

**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 AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JULY 21, 2016 AT 10:00 A.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' 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 Ernst & Young LLP As Tax Services Provider Nunc Pro Tunc To The Petition Date (Dkt. 676)

Objection Deadline: July 14, 2016 at 4:00 p.m.

Responses Filed: None.

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.

Additional Documents:

- A. First Supplemental Affidavit In Support Of Application For Order Authorizing Retention And Employment Of Ernst & Young LLP As Tax Services Provider For The Debtors And Debtors In Possession And Statement Pursuant To Federal Rule Of Bankruptcy Procedure 2014(a) And Section 327(a) Of The Bankruptcy Code (Dkt. 773)
- B. Certificate Of No Objection To Debtors' Application For Entry Of An 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 Ernst & Young LLP As Tax Services Provider Nunc Pro Tunc To The Petition Date (Dkt. 796)

Status: A certificate of no objection has been filed and a proposed final order will be submitted for consideration by the Court.

- 2. Debtors' Application Pursuant To Bankruptcy Code Sections 327(a) And 328(a), Bankruptcy Rule 2014(a), And Local Bankruptcy Rule 2014-1 Authorizing The Employment And Retention Of Keen-Summit Capital Partners LLC As Real Estate Advisor For The Debtors, Nunc Pro Tunc, To June 20, 2016 (Dkt. 677)

Objection Deadline: July 14, 2016 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

- A. Certificate Of No Objection To Debtors' Application Pursuant To Bankruptcy Code Sections 327(A) And 328(A), Bankruptcy Rule 2014(A), And Local Bankruptcy Rule 2014-1 Authorizing The Employment And Retention Of Keen-Summit Capital Partners LLC As Real Estate Advisors For The Debtors, Nunc Pro Tunc, To June 20, 2016 (Dkt. 803)

Status: A certificate of no objection has been filed and a proposed final order will be submitted for consideration by the Court.

- 3. Debtors' Application Pursuant To Bankruptcy Code Sections 327(e) And 328(a), Bankruptcy Rule 2014(a), And Local Bankruptcy Rule 2014-1 Authorizing The Employment And Retention Of Cohen & Gresser LLP As Special Counsel To The Debtors Nunc Pro Tunc To The Petition Date (Dkt. 680)

Objection Deadline: July 14, 2016 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

- A. Certificate Of No Objection To Debtors' Application Pursuant To Bankruptcy Code Sections 327(e) And 328(a), Bankruptcy Rule 2014(a), And Local Bankruptcy Rule 2014-1 Authorizing The Employment And Retention Of Cohen & Gresser LLP As Special Counsel To The Debtors Nunc Pro Tunc To The Petition Date (Dkt. 802)

Status: A certificate of no objection has been filed and a proposed final order will be submitted for consideration by the Court.

4. Debtors' Application Pursuant To Bankruptcy Code Sections 327(e) And 328(a), Bankruptcy Rule 2014(a), And Local Bankruptcy Rule 2014-1 Authorizing The Employment And Retention Of Eversheds LLP As Special Counsel To The Debtors Nunc Pro Tunc To The Petition Date (Dkt. 682)

Objection Deadline: July 14, 2016 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

- A. Certificate of No Objection to Debtors' Application Pursuant to Bankruptcy Code Sections 327(e) and 328(a), Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1 Authorizing the Employment and Retention of Eversheds LLP as Special Counsel to the Debtors Nunc Pro Tunc to the Petition Date (Dkt. 797)

Status: A certificate of no objection has been filed and a proposed final order will be submitted for consideration by the Court.

5. Debtors' Motion For (I) An Order Authorizing And Approving A Private Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC; Or, (II) In The Alternative, For (1) An Order (A) Authorizing Certain Debtors' Entry Into The Stalking Horse Agreement, (B) Approving Bidding Procedures And Stalking Horse Bid Protections In Connection With Sale Of Assets Of The Debtors, (C) Scheduling Auction And Sale Hearing, And (D) Granting Related Relief; And (2) Thereafter, An Order (A) Approving The Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC Free And Clear Of All Liens, Claims, And Encumbrances And (B) Granting Related Relief (Dkt. 695)

Objection Deadline: July 14, 2016 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

