

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SUNEDISON, INC., et al.,	:	Case No. 16-10992 (SMB)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	

**ORDER GRANTING DEBTORS' AMENDED MOTION FOR ORDER PURSUANT TO
BANKRUPTCY CODE SECTIONS 102 AND 105, BANKRUPTCY RULES 1015, 2002,
9007, AND 9036, AND LOCAL BANKRUPTCY RULE 2002 AUTHORIZING THE
ESTABLISHMENT OF CERTAIN NOTICE, CASE MANAGEMENT,
AND ADMINISTRATIVE PROCEDURES**

Upon the motion (the "Motion")² of the Debtors for an order, pursuant to sections 102(1), 105(a), and 105(d) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 1015(c), 2002(m), 9007, and 9036 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2002-2 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"), approving and implementing the notice, case management, and administrative procedures annexed hereto as Exhibit 1 (collectively, the "Case Management Procedures"); and upon the First Day Declaration; and due and sufficient notice of the Motion having been given under the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

² Capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and other parties in interest; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED to the extent set forth herein.
2. The Case Management Procedures, as set forth on Exhibit 1 hereto, are approved and shall govern all applicable aspects of these Chapter 11 Cases, except as otherwise ordered by the Court.
3. A printed copy of this Order, including the Case Management Procedures set forth on Exhibit 1 hereto, shall be served upon all parties on the Master Service List (as defined in the Case Management Procedures) within three (3) days of entry of this Order.
4. To the extent the Case Management Procedures conflict with the Bankruptcy Rules or the Local Bankruptcy Rules, the Case Management Procedures shall govern and supersede such rules.
5. The first four omnibus hearings are scheduled as follows:
 - May 19, 2016 at 10:00 a.m. (Prevailing Eastern Time);
 - June 7, 2016 at 10:00 a.m. (Prevailing Eastern Time);
 - July 14, 2016 at 10:30 a.m. (Prevailing Eastern Time);
 - August 11, 2016 at 10:00 a.m. (Prevailing Eastern Time).
6. The Debtors' claims and noticing agent, Prime Clerk, is authorized, but not directed, to establish a case website at <https://cases.primeclerk.com/sunedison> where, among other things, key dates and information about the Debtors' Chapter 11 Cases, including

electronic copies of all pleadings filed in these Chapter 11 Cases, may be posted to be viewed free of charge.

7. Any notice sent by the Debtors or any other party in interest shall be deemed to comply with the requirements set forth in Bankruptcy Code section 342(c)(1).

8. The requirements set forth in Local Bankruptcy Rule 9013-1(b) are satisfied by the contents of the Motion.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York

May 20th, 2016

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN

EXHIBIT 1

Case Management Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SUNEDISON, INC., et al.,	:	Case No. 16-10992 (SMB)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	

NOTICE, CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES

On April 21, 2016, SunEdison, Inc. (“SUNE”) and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors” and, together with their non-Debtor affiliates, “SunEdison” or the “Company”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108. Additional factual background information regarding the Debtors, including the events leading to these Chapter 11 Cases, is set forth in detail in the Declaration of Patrick M. Cook, Vice-President – Capital Markets And

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Corporate Finance of SunEdison, Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the “First Day Declaration”) [Docket No. 4].²

On [_____], 2016, the Court entered an order (the “Procedures Order”) approving the notice, case management, and administrative procedures (the “Case Management Procedures”) set forth herein pursuant to Bankruptcy Code sections 102(1), 105(a), and 105(d), Rules 1015(c), 2002(m), 9007 and 9036 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2002-2 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), and General Order M-399 of the United States Bankruptcy Court for the Southern District of New York (Bankr. S.D.N.Y. May 17, 2010) (superseding General Order M-242) (“General Order M-399”). Anyone may obtain a copy of the Procedures Order, as well as any document filed with the Court in the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), by: (a) accessing the website maintained by Prime Clerk LLC (“Prime Clerk” or the “Notice and Claims Agent”) at <https://cases.primeclerk.com/sunedison> (the “Case Website”); (b) contacting Prime Clerk directly at (855) 388-4575 (toll free for callers within the United States) and (646) 795-6966 (for international callers); or (c) for a nominal fee, accessing the PACER system on the Court’s website at www.nysb.uscourts.gov. Finally, paper copies of all pleadings filed in the Chapter 11 Cases may be available from the Court.

