

**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 SALE, BIDDING PROCEDURES, AUCTION, AND SALE HEARING

1. On, August 26, 2016, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed with the Bankruptcy Court for the Southern District of New York, filed their motion for entry of an order (A) Approving The Bidding Procedures For The Sale Of The Solar Materials Business, (B) Establishing The Notice Procedures And Approving The Form And Manner Of Notice Thereof, (C) Approving Procedures For The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, (D) Scheduling A Sale Hearing, And (E) Granting Related Relief And (II) An Order (A) Approving The Sale Of The Solar Materials Business Free And Clear Of All Liens, Claims, Encumbrances, And Other Interests, (B) Approving The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Related Thereto, And (C) Granting Related Relief (the “Sale Motion”).²

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); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); and SunE Minnesota Holdings, LLC (8926). The address of the Debtors’ corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Sale Motion. Any summary of the Bidding Procedures and the Bidding Procedures Order contained herein is qualified in its entirety by the actual terms and conditions thereof. To the extent that there is any conflict between any such summary and such actual terms and conditions, the actual terms and conditions shall control.

2. SunEdison, Inc., SunEdison Products Singapore Pte. Ltd., MEMC Pasadena, Inc., and Solaicx (collectively, the “Sellers”) are seeking to sell or assign the Solar Materials Business and related assets (the “Purchased Assets”).

3. GCL-Poly Energy Holdings Limited has already submitted a bid (the “Stalking Horse Bid”) for the Purchased Assets, as set forth in an asset purchase agreement (the “Stalking Horse Agreement”).