

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

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**In re:** : **Chapter 11**  
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**SunEdison, Inc, et al.** : **Case No. 16-10992 (SMB)**  
:  
**Debtors.**<sup>1</sup> : **Jointly Administered**  
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**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM**

**(GENERAL BAR DATE IS SEPTEMBER 23, 2016 AT 5:00 P.M. Eastern Time)**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE  
DEBTOR ENTITIES LISTED ON APPENDIX A ATTACHED HERETO:**

On August 11, 2016, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). A list of all of the Debtors and their respective case numbers is attached as Appendix A.

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<sup>1</sup> 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); EverStream Holdco Fund I, LLC (9564). The address of the Debtors’ corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

By the Bar Date Order, the Court established September 23, 2016 at 5:00 p.m., Eastern Time (the “General Bar Date”), as the general claims bar date for filing proofs of claim in the Debtors’ cases. As described below, the Bar Date Order also establishes different bar dates for other categories of claims. Among other exceptions described below, the General Bar Date does not apply to claims of any governmental unit.

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities and statements of financial affairs filed in these cases (collectively, the “Schedules”).

As used in this Notice, the term “claim” means, as to or against any of the Debtors and in accordance with section 101(5) of title 11 of the United States Code (the “Bankruptcy Code”): (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

## **1. THE BAR DATES**

The Bar Date Order establishes the following bar dates for filing proofs of claim in these cases (collectively, the “Bar Dates”):

(a) **The General Bar Date.** Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases are required to file proofs of claim by the

General Bar Date (i.e., by September 23, 2016 at 5:00 p.m., Eastern Time). Certain of the Debtors commenced their chapter 11 cases on April 21, 2016 (the “Petition Date”) while the remaining Debtors commenced their cases on June 1, 2016 (the “June 1st Petition Date”). The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date of the Debtor or Debtors to which such claim pertains, including secured claims, unsecured priority claims and unsecured nonpriority claims.

(b) **The Rejection Bar Date.** Pursuant to the Bar Date Order, any entity asserting claims arising from or relating to the rejection of executory contracts or unexpired leases, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a chapter 11 plan in the applicable Debtor’s chapter 11 case (any such order, a “Rejection Order”), or claims otherwise related to such rejected agreements, (the “Rejection Damage Claims”) are required to file proofs of claim by the later of (a) the General Bar Date and (b) 5:00 p.m., Eastern Time, on the date that is 30 days after the entry of the relevant Rejection Order. The later of these dates is referred to in this Notice as the “Rejection Bar Date.” For the avoidance of doubt, all prepetition and postpetition claims of any kind or nature arising from or relating to executory contracts or unexpired leases rejected by a Rejection Order must be filed by the Rejection Bar Date.

(c) **The Amended Schedule Bar Date.** Pursuant to the Bar Date Order, if subsequent to the date of this Notice, a Debtor amends or supplements its Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of (i) the General Bar Date and (ii) 5:00 p.m., Eastern Time, on the date that is 30 days after the date that notice of the applicable

amendment or supplement to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the “Amended Schedule Bar Date.”

(d) **The Governmental Bar Date.** Pursuant to the Bar Date Order, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date of the Debtor or Debtors to which such claim pertains, (including secured claims, unsecured priority claims and unsecured nonpriority claims) are required to file proofs of claim by October 18, 2016 at 5:00 p.m., Eastern Time (the “Governmental Bar Date”).

## **2. WHO MUST FILE A PROOF OF CLAIM**

Unless one of the exceptions described in Section 5 below applies, if you have a claim that arose or is deemed to have arisen prior to the Petition Date, you MUST file a proof of claim to vote on a chapter 11 plan or to share in distributions from the Debtors’ bankruptcy estates. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date of the Debtor or Debtors to which such claim pertains.

Except where the Rejection Bar Date, the Amended Schedule Bar Date, or the Governmental Bar Date apply to establish a different deadline or one of the exceptions in Section 5 applies, the following entities must file proofs of claim on or before the General Bar Date:

(a) Any claimant whose prepetition claim against a Debtor is not listed in the applicable Debtor’s Schedules or is listed as “disputed,” “contingent” or “unliquidated” and (ii) that desires to share in any distribution in any of these bankruptcy cases;

(b) Any claimant that believes its claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules;

(c) Any claimant that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and

(d) Any claimant holding a claim allowable under Bankruptcy Code section 503(b)(9) as an administrative expense in the Chapter 11 cases.