Pursuant to the Procedures Order, all notices, motions, applications, briefs, memoranda, affidavits, declarations, objections, responses, replies and other documents filed in the Chapter 11 Cases are subject to, and will not be deemed properly served unless they are

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

served in accordance with, these Case Management Procedures. Additionally, while the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules apply to the Chapter 11 Cases, to the extent there is a conflict between the foregoing and the Case Management Procedures, the Case Management Procedures govern in all respects. *Accordingly, all parties in interest are strongly encouraged to review these Case Management Procedures in their entirety and consult their own legal counsel with respect to any of the matters discussed herein prior to filing any documents in these Chapter 11 Cases.*

Case Management Procedures

I. HEARING PROCEDURES

1. ***Matters to Be Heard at Omnibus Hearings.*** Except as otherwise provided below, the Court shall schedule periodic omnibus hearings (the “Omnibus Hearings”) to consider all notices, motions, applications, and other requests for relief, briefs, memoranda, affidavits, declarations, replies, and other documents filed in support of such papers seeking relief (collectively, the “Requests for Relief”), and all objections and responses to such Requests for Relief (collectively, the “Objections”, and together with the Requests for Relief and all other filed documents, the “Court Filings”), pursuant to the following procedures:

2. ***Initial Omnibus Hearings.*** The first four Omnibus Hearings are scheduled as follows:

- May 19, 2016 at 10:00 a.m. (Prevailing Eastern Time);
- June 7, 2016 at 10:00 a.m. (Prevailing Eastern Time);
- July 14, 2016 at 10:30 a.m. (Prevailing Eastern Time);
- August 11, 2016 at 10:00 a.m. (Prevailing Eastern Time).

3. ***Subsequent Omnibus Hearings.*** The Debtors shall be authorized to request additional periodic Omnibus Hearings, which shall be scheduled in cooperation with the

Court. Upon scheduling, Prime Clerk shall post the dates of the additional Omnibus Hearings on the Case Website. Parties may contact Prime Clerk for information concerning all scheduled Omnibus Hearings.

4. ***Proposed Omnibus Hearing Agenda.*** Two business days before each Omnibus Hearing, the Debtors' counsel shall file a proposed agenda with regard to the matters scheduled to be heard at such Omnibus Hearing (the "Proposed Hearing Agenda"). The Proposed Hearing Agenda may include notice of matters that have been consensually adjourned to a later Omnibus Hearing in lieu of parties filing a separate notice of adjournment; provided that for all matters adjourned to a later Omnibus Hearing or some other future date, the Debtors also will electronically file (but need not serve) a notice of adjournment with respect to such matter(s).

5. ***Content of Proposed Hearing Agenda.*** The Proposed Hearing Agenda will include, to the extent known by Debtors' counsel: (a) the docket number and title of each matter scheduled to be heard at such Omnibus Hearing, including the initial filing and any Objections, replies, or documents related thereto; (b) whether the matters are contested or uncontested; (c) whether the matters have settled or are proposed to be continued; (d) a suggestion for the order in which the matters should be addressed; and (e) any other comments that will assist the Court.

6. ***Matters that May Be Heard at Non-Omnibus Hearings.*** Subject to consultation with the Court's chambers, hearings in connection with individual and omnibus claim objections, applications for professional compensation and reimbursement, pre-trial conferences, asset sales and trials related to adversary proceedings, approval of a disclosure statement, confirmation of a plan and any other Court Filing filed by the Debtors may be

scheduled for dates other than the Omnibus Hearing dates; provided, however, that non-emergency hearings in connection therewith may be scheduled on a non-Omnibus Hearing date with encouraged consultation with counsel to (i) the Creditors' Committee (as defined below), (ii) the Tranche B Lenders (as defined in the DIP Credit Agreement) and the Steering Committee (as defined below), and (iii) the DIP Agent (as defined below), which consultation shall occur as soon as practicable, and the Debtors shall include a statement in the filed Court Filing as to the positions of the Creditors' Committee, the Tranche B Lenders, the Steering Committee, and the DIP Agent with respect to the scheduling of such non-Omnibus Hearing date; provided, however, that initial pre-trial conferences scheduled in connection with adversary proceedings involving the Debtors shall be set on the next available Omnibus Hearing date that is at least 45 days after the filing of the complaint; and provided, further, that hearings on all other Requests for Relief, except for those Requests for Relief specifically referenced in this paragraph or requiring emergency relief, filed by any party must be scheduled for an Omnibus Hearing.

7. ***Evidentiary Hearing.*** Except as provided in Local Bankruptcy Rule 9014-2, with respect to any Court Filing, if an Objection or other responsive pleading is filed, the Omnibus Hearing shall not be deemed an evidentiary hearing at which witnesses may testify, unless the Court orders otherwise. Additionally, any Court Filing requesting or requiring the Court to make a factual finding must be supported by competent evidence (e.g., declarations, affidavits, and exhibits).

