

**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 OF SECOND AMENDED AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JUNE 7, 2016 AT 2:00 P.M.**

Location of Hearing: Before the Honorable Stuart M. Bernstein, Courtroom 723,
Manhattan Courthouse, One Bowling Green, New York, NY
10004-1408

I. UNCONTESTED MATTERS

1. Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 327, 330, and 331 Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business (Docket No. 30)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Documents:

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); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

- A. Interim Order Granting Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 327, 330, and 331 Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business (Docket No. 259)
- B. Second Interim Order Granting Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 327, 330, and 331 Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business (Docket No. 364)
- C. Order Vacating Interim Order Granting Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 327, 330, and 331 Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business (Docket No. 365)
- D. Order Granting Debtors' Motion for Order Authorizing Debtors to Employ and Pay Professionals Utilized in the Ordinary Course of Business Solely as it Relates to the Designation of Katten Muchin Rosenman LLP as an Ordinary Course Professional (Docket No. 382)

Status: A proposed final order will be submitted for consideration by the Court.

2. Debtors' Motion for Order Pursuant to Bankruptcy Code Section 362, Bankruptcy Rule 4001, and Local Bankruptcy Rule 4001-1 Granting Limited Relief from the Automatic Stay to Allow for Prosecution of Motion Dismissing SunEdison, Inc. as Defendant in Pending Litigation (Docket No. 304)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Documents: None to date.

Status: A proposed final order will be submitted for consideration by the Court.

3. Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a) and 521 and Bankruptcy Rules 1007(c) and 9006(b) Granting Further Extension of Time to File Schedules and Statements of Financial Affairs (Docket No. 306)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Documents:

- A. Order Granting Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 341, and 521, Bankruptcy Rules 1007(a)(3), 1007(c), 2002(d), 2002(m), and 9006(b) and Local Bankruptcy Rule 1007-1 (I) Granting Additional Time to File Schedules and Statements of Financial Affairs, (II) Granting Additional Time to File Reports of Financial Information Required Under Bankruptcy Rule 2015.3, (III) Authorizing Debtors to File Required Monthly Operating Reports on a Consolidated Basis, and (IV) Waiving Requirement (Docket No. 64)

Status: A proposed final order will be submitted for consideration by the Court.

4. Debtors' Application for Entry of Order Pursuant to Bankruptcy Code Sections 327(a) and 328(a), Bankruptcy Rules 2014 And 2016, and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing Employment and Retention of Togut, Segal & Segal LLP as Co-Counsel to the Debtors and Debtors in Possession, *Nunc Pro Tunc* to the Petition Date (Docket No. 307)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Documents: None to date.

Status: A proposed final order will be submitted for consideration by the Court.

5. Debtors' Amended Motion Pursuant to Bankruptcy Code Sections 105(a) and 363(b) Authorizing Debtors to Appoint John S. Dubel as Chief Restructuring Officer, *Nunc Pro Tunc* to April 29, 2016 (Docket No. 310)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed: None to date.

Replies Filed: None to date.

Additional Documents: None to date.

Status: A proposed final order will be submitted for consideration by the Court.

6. Debtors' Application for Entry of Order Pursuant to Bankruptcy Code Sections 327(a) and 328(a), Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules

2014-1 and 2016-1 Authorizing Employment and Retention of KPMG LLP as Auditor and Tax Consultant *Nunc Pro Tunc* to the Petition Date (Docket No. 311)

Objection Deadline: May 31, 2016 at 4:00 p.m.
Responses Filed: None to date.
Replies Filed: None to date.
Additional Documents: None to date.
Status: A proposed final order will be submitted for consideration by the Court.

7. Motion of Official Committee of Unsecured Creditors for Entry of an Order (I) Clarifying the Scope of Creditor Access to Information and Establishing Creditor Information Sharing Procedures and Protocols Under 11 U.S.C. §§ 105(a), 107(b), and 1102(b)(3)(A) and (II) Authorizing Official Committee of Unsecured Creditors to Utilize Prime Clerk LLC as Information Agent in Connection Therewith (Docket No. 337)

Objection Deadline: May 31, 2016 at 4:00 p.m.
Responses Filed: None to date.
Replies Filed: None to date.
Additional Documents: None to date.
Status: A proposed final order will be submitted for consideration by the Court.

8. Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(A), 363(B), 363(F), 363(M), 1107, and 1108 and Bankruptcy Rules 2002, 6004, 9006, and 9019 Authorizing and Approving Entry Into Commitment Letter for Certain Project Sales and Granting Releases in Connection Therewith (Docket No. 374)

Objection Deadline: June 2, 2016 at 11:30 a.m.
Responses Filed: None to date.
Replies Filed: None to date.
Additional Documents:

A. Supplemental Declaration of Brian Kirk in Support of Debtors' Motion to Authorize Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(A), 363(B), 363(F), 363(M), 1107, and 1108 and Bankruptcy Rules 2002, 6004, 9006, and 9019 Authorizing and Approving Entry Into

Commitment Letter for Certain Project Sales and Granting Releases in
Connection Therewith (Docket No. 482)

Status: A supplemental declaration was filed at docket no.
482 and a proposed final order will be submitted for
consideration by the Court.

II. CONTESTED MATTERS

9. Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 26)

Objection Deadline: May 3, 2016 at 4:00 p.m. (unless
specifically extended by the Debtors)

Responses Filed:

- A. Westchester Fire Insurance Company's Objection to Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 169)
- B. Atlantic Specialty Insurance Company's Objection to Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 171)
- C. Limited Objection to Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code

Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 224)

- D. Argonaut Insurance Company's Limited Objection to Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 267)
- E. Limited Objection of Overseas Private Investment Corporation to Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 291)
- F. Objection of the Yieldcos to the Debtors' DIP Motion (Docket No. 292)
- G. Official Committee of Unsecured Creditors' Objection to Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors to (a) Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (b) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363, and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 296)

Replies Filed:

- H. Debtors' Omnibus Reply to Various Objections to Entry of a Final Order Approving Post-Petition Financing (Docket No. 326)

Additional Documents:

- I. Declaration of Homer Parkhill in Support of Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) To Obtain Postpetition Financing Pursuant To Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and

- (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 34)
- J. Declaration of Mark W. Hojnacki in Support of Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) To Obtain Postpetition Financing Pursuant To Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 35)
- K. Interim Order (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 87)
- L. Supplemental Declaration of Homer Parkhill in Support of Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors (A) To Obtain Postpetition Financing Pursuant To Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (Docket No. 327)
- M. Notice of Filing of Proposed Final Order (I) Authorizing Debtors (A) to Obtain Senior Secured, Superpriority, Postpetition Financing Pursuant To Bankruptcy Code Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 (Docket No. 335)
- N. Notice of Filing of Revised Proposed Final Order (I) Authorizing Debtors (A) to Obtain Senior Secured, Superpriority, Postpetition Financing Pursuant To Bankruptcy Code Sections 105, 361, 362, 364(c)(1),

364(c)(2), 364(c)(3), 364(d)(1), And 364(e) and (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 (Docket No. 486)

- O. Notice of Filing of Proposed Amended Senior Secured Superpriority Debtor-in-Possession Credit Agreement (Docket No. 487)

Status: A proposed final order will be submitted for consideration by the Court.

10. Debtors' Motion for Interim and Final Orders (I) Authorizing Payment of Prepetition Claims of Certain Critical Vendors and Service Providers, (II) Authorizing Provisional Payment to Certain Contract Counterparties, and (III) Granting Related Relief (Docket No. 9)

Objection Deadline: May 3, 2016 at 4:00 p.m.

Responses Filed:

- A. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to Certain First Day Motions (Docket No. 43)
- B. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to (I) Final Orders Relating to Certain First Day Motions Seeking to Spend Borrowings Under DIP Financing and (II) Debtors' Motion for Order Appointing Examiner (Docket No. 285)
- C. Limited Objection of Official Committee of Unsecured Creditors to Debtors (I) Motion to Pay Prepetition Claims of Certain Critical Vendors and Service Providers [Docket No. 9] and (II) Motion to Pay Prepetition Claims of Certain Lien Claimants [Docket No. 10] (Docket No. 297)

Replies Filed:

- D. Debtors' Reply To Ad Hoc Group Objection To The Critical Vendors Motion And The Lien Claimants Motion (Docket No. 478)

Additional Documents:

- E. Interim Order Pursuant to Bankruptcy Code Sections 105, 363, 1107, and 1108, and Bankruptcy Rules 6003 and 6004 (I) Authorizing Payment of Prepetition Claims of Certain Critical Vendors and Service Providers, (II) Authorizing Provisional Payment to Certain Contract Counterparties, and (III) Granting Related Relief (Docket No. 81)

- F. Supplemental Declaration Of Mark Hojnacki In Support Of Debtors' Reply To Ad Hoc Group Objection To The Critical Vendors Motion And The Lien Claimants Motion (Docket No. 476)

Status: The Debtors filed a reply responding to Ad Hoc Group's objections to the Critical Vendor Motion and the Lien Claimants Motion at docket no. 478. The hearing on this matter will be going forward.

11. Debtors' Motion for Interim and Final Orders (I) Authorizing Payment of Prepetition Claims of Certain Lien Claimants, (II) Confirming Administrative Expense Status for Certain Goods Delivered to Debtors Postpetition, and (III) Granting Related Relief (Docket No. 10)

Objection Deadline: May 3, 2016 at 4:00 p.m.

Responses Filed:

- A. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to Certain First Day Motions (Docket No. 43)
- B. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to (I) Final Orders Relating to Certain First Day Motions Seeking to Spend Borrowings Under DIP Financing and (II) Debtors' Motion for Order Appointing Examiner (Docket No. 285)
- C. Limited Objection of Official Committee of Unsecured Creditors to Debtors (I) Motion to Pay Prepetition Claims of Certain Critical Vendors and Service Providers [Docket No. 9] and (II) Motion to Pay Prepetition Claims of Certain Lien Claimants [Docket No. 10] (Docket No. 297)

Replies Filed:

- D. Debtors' Reply To Ad Hoc Group Objection To The Critical Vendors Motion And The Lien Claimants Motion (Docket No. 478)

Additional Documents:

- E. Interim Order Pursuant to Bankruptcy Code Sections 105, 363, 503(b), 1107(a), and 1108 and Bankruptcy Rules 6003 and 6004 (I) Authorizing Payment of Prepetition Claims of Certain Lien Claimants, (II) Confirming Administrative Expense Status for Certain Goods Delivered to Debtors Postpetition, and (III) Granting Related Relief (Docket No. 82)
- F. Supplemental Declaration Of Mark Hojnacki In Support Of Debtors' Reply To Ad Hoc Group Objection To The Critical Vendors Motion And The Lien Claimants Motion (Docket No. 476)

Status: The Debtors filed a reply responding to Ad Hoc Group's objections to the Critical Vendor Motion and the Lien Claimants Motion at docket no. 478. The hearing on this matter will be going forward.

12. Debtors' Application for Order Pursuant to Sections 327(a), 328, 330, 331, and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Employment and Retention of McKinsey Recovery & Transformation Services U.S., LLC as Restructuring Advisor for the Debtors, *Nunc Pro Tunc* to the Petition Date (Docket No. 202)

Objection Deadline: May 12, 2016 at 4:00 p.m.

Responses Filed:

A. Objection of the United States Trustee to Debtors' Application for Order Pursuant to Sections 327(a), 328, 330, 331, and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Employment and Retention of McKinsey Recovery & Transformation Services U.S., LLC as Restructuring Advisor for the Debtors, *Nunc Pro Tunc* to the Petition Date (Docket No. 265)

Replies Filed: None to date.

Additional Documents:

B. Amended Declaration of Mark J. Hojnacki in Support of Debtors' Application for Order Pursuant to Sections 327(a), 328, 330, 331, and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Employment and Retention of McKinsey Recovery & Transformation Services U.S., LLC as Restructuring Advisor for the Debtors, *Nunc Pro Tunc* to the Petition Date (Docket No. 484)

Status: An amended declaration was filed at docket no. 484 and a proposed final order will be submitted for consideration by the Court.

13. Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 312)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed:

- A. Westchester Fire Insurance Company's Objection to Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 420)
- B. Objection of PNC Energy Capital LLC to Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 422)
- C. Scanio Family Ltd.'s Joinder to Westchester Fire Insurance Company's And PNC Energy Capital's Objections to Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 426)
- D. Limited Objection of the Yieldcos to Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 430)
- E. Objection of the United States of America to Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 449)
- F. RLI Insurance Company's Limited Objection and Joinder to Objections to the Debtors' Motion for an Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 477) [Untimely]

- G. Atlantic Specialty Insurance Company's Limited Objection and Joinder to Objections to the Debtors' Motion for an Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 483) [Untimely]

Replies Filed:

- H. Debtors' Omnibus Reply to Objections Filed to the Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 480)

Additional Documents:

- I. Notice of Filing of Revised Proposed Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), and 541(a)(1) and Bankruptcy Rules 2002, 6004, and 9006 Authorizing and Approving Procedures for (A) the Sale or Transfer of Assets of Non-Debtor Subsidiaries; (B) the Sale or Transfer of De Minimis Assets; and (C) Taking Corporate Action in Connection Therewith (Docket No. 479)

Status: The Debtors filed an omnibus reply responding to objections to the De Minimis Asset Motion at docket no. 480. The hearing on this matter will be going forward.

14. Application for Entry of an Order Authorizing Retention and Employment of Weil, Gotshal & Manges LLP as Attorneys to Official Committee of Unsecured Creditors *Nunc Pro Tunc* to April 29, 2016 (Docket No. 340)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed:

- A. Reservation of Rights by the United States Trustee to Application for Order Authorizing Retention and Employment of Weil, Gotshal & Manges LLP as Attorneys to Official Committee of Unsecured Creditors *Nunc Pro Tunc* to April 29, 2016 (Docket No. 349)

Replies Filed: None to date.

Additional Documents: None to date.

Status: A proposed final order will be submitted for consideration by the Court.

15. Application for Entry of an Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Special Renewable Counsel to the Official Committee of Unsecured Creditors Effective as of April 29, 2016 (Docket No. 341)

Objection Deadline: May 31, 2016 at 4:00 p.m.

Responses Filed:

- A. Reservation of Rights by the United States Trustee to Application for Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Special Renewable Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to April 29, 2016 (Docket No. 350)

Replies Filed: None to date.

Additional Documents: None to date.

Status: A proposed final order will be submitted for consideration by the Court.

16. Order to Show Cause Why an Official Committee of Equity Security Holders Should Not be Appointed (Docket No. 356)

Objection Deadline: June 6, 2016 12:00 p.m.

Responses Filed:

- A. Response of James E. Hodge to the Order to Show Cause Why an Official Committee of Equity Security Holders Should Not be Appointed (Docket No. 377)
- B. Objection of BOKF, N.A., as Convertible Notes Indenture Trustee, to Appointment of Official Committee of Equity Security Holders (Docket No. 424)
- C. Response of Official Committee of Unsecured Creditors to Order to Show Cause Why Order Should Not be Entered Pursuant to 11 U.S.C. § 1102(a)(2) Directing United States Trustee to Appoint an Official Committee of Equity Security Holders (Docket No. 448)
- D. Debtors' Omnibus Response to Requests to Appoint an Official Committee of Equity Security Holders (Docket No. 450)
- E. The Investor Recovery Charitable Trust's Response to the Order to Show Cause for Why Order Should Not be Entered Pursuant to 11 U.S.C. §

1102(a)(2) Directing United States Trustee to Appoint an Official
Committee of Equity Security Holder (Docket No. 452)

- F. Equity Holders' Statement in Support of Appointment of an Official
Committee of Equity Security Holders (Docket No. 470)

Additional Documents:

- G. Letter dated May 11, 2016, from Sergey Smolin (Docket No. 319)
- H. Letter dated April 25, 2016, from Sven Gothel (Docket No. 320)
- I. Letter dated May 12, 2016, from David Ditman (Docket No. 321)
- J. Letter dated May 12, 2016, from Ronald Nelson (Docket No. 323)
- K. E-mail dated May 19, 2016, from David Ditman (Docket No. 353)
- L. Letter dated April 25, 2016, from Sven Gothel (Docket No. 354)
- M. E-mail dated May 20, 2016, from Stephen Miller (Docket No. 355)
- N. Letter dated May 12, 2016, from David Ditman (Docket No. 357)
- O. E-mail dated May 18, 2016, from Muzaffar Rakhmatov (Docket No. 359)
- P. E-mail dated May 22, 2016, from Stephen Miller (Docket No. 378)
- Q. E-mail dated May 21, 2016, from Stephen Miller (Docket No. 379)
- R. E-mail dated May 22, 2016, from Stephen Miller (Docket No. 383)
- S. Letter dated May 17, 2016, from Don Vellenga (Docket No. 384)
- T. Letter dated May 17, 2016, from Eric Spiegel (Docket No. 385)
- U. Letter dated May 23, 2016, from Shawn Green (Docket No. 397)
- V. Declaration of Homer Parkhill in Support of Debtors' Omnibus Response
to Requests to Appoint an Official Committee of Equity Security Holders
(Docket No. 451)
- W. Letter dated June 3, 2016, from Sergey Smolin (Docket No. 455)
- X. Letter dated May 23, 2015, from Kirill Baturin (Docket No. 473)

Status: This matter will be going forward.

III. ADJOURNED MATTERS

17. Debtors' Motion for Interim and Final Orders Pursuant to Bankruptcy Code Sections 105, 345, 363, 364, 503, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 (I) Authorizing Continued Use of Existing Cash Management System, Bank Accounts, Business Forms, and Payment of Related Prepetition Obligations, (II) Waiving Certain Deposit Requirements, and (III) Authorizing Continuance of Intercompany Transactions and Honoring Certain Related Prepetition Obligations (Docket No. 7)

Objection Deadline: May 12, 2016 at 4:00 p.m.

Responses Filed:

- A. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to Certain First Day Motions (Docket No. 43)
- B. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to (I) Final Orders Relating to Certain First Day Motions Seeking to Spend Borrowings Under DIP Financing and (II) Debtors' Motion for Order Appointing Examiner (Docket No. 285)
- C. Objection of Official Committee of Unsecured Creditors to Debtors' Motion for Interim and Final Orders Pursuant to Bankruptcy Code Sections 105, 345, 363, 364, 503, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 (I) Authorizing Continued Use of Existing Cash Management System, Bank Accounts, Business Forms, and Payment of Related Prepetition Obligations, (II) Waiving Certain Deposit Requirements, and (III) Authorizing Continuance of Intercompany Transactions and Honoring Certain Related Prepetition Obligations (Docket No. 295)

Replies Filed: None to date.

Additional Documents:

- D. Interim Order Pursuant to Bankruptcy Code Sections 105, 345, 363, 364, 503, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 (I) Authorizing Continued Use of Existing Cash Management System, Bank Accounts, Business Forms, and Payment of Related Prepetition Obligations, (II) Waiving Certain Deposit Requirements, and (III) Authorizing Continuance of Intercompany Transactions and Honoring Certain Related Prepetition Obligations (Docket No. 84)

Status: The Debtors, DIP Lenders, Creditors' Committee, Ad Hoc Group, and the United States Trustee have agreed that the Cash Management Motion should be adjourned to June 21, 2016.

18. Debtors' Motion for Entry of an Order (I) Appointing an Examiner and (II) Granting Related Relief (Docket No. 11)

Objection Deadline: May 12, 2016 at 4:00 p.m.

Responses Filed:

- A. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to Certain First Day Motions (Docket No. 43)
- B. Statement of Appaloosa Investment Limited Partnership I with Respect to Debtors Motion for Entry of an Order Appointing an Examiner and Granting Related Relief (Docket No. 167)
- C. Omnibus Objection of Ad Hoc Group of SunEdison, Inc. Convertible Unsecured Noteholders to (I) Final Orders Relating to Certain First Day Motions Seeking to Spend Borrowings Under DIP Financing and (II) Debtors' Motion for Order Appointing Examiner (Docket No. 285)

Replies Filed: None to date.

Additional Documents: None to date.

Status: The Examiner Motion will be withdrawn in connection with settlement and entry of the Final DIP Order.

Dated: June 7, 2016
New York, New York

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