### **3. WHAT TO FILE**

The Debtors are enclosing a proof of claim form for use in these cases. Additional proof of claim forms may be obtained at the following website:

<https://cases.primeclerk.com/sunedison/Home-Index>

All proof of claim forms must be signed by the claimant, or, if the claimant is not an individual, by an authorized agent of the claimant. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim form any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

All entities asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. A list of the Debtors, together with their respective case numbers, is set forth on Appendix A . Any claim filed in the joint administration case number or that otherwise fails to identify a

Debtor shall be deemed as filed only against SunEdison, Inc. If more than one Debtor is listed on the form, the proof of claim will be treated as filed only against the first listed Debtor.

**4. WHEN AND WHERE TO FILE**

All proofs of claim must be filed so as to be received on or before the applicable

Bar Date at the following address:

**IF BY MAIL:**

SunEdison, Inc. Claims  
Processing Center  
c/o Prime Clerk, LLC  
830 3<sup>rd</sup> Avenue, 3<sup>rd</sup> Floor,  
New York, NY 10022

**IF DELIVERED BY HAND:**

United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

**IF FILED**

**ELECTRONICALLY:**

<http://cases.primeclerk.com/sunedison/EPOC-Index>

**Proofs of claim may NOT be delivered by facsimile or electronic mail**

**transmission.** Proofs of claim will be deemed filed only when **actually received** on or before the applicable Bar Date.

**5. WHO NEED NOT FILE A PROOF OF CLAIM**

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the General Bar Date, need not file proofs of claim:

(a) Any claimant that already has filed a signed proof of claim against the applicable Debtor(s) with the Clerk of the Bankruptcy Court for the Southern District of New York or Prime Clerk, LLC, the Debtors' claims agent, in a form substantially similar to Official Bankruptcy Form 410;

(b) Any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated;" and (ii) the Claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the claim is an obligation of the specific Debtor as set forth in the Schedules;

- (c) A holder of a claim that previously has been allowed by order of the Court;
- (d) A holder of a claim that has been paid in full by any of the Debtors or any other party;
- (e) A holder of a claim for which a specific deadline previously has been fixed by the Court;
- (f) Any Debtor having a claim against another Debtor;
- (g) Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (h) Any entity that holds an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell or subscribe to such a security or interest; however, provided that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the Procedures.
- (j) The Prepetition First Lien Agent<sup>2</sup> or the other Prepetition First Lien Secured Parties and the Prepetition Second Lien Administrative Agent, the Prepetition Second Lien Notes Trustee<sup>3</sup> or the other Prepetition Second Lien Secured Parties (each of the foregoing

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<sup>2</sup> The Prepetition First Lien Agent shall have the right, if it chooses, to file a single proof of claim on behalf of all claims of the Prepetition First Lien Agent and the other Prepetition First Lien Secured Parties under the joint administration case number (In re SunEdison, Inc., Case No. 16-10992 (SMB)).

<sup>3</sup> The Prepetition Second Lien Administrative Agent shall have the right, if it chooses, to file a single proof of claim on behalf of all claims of the Prepetition Second Lien Administrative Agent and the applicable Prepetition  
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as defined in the Final Order (I) Authorizing Debtors to (A) 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) Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, and (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364 (the “Final DIP Order”) [Docket No. 523]), for claims arising from or relating to any of the respective Prepetition Debt Documents, the Collateral Trust Agreement, the Prepetition Intercreditor Agreement, and the respective Prepetition Secured Obligations (each of the foregoing as defined in the Final DIP Order), which, in the absence of the filing of any proof of claim, shall be governed by the Prepetition First Lien Loan Documents, the Prepetition Second Lien Documents and the Final DIP Order; provided, however, that should any of the Prepetition First Lien Agent, the other Prepetition First Lien Secured Parties or the Prepetition Second Lien Administrative Agent, the Prepetition Second Lien Notes Trustee, or the other Prepetition Second Lien Secured Parties file a claim or claims arising from or relating to the respective Prepetition Debt Documents, the Collateral Trust Agreement, the Prepetition Intercreditor Agreement, or the respective Prepetition Secured Obligations against SunEdison, Inc., any such claim or claims will be deemed as filed against each guarantor under the applicable documents.;

(k) Any entity whose claim is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a “Debt Claim”) on or under the indentures with respect to the Convertible Notes or the Exchangeable Notes (as such terms are

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Second Lien Secured Parties, and the Prepetition Second Lien Notes Trustee shall have the right, if it chooses, to file a single proof of claim on behalf of all claims of the Prepetition Second Lien Notes Trustee and the applicable Prepetition Second Lien Secured Parties, in each case, under the joint administration case number (In re SunEdison, Inc., Case No. 16-10992 (SMB)).

defined in the First Day Declaration); provided, however, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustees under such indentures, and (ii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to such indentures is required to file a proof of claim for such non-Debt Claim on or before the General Bar Date, unless another exception in this paragraph applies.

This notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.

#### **6. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

As described in Section 1 above, any entity wishing to assert a Rejection Damage Claim must file a proof of claim for any prepetition or postpetition damages caused by such rejection, or any other prepetition or postpetition claims of any kind or nature whatsoever relating to the rejected agreement, by the Rejection Bar Date.

#### **7. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

Any entity that is required to file a proof of claim with respect to a particular claim against a Debtor, but that fails to do so by the applicable bar date described in this notice, **shall be forever barred, estopped and enjoined from the following:** (a) asserting any claim against the Debtors or their estates or property that (i) is in an amount that exceeds the amount, if any, that is identified in the schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or a different classification than any claim identified in the schedules on behalf of such entity (any such claim being referred to in this notice as an

“unscheduled claim”); or (b) voting upon, or receiving distributions under, any chapter 11 plan in these chapter 11 cases in respect of an unscheduled claim.

## **8. THE DEBTORS’ SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors’ Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim form(s) regarding the nature, amount and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the information on the enclosed proof of claim form may reflect the net remaining amount of your claims. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors’ Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If you agree with the nature, amount and status of your claim as listed in the Debtors’ Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors in the Schedules, and if your claim is not described in the Schedules as “disputed,” “contingent” or “unliquidated,” you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

## **9. RESERVATION OF RIGHTS**

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as

disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules.

Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

**10. ADDITIONAL INFORMATION**

Copies of the Debtors' Schedules are available for inspection on the Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). A login and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at [www.pacer.gov](http://www.pacer.gov). Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, NY 10004-1408.

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

Dated: New York, New York  
August 10, 2016

BY ORDER OF THE COURT

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ J. Eric Ivester

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-and-

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*Counsel for Debtors and Debtors in Possession*

**Appendix A**

<b>Debtor</b>	<b>Case Number</b>	<b>Employer Identification Number (EIN)</b>	<b>Petition Date</b>
SunEdison, Inc.	16-10992	56-1505767	April 21, 2016
SunEdison DG, LLC	16-10991	N/A	April 21, 2016
SUNE Wind Holdings, Inc.	16-11010	47-4332144	April 21, 2016
SUNE Hawaii Solar Holdings, LLC	16-11011	81-2320994	April 21, 2016
First Wind Solar Portfolio, LLC	16-11012	45-5265014	April 21, 2016
First Wind California Holdings, LLC	16-11013	26-2377697	April 21, 2016
SunEdison Holdings Corporation	16-10993	73-1628669	April 21, 2016
SunEdison Utility Holdings	16-10994	47-3636443	April 21, 2016
SunEdison International, Inc.	16-10995	43-1804551	April 21, 2016
SUNE ML 1,LLC	16-10996	47-2843132	April 21, 2016
MEMC Pasadena, Inc.	16-10997	43-1715238	April 21, 2016
Solaicx	16-10998	01-0691969	April 21, 2016
SunEdison Contracting, LLC	16-10999	20-3833819	April 21, 2016
NVT, LLC	16-11000	20-3835370	April 21, 2016
Team-Solar, Inc.	16-11002	94-3357782	April 21, 2016
SunEdison Canada, LLC	16-11003	26-0476287	April 21, 2016
Enflex Corporation	16-11005	68-0305515	April 21, 2016
Fotowatio Renewable	16-11006	46-0521788	April 21, 2016

Ventures, Inc.			
Silver Ridge Power Holdings, LLC	16-11007	47-2465886	April 21, 2016
SunEdison International, LLC	16-11008	26-0501567	April 21, 2016
Sun Edison, LLC	16-11009	20-0291450	April 21, 2016
NVT Licenses, LLC	16-11001	20-3835445	April 21, 2016
SunEdison Products Singapore PTE, Ltd.	16-11014	98-1137373	April 21, 2016
SEV Merger Sub Inc.	16-11015	N/A	April 21, 2016
SunEdison Residential Services, LLC	16-11017	27-4955787	April 21, 2016
PVT Solar, Inc.	16-11016	26-2683308	April 21, 2016
Sunflower Renewable Holdings 1, LLC	16-11626	81-2246273	June 1, 2016
Blue Sky West Capital, LLC	16-11627	32-0467962	June 1, 2016
First Wind Oakfield Portfolio, LLC	16-11628	36-4813711	June 1, 2016
First Wind Panhandle Holdings III, LLC	16-11629	37-1774238	June 1, 2016
DSP Renewables, LLC	16-11630	35-2545513	June 1, 2016
Hancock Renewables Holdings, LLC	16-11631	N/A	June 1, 2016
EverStream HoldCo Fund I, LLC	16-12058	32-0399564	July 20, 2016