8. ***Telephonic Appearances.*** A party desiring to participate in a hearing telephonically must request permission from chambers and notify counsel to the Debtors at least 48 hours before the applicable hearing. If chambers permits telephonic participation, the party participating telephonically must arrange such participation with Court Call or another

participating telephonic appearance service provider, adhering to the procedures for telephonic participation applicable in the Court. Those parties participating by phone may not use speakerphones unless first authorized by the Court; by reason of technical limitations of the equipment, and the way speakerphones disrupt proceedings in the courtroom, speakerphone authorizations usually will not be granted. Persons participating by phone (and especially by speakerphone) must put their phones on “mute” except when they need to be heard.

II. FILING AND SERVICE PROCEDURES

9. All Court Filings filed in these Chapter 11 Cases shall be filed electronically with the Court on the docket of *In re SunEdison, Inc., et al.*, Case No. 16-10992 (SMB), in accordance with the Court’s General Order M-399, by registered users of the Court’s case filing system (the “Electronic Filing System”). Further, pursuant to Local Bankruptcy Rule 9070-1, at least one hard copy of any Court Filing (other than proofs of claim) shall be (a) marked “Chambers Copy” and delivered in an unsealed envelope to the chambers of the Honorable Stuart M. Bernstein, United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408, not later than the next business day following the date on which such Court Filing is electronically filed, and (b) delivered by first class mail to the Office of the United States Trustee for the Southern District of New York (the “United States Trustee”).

A. The Service List.

10. ***Parties Entitled to Service.*** All Court Filings (other than proofs of claim) shall be served on the following parties (collectively, the “Service List”), in the manner set forth in these Case Management Procedures.

- a. **Master Service List.** Prime Clerk shall maintain a master service list (the “Master Service List”). The Master Service List shall be made available by (i) accessing the Case Website, (ii) contacting Prime Clerk directly, or (iii) contacting the Debtors’ counsel directly. The Master Service List shall include the following parties:

- (i) the Chambers of the Honorable Stuart M. Bernstein (the “Chambers”), United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004;
- (ii) the Debtors and their counsel, including lead counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, and proposed co-counsel to the Debtors, Togut, Segal & Segal LLP;
- (iii) the Office of the United States Trustee for the Southern District of New York (the “United States Trustee”);
- (iv) counsel to the Official Committee of Unsecured Creditors appointed in these Chapter 11 Cases (the “Creditors’ Committee”);
- (v) counsel to the Tranche B Lenders (as defined in the DIP Credit Agreement) and the steering committee of the second lien creditors (the “Steering Committee”);
- (vi) counsel to the administrative agent under the Debtors’ prepetition first lien credit agreement;
- (vii) counsel to the administrative agent under the Debtors’ prepetition second lien credit agreement;
- (viii) counsel to the collateral trustee under the Debtors’ prepetition second lien credit agreement;
- (ix) counsel to the indenture trustee under each of the Debtors’ outstanding bond issuances;
- (x) counsel to the administrative agent under the approved postpetition debtor-in-possession financing facility (the “DIP Agent”);
- (xi) counsel to the ad hoc group of certain holders of the Debtors’ Convertible Senior Notes (the “Ad Hoc Group of Convertible Senior Noteholders” or the “Ad Hoc Group”);
- (xii) counsel to TerraForm Power, Inc. and TerraForm Global, Inc.;
- (xiii) the U.S. Attorney for the Southern District of New York;
- (xiv) the Securities and Exchange Commission; and
- (xv) the Internal Revenue Service.

b. 2002 List. Prime Clerk shall maintain a list of all parties that have filed a

request to receive service of Court Filings pursuant to Bankruptcy Rule 2002 (the “2002 List”). The 2002 List shall be made available by (i) accessing the Case Website, (ii) contacting Prime Clerk directly, or (iii) contacting the Debtors’ counsel directly.

- (i) ***Filing Requests for Documents Requires Email Address.*** A request for service of Court Filings pursuant to Bankruptcy Rule 2002 (each, a “2002 Notice Request”) filed with the Court shall be deemed proper only if it includes the following information with respect to the party filing such request: (a) name; (b) street address; (c) name of client(s), if applicable; (d) telephone number; (e) facsimile number; and (f) email address.
- (ii) ***Certification Opting Out of Email Service.*** Any party filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an email address and thereafter cannot receive service by email must include in the 2002 Notice Request a certification to that effect (each, a “Certification”). A Certification shall include a statement certifying that the party (a) does not maintain an email address and (b) cannot practicably obtain an email address at which the party could receive service. Such party will thereafter receive paper service in accordance with these Case Management Procedures.
- (iii) ***Email Address Required.*** If a 2002 Notice Request fails to include an email address or a Certification, the Debtors shall forward a copy of these Case Management Procedures to such party within five business days requesting an email address. If no email address or Certification is provided in response to such request, such party shall not be added to the 2002 List or served with copies of Court Filings unless such Court Filings directly affect such party.
- (iv) ***Changes in Information.*** Each party submitting a 2002 Notice Request is responsible for filing with the Court an updated 2002 Notice Request as necessary to reflect changes to any notice information and must serve a copy of such updated 2002 Notice Request upon the Debtors.

- c. ***Affected Entities.*** All entities with a particularized interest in the subject matter of a specific Court Filing (each, an “Affected Entity”), including the entity filing the Request for Relief, is entitled to be served with all Court Filings relating to that interest.

- 11. ***Maintenance of the Service List.*** At least every 30 days, Prime Clerk

shall update the Service List by making any necessary additions and deletions and post the

updated Service List on the Case Website. Prime Clerk shall post the Service List on the Case Website commencing as of the date that is no later than ten (10) days from the date hereof.

B. Filing and Service of Court Filings Generally.

12. ***Electronic Filing and Service.*** All Court Filings shall be filed electronically with the Court, using the Court's Electronic Filing System and served via email, other than service of a summons and complaint in an adversary proceeding or documents filed under seal, which shall be deemed to constitute proper service for all parties who are sent such email service; provided, however, Court Filings shall be served on the Master Service List by email and by first class mail. Service by email is not and shall not be effectuated by filing a document through the Court's Electronic Filing System alone and having that system generate a notice that includes a link to such document. Service by email requires a separate email to effectuate electronic service. Subject to the limited exclusions set forth herein, each party that files a notice of appearance and a 2002 Notice Request shall be deemed to have consented to electronic service of all Court Filings, except as provided herein.

- a. **Email Subject Line.** With respect to the service of any Court Filing, the subject line of the email shall include (i) the Debtors' case name and number, *In re SunEdison, Inc., et al.*, Case No. 16-10992 (SMB), (ii) the name of the party filing such Court Filing, and (iii) the title of the Court Filing being served. If the title of the Court Filing is too long to fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full title of such Court Filing.
- b. **Email Attachments.** All Court Filings served by email shall include the entire document, including any proposed form(s) of order, exhibits, attachments, or other materials, in PDF, readable by Adobe Acrobat or other equivalent document reader programs commonly available without cost. Parties may submit scanned exhibits, but all other Court Filing documents, including any proposed form(s) of order, must be submitted in text searchable format. Notwithstanding the foregoing, if a Court Filing cannot be attached to an email (because of its size, technical difficulties, or other concerns), the filing party may serve the Court Filing by U.S. mail, including the proposed form(s) of order and any exhibits, attachments, and

other relevant materials; provided that the Court Filing is served by hand or overnight delivery on the Master Service List.

13. ***Paper Service of Certain Affected Entities.*** To the extent an Affected Entity's email address is not available, the Debtors (or any other party filing a Court Filing) shall serve such Affected Entity with paper copies by first class mail or private mail service.

14. ***Waiver of Filing Deadlines.*** If any Court Filing is filed and served electronically via the Electronic Filing System, the filing deadlines requiring three additional days' notice set forth in Rule 6(e) of the Federal Rules of Civil Procedure (made applicable to adversary proceedings by Bankruptcy Rule 7005(b)(2)(D)) and Bankruptcy Rule 9006(f) shall not apply.

15. ***Form of Papers.*** Unless prior permission has been granted, motions, memoranda of law in support of motions, applications, and Objections are limited to 35 pages and replies and statements are limited to 15 pages. All Court Filings (other than exhibits) shall be double-spaced, 12-point font, with 1-inch margins and, unless ordered otherwise, shall be filed in text searchable format. The applicable Objection Deadline (as defined below) and hearing date shall appear on the upper right corner of the first page of the Notice of Hearing and on the upper right corner of the first page of each Pleading. The applicable hearing date shall appear on the upper right corner of the first page of any filed Objection.

16. ***Certificates of Service.*** Certificates of service for all Court Filings, including the Service List, need only be filed with the Court.

17. ***Right to Request Special Notice Procedures.*** Nothing herein shall prejudice the right of any party to seek an amendment or waiver of the provisions of these Case Management Procedures upon a showing of good cause including, without limitation, the right to file a motion seeking emergency ex parte relief or relief upon shortened notice.

18. ***Section 342 Notice Requirements.*** Any notice sent by the Debtors or any other party in interest shall be deemed to comply with the requirements set forth in Bankruptcy Code section 342(c)(1).

C. Filing and Service of Requests for Relief.

19. ***Requests for Relief to Be Heard at Omnibus Hearing.*** If a party files and serves a Request for Relief seeking relief pursuant to Bankruptcy Rules 2002(a) or (b), the hearing to consider such Request for Relief shall be set in accordance with the time period set forth in Bankruptcy Rules 2002(a) and (b) and 9006. For all other Requests for Relief, with the exception of those filed pursuant to the Presentment Procedures (as described below), Requests for Relief shall not be considered unless filed and served in accordance with the Case Management Procedures at least 21 calendar days before the next applicable hearing date (and if such 21st day is a date other than a business day, such Request for Relief must be filed and served by the first business day preceding such date); provided, however, that nothing in the Case Management Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rules 9006(b) and (c).

20. ***Inconsistent Filing.*** If a Request for Relief is filed by a party other than the Debtors and purports to set a hearing date inconsistent with these Case Management Procedures (an “Inconsistent Filing”), the Request for Relief shall be heard, without the necessity of a Court order, at the first Omnibus Hearing after the applicable notice period has expired, and all applicable deadlines shall be accordingly extended.

21. ***Emergency Scheduling Procedures.*** If a movant or applicant other than the Debtors determines that a Request for Relief requires emergency or expedited relief, the movant or applicant is encouraged to contact counsel for (i) the Debtors, (ii) the Creditors’ Committee, (iii) the Tranche B Lenders and the Steering Committee, and (iv) the DIP Agent,

each by telephone, and request that the motion or application be considered on an expedited basis. If counsel for (i) the Debtors, (ii) the Creditors' Committee, (iii) the Tranche B Lenders and the Steering Committee, and/or (iv) the DIP Agent disagrees with the movant's or applicant's request for emergency or expedited relief, then the movant or applicant may, by order to show cause, request an expedited hearing, in compliance with Local Bankruptcy Rule 9077-1.

22. ***Notices of Requests for Relief.*** A notice shall be affixed to the front of each Request for Relief and shall set forth (i) the title of the Request for Relief, (ii) the time and date of the Objection Deadline (as defined below), (iii) the parties on whom any Objection is to be served, and (iv) the Omnibus Hearing date at which the party intends to present the Request for Relief. The notice may also include a statement that the relief requested therein may be granted without a hearing if no Objection is timely filed and served in accordance with these Case Management Procedures (a "Presentment Notice"). If the notice filed with a Request for Relief includes a Presentment Notice, after the Objection Deadline (as defined below) has passed, and if no Objection has been filed and served in accordance with these Case Management Procedures, counsel to the party who filed the Request for Relief may file a certification that no Objection has been filed or served on them and may request that the Court grant the relief and enter an order without a hearing, in compliance with Local Bankruptcy Rule 9074-1(c).

23. ***Service of Requests for Relief.*** For any Court Filing for which particular notice is required to be served on all creditors and parties with a particular interest in the relief sought by any Request for Relief, including Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6007, and 9019, parties shall serve all such Court Filings only on the Service List in accordance with the following, unless otherwise ordered by the Court:

- a. in the case of any use, sale, lease, or abandonment of substantially all of the Debtors' property, on each party asserting an interest in that property;
- b. in the case of any relief from or modification of the automatic stay, on each party asserting a lien or other encumbrance on the affected property;
- c. in the case of the use of cash collateral or obtaining of credit, on each party asserting an interest in the cash collateral or a lien or other interest in property upon which a lien or encumbrance is proposed to be granted;
- d. in the case of a motion under Bankruptcy Rule 9019, on all parties to the relevant compromise and settlement, or that may be directly affected by such compromise or settlement;
- e. in the case of assumption, assignment, or rejection of an executory contract or an unexpired lease, on each party to the executory contract or the unexpired lease;
- f. any objection, opposition, response, reply, or further document filed directly in response to another party's Court Filing, on such other party; and
- g. on all parties as required by the Bankruptcy Rules, unless otherwise directed by the Court.