- A. Declaration Of Hy Martin in Support of Debtors' Motion For (I) An Order Authorizing And Approving A Private Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC; Or, (II) In The Alternative, For (1) An Order (A) Authorizing Certain Debtors' Entry Into The Stalking Horse Agreement, (B) Approving Bidding Procedures And Stalking Horse Bid Protections In Connection With Sale Of Assets Of The Debtors, (C) Scheduling Auction And Sale Hearing, And (D) Granting Related Relief; And (2) Thereafter, An Order (A) Approving The Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC Free And Clear Of All Liens, Claims, And Encumbrances And (B) Granting Related Relief (Dkt. 696)
- B. Declaration Of Homer Parkhill in Support of Debtors' Motion For (I) An Order Authorizing And Approving A Private Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC; Or, (II) In The Alternative, For (1) An Order (A) Authorizing Certain Debtors' Entry Into The Stalking Horse Agreement, (B) Approving Bidding Procedures And Stalking Horse Bid Protections In Connection With Sale Of Assets Of The Debtors, (C) Scheduling Auction And Sale Hearing, And (D) Granting Related Relief; And (2) Thereafter, An Order (A) Approving The Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC Free And Clear Of All Liens, Claims, And Encumbrances And (B) Granting Related Relief (Dkt. 697)
- C. Declaration Of Shana A. Elberg Pursuant To Local Bankruptcy Rule 9077-1(A) In Support Of Order To Show Cause Scheduling Hearing On Shortened Notice For The Debtors' Motion For (I) An Order Authorizing And Approving A Private Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC; Or, (II) In The Alternative, For (1) An Order (A) Authorizing Certain Debtors' Entry Into The Stalking Horse Agreement, (B) Approving Bidding Procedures And Stalking Horse Bid Protections In Connection With Sale Of Assets Of The Debtors, (C) Scheduling Auction And Sale Hearing, And (D) Granting Related Relief; And (2) Thereafter, An Order (A) Approving The Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC Free And Clear Of All Liens, Claims, And Encumbrances And (B) Granting Related Relief (Dkt. 698)
- D. Order To Show Cause Scheduling Hearing On Shortened Notice For The Debtors' Motion For (I) An Order Authorizing And Approving A Private Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC; Or, (II) In The Alternative, For (1) An Order (A) Authorizing

Certain Debtors' Entry Into The Stalking Horse Agreement, (B) Approving Bidding Procedures And Stalking Horse Bid Protections In Connection With Sale Of Assets Of The Debtors, (C) Scheduling Auction And Sale Hearing, And (D) Granting Related Relief; And (2) Thereafter, An Order (A) Approving The Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC Free And Clear Of All Liens, Claims, And Encumbrances And (B) Granting Related Relief (Dkt. 701)

- E. Notice Of Hearing On Debtors' Motion For (I) An Order Authorizing And Approving A Private Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC; Or, (II) In The Alternative, For (1) An Order (A) Authorizing Certain Debtors' Entry Into The Stalking Horse Agreement, (B) Approving Bidding Procedures And Stalking Horse Bid Protections In Connection With Sale Of Assets Of The Debtors, (C) Scheduling Auction And Sale Hearing, And (D) Granting Related Relief; And (2) Thereafter, An Order (A) Approving The Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC Free And Clear Of All Liens, Claims, And Encumbrances And (B) Granting Related Relief (Dkt. 702)
- F. Notice Of Filing Of Amended Exhibit To Debtors' Motion For (I) An Order Authorizing And Approving A Private Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC; Or, (II) In The Alternative, For (1) An Order (A) Authorizing Certain Debtors' Entry Into The Stalking Horse Agreement, (B) Approving Bidding Procedures And Stalking Horse Bid Protections In Connection With Sale Of Assets Of The Debtors, (C) Scheduling Auction And Sale Hearing, And (D) Granting Related Relief; And (2) Thereafter, An Order (A) Approving The Sale Of Equity Interests In Imperial Valley Solar 2, LLC And 88FT 8ME LLC Free And Clear Of All Liens, Claims, And Encumbrances And (B) Granting Related Relief (Dkt. 794)

Status: This matter is going forward. A revised proposed form of order will be submitted prior to or at the hearing.

II. CONTESTED MATTERS

6. 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 (Dkt. 7)

Objection Deadline: June 30, 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 (Dkt. 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 (Dkt. 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 (Dkt. 295)
- D. Objection Of The United States Trustee To Debtors' Motion For Final 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 (Dkt. 545)

Replies Filed:

- E. Debtors' Reply To United States Trustee's Objection To The Cash Management Motion (Dkt. 705)

Additional Documents:

- F. Declaration of Patrick M Cook Pursuant to Local Bankruptcy Rule 1007-2 and In Support of Chapter 11 Petitions and First Day Pleadings (Dkt. 4)
- G. 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 (Dkt. 84)

- H. Declaration Of Patrick M. Cook In Support Of Debtors' Motion For Interim And Final Orders Pursuant To Bankruptcy Code Sections 105, 345, 363, 364, 503, 1107, and 1008 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 (Dkt. 706)
- I. Final 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 (Dkt. 742)
- J. Notice Of Rescheduling Of Hearing On 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 (Dkt. 756)
- K. Amended Notice Of Rescheduling Of Hearing On 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 (Dkt. 758)

Status: The hearing on the objection of the United States Trustee is going forward.

Dated: July 19, 2016
New York, New York

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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