24. ***Notice Provisions Not Applicable to Certain Matters.*** Except as set forth

in the Case Management Procedures or otherwise provided by order of this Court, the notice provisions of the Case Management Procedures shall not apply to notices of the matters or proceedings described in the following Bankruptcy Rules:

- a. Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to Bankruptcy Code section 341);
- b. Bankruptcy Rule 2002(a)(2) (any proposed use, sale, or lease of property of the estate other than in the ordinary course of business, to the extent that such use, sale, or lease concerns all or substantially all of the Debtors' assets);
- c. Bankruptcy Rule 2002(a)(4) (hearing on the dismissal of a case or cases or the conversion of a case to another chapter);
- d. Bankruptcy Rule 2002(a)(5) (time fixed to accept or reject a proposed modification of a chapter 11 plan);
- e. Bankruptcy Rule 2002(a)(7) (time fixed for filing a proof of claim

pursuant to Bankruptcy Rule 3003(c));

- f. Bankruptcy Rule 2002(b)(1) (time fixed for filing objections to and any hearing to consider approval of a disclosure statement);
- g. Bankruptcy Rule 2002(b)(2) (time fixed for filing objections to and any hearing to consider confirmation of a chapter 11 plan);
- h. Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
- i. Bankruptcy Rule 2002(f)(1) (entry of an order for relief);
- j. Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
- k. Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);
- l. Bankruptcy Rule 2002(f)(6) (waiver, denial, or revocation of a discharge as provided in Bankruptcy Rule 4006);
- m. Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan); and
- n. Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should a case be converted to chapter 7 of the Bankruptcy Code).

25. ***Requests for Relief to Include Proposed Order.*** Parties submitting

written motions or other Requests for Relief shall be required to include a proposed order with such Request for Relief.

D. Filing and Service of Objections and Replies.

26. ***Deadline for Objections.*** Any Objection to a Request for Relief must be filed with the Court and served upon the party filing the Request for Relief and those parties on the Service List by the following deadlines (each, as applicable, the "Objection Deadline"):

- a. in the case of a Request for Relief filed 21 or more days before the applicable hearing, 4:00 p.m. (prevailing Eastern Time), seven calendar days before the applicable hearing;
- b. in the case of a Request for Relief set for hearing on an expedited basis

and filed fewer than 10 days before the applicable hearing, 12:00 p.m. (prevailing Eastern Time) on the business day preceding the applicable hearing;

c. in any case, as otherwise ordered by the Court.

27. ***Extension of Objection Deadline.*** The Objection Deadline may be extended without order of the Court upon the consent of the party filing the Request for Relief, but such party shall provide email notice to Chambers of any such extension.

28. ***Effect of Failure to File Objection by Objection Deadline.*** Failure to file an Objection by the Objection Deadline may cause the Court to not consider the Objection.

29. ***Effect of Adjournment.*** If any Request for Relief is adjourned, the Objection Deadline with respect thereto shall be extended to 4:00 p.m. (Prevailing Eastern Time) on the date that is 7 calendar days prior to the applicable hearing, and all other applicable deadlines shall be likewise extended.

30. ***Service of Objections.*** All Objections shall be filed with the Court and served by the applicable Objection Deadline upon the party filing the Request for Relief and those parties on the Service List, including each Affected Entity; provided that if the Objection Deadline is after the date that is seven days before the applicable hearing, then Objections shall also be served by email, facsimile, hand delivery, or overnight mail upon the following parties: (i) the Debtors, (ii) counsel to the Debtors, (iii) the United States Trustee, (iv) counsel to the Creditors' Committee, (v) counsel to the Tranche B Lenders and the Steering Committee, (vi) counsel to the administrative agent under the Debtors' prepetition first lien credit agreement, (vii) counsel to the administrative agent under the Debtors' prepetition second lien credit agreement, (viii) counsel to the collateral trustee under the Debtors' prepetition second lien credit agreement, (ix) counsel to the indenture trustee under each of the Debtors' outstanding bond

issuances, (x) counsel to the DIP Agent, (xi) counsel to the Ad Hoc Group, (xii) counsel to TerraForm Power, Inc. and TerraForm Global, Inc., and (xiii) each Affected Entity.

31. ***Service of Replies to Objections.*** If a Court Filing is a reply to an Objection, joinder to an Objection, or any statement, such Court Filing shall be filed with the Court and served upon those parties on the Service List, including each Affected Entity; provided, however, that such Court Filing is served so as to actually be received by (i) the Debtors, (ii) counsel to the Debtors, (iii) the United States Trustee, (iv) counsel to the Creditors' Committee, (v) counsel to the Tranche B Lenders and the Steering Committee, (vi) counsel to the administrative agent under the Debtors' prepetition first lien credit agreement, (vii) counsel to the administrative agent under the Debtors' prepetition second lien credit agreement, (viii) counsel to the collateral trustee under the Debtors' prepetition second lien credit agreement, (ix) counsel to the indenture trustee under each of the Debtors' outstanding bond issuances, (x) counsel to the DIP Agent, (xi) counsel to the Ad Hoc Group, (xii) counsel to TerraForm Power, Inc. and TerraForm Global, Inc., and (xiii) each Affected Entity by 4:00 p.m. (prevailing Eastern Time) on the date that is two (2) business days before the applicable hearing date; provided, however, that the deadline for the Debtors, the Creditors' Committee, the Tranche B Lenders, the Steering Committee, the DIP Agent, the Ad Hoc Group, and TerraForm Power, Inc. and TerraForm Global, Inc. shall be 12:00 p.m. (prevailing Eastern Time) on the date that is one (1) calendar day before the applicable hearing date. Sur-replies shall not be permitted or considered unless authorized by the Court.

32. ***Settlements.*** In the event that a matter is properly noticed for hearing and the parties reach a settlement of the dispute prior to the scheduled hearing, the parties may announce the settlement at the scheduled hearing. In the event that the Court determines that the

notice of the dispute and the hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement.

33. In the event that the Court determines that additional or supplemental notice is required, the Debtors shall serve such notice in accordance with the procedures set forth herein, and a hearing to consider such settlement shall be held on the next hearing date deemed appropriate by the Court.

34. Court Filings related to a compromise or settlement must be served on the Master Service List and any Affected Parties, but need not be served on all creditors.

E. Granting a Request for Relief Without a Hearing.

35. *Certificate of No Objection.* If no Objection to a Request for Relief is filed and served in a timely fashion, the movant may submit a proposed order granting the Request for Relief to the Court along with a certificate of no objection (a "Certificate of No Objection") stating that no Objection has been filed or served on the movant. By filing such certification, counsel for the movant represents to the Court that the movant is unaware of any Objection to the Request for Relief and that counsel has reviewed the Court's docket and no Objection appears thereon.

36. *Order May Be Entered Without Hearing.* Upon receipt of a Certificate of No Objection, the Court may enter an order granting the Request for Relief without further pleading, hearing, or request, and once an order granting such Request for Relief is entered, no further hearing on the Request for Relief shall be held.

37. ***Request for Relief May be Heard at a Hearing.*** After a Certificate of No Objection has been filed, the Request for Relief may be heard at the next Omnibus Hearing if the Court does not enter an order granting the Request for Relief before such Omnibus Hearing.

F. Filing and Service of Orders.

38. ***Service of Orders.*** All parties submitting orders shall serve a conformed copy of any entered order on (i) each Affected Entity, (ii) the Debtors, and (iii) Prime Clerk, within two business days of entry of the order. Prime Clerk shall post all orders on the Case Website.

G. Filing and Adversary Proceedings.

39. ***Serving Adversary Proceedings.*** All Court Filings in any adversary proceeding commenced in these Chapter 11 Cases shall be served upon each Affected Entity and any other parties required to be served under any applicable Bankruptcy Rule or Local Bankruptcy Rule.

40. ***Discovery Rules in Contested Matters and Adversary Proceedings.*** Federal Rules of Civil Procedure 26(a)(1) (initial disclosures), 26(a)(2) (disclosures with respect to expert testimony), 26(a)(3) (additional pretrial disclosures), and 26(f) (mandatory meeting before scheduling conference/discovery plan) are inapplicable in contested matters but are applicable to adversary proceedings arising under these Chapter 11 Cases.

H. Other Pleadings.

41. ***Joinders.*** Any party seeking to support any Court Filing may file an expression of support of such Court Filing (a “Joinder”). Unless otherwise ordered by the Court, filing a Joinder does not entitle such party to: (i) be an independent proponent of the Court Filing; (ii) independently support or oppose any related Court Filings; (iii) independently settle

the underlying Request for Relief that is the subject of the applicable Court Filing; (iv) independently receive a ruling from the Court on the Court Filing; or (v) participate in any discovery relating to such Court Filing; provided, however, that the foregoing restrictions shall not apply to the Tranche A Lenders, Tranche B Lenders, Steering Committee, or to the DIP Agent. The Court may deem a Joinder to be a brief in support of the applicable Court Filing, but the Court shall not consider any arguments or factual allegations contained in a Joinder but not in the related Court Filing, and no party shall be required to separately respond to a Joinder; provided, however, that the foregoing restrictions shall not apply to the Tranche A Lenders, Tranche B Lenders, Steering Committee, or to the DIP Agent.

42. ***Motion Practice for Lift Stay Actions.*** Except for an emergency, and subject to compliance with the Local Bankruptcy Rules, a motion filed by a non-Debtor party seeking relief from the automatic stay (a “Stay Relief Motion”) in accordance with Bankruptcy Code section 362 shall be noticed for consideration on the Omnibus Hearing date that is at least 21 days after the Stay Relief Motion is filed and notice thereof is served upon the Debtors. Unless otherwise ordered by the Court, the objection deadline shall be the later of (i) 14 calendar days after the filing and service of the Stay Relief Motion or (ii) three calendar days prior to the hearing scheduled with respect thereto.

43. Notwithstanding Bankruptcy Code section 362(e), if a Stay Relief Motion is scheduled in accordance with these Case Management Procedures for, or adjourned to, a hearing date 30 days after the filing of the Stay Relief Motion, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under Bankruptcy Code section 362(d) and

shall be deemed to have waived its right to assert the termination of the automatic stay under Bankruptcy Code section 362(e).

44. ***Motions for Summary Judgment.*** Pursuant to Local Bankruptcy Rule 7056-1, no motion for summary judgment may be made without first seeking a pre-motion conference. A request for such conference should be made by letter, filed and served in accordance with these Case Management Procedures, setting forth the issues to be presented under the summary judgment motion.

45. ***Motions for Reargument.*** Motions for reargument must identify with particularity the matter for reconsideration in accordance with Local Bankruptcy Rule 9023-1. If, after review of the motion, the Court determines that it wishes a response, and/or hearing, it will notify the applicable parties accordingly.

46. ***Motions for Temporary Restraining Orders.*** Parties seeking a temporary restraining order (a “TRO”) must comply with the requirements of Federal Rule of Civil Procedure 65(b). Applications for a TRO will be heard in open court, on the record, with a court reporter or audio recording. Parties wishing to oppose a TRO will be heard by telephone upon approval of the Court. Applicants seeking TROs are reminded of the need to submit with their motion papers the written affidavit required under Federal Rule of Civil Procedure 65(b) and Local Bankruptcy Rule 9077-1 confirming the notice provided to anyone who might wish to oppose the application. Any assertions that notice cannot or should not be given must likewise be supported by affidavit. Any request for a TRO must be preceded by a telephone call to Chambers, advising Chambers of the nature of the controversy, the need for emergency relief, why a noticed hearing for a preliminary injunction would be insufficient, when a hearing on the TRO application is needed, and when the motion papers will be forthcoming. Except in those

rare cases where advance notice of the TRO application would vitiate the purpose of a TRO (and where that can be established by affidavit), immediate telephonic notice of the application must be provided to all parties reasonably expected to be affected by entry of the TRO, or provisions therein. In addition, the motion papers on any TRO application must be hand delivered, emailed, or faxed to any such parties at the same time that the papers are provided to Chambers.

III. ADDITIONAL CASE MANAGEMENT PROCEDURES

47. *Adequate Notice.* Notice and service accomplished in accordance with the provisions set forth in these Case Management Procedures shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

48. *Computation of Time.* Unless otherwise specified herein, all time periods referenced in these Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).

49. *Effect of these Case Management Procedures.* The Bankruptcy Rules and the Local Bankruptcy Rules shall continue to apply to all proceedings in these Chapter 11 Cases, except to the extent that any provision of these Case Management Procedures by its terms supersedes or is inconsistent with such rules. Nothing in the Procedures Order shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of the Case Management Procedures upon a showing of good cause. The Debtors may seek to amend the Case Management Procedures from time to time throughout the Chapter 11 Cases, with the consent of the Creditors' Committee, the Required Tranche A Lenders and Tranche B Required Consenting Parties (each as defined in the DIP Credit Agreement), the Steering Committee, and the DIP Agent, and shall present such amendments to the Court by notice of presentment in accordance with the Case Management Procedures. Nothing in the Case Management

Procedures shall prejudice the right of any party to move the Court to request relief under Bankruptcy Code section 107(b) or Bankruptcy Rule 9018 to protect any entity with respect to a trade secret or confidential research, development, or commercial information, or to protect a person with respect to scandalous or defamatory matter contained in a Court Filing in these Chapter 11 Cases. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of the Procedures Order.

50. ***Promulgation of these Case Management Procedures.*** As soon as practicable after the entry of the Procedures Order, a copy of these Case Management Procedures shall be served by Prime Clerk on each of the parties on the Master Service List. In addition, shortly after the end of each calendar month, Prime Clerk shall serve a copy of these Case Management Procedures upon any party filing a 2002 Notice Request within such calendar month. To help ensure that all parties who may participate in these Chapter 11 Cases are aware of the terms of these Case Management Procedures, Prime Clerk shall post these Case Management Procedures on the Case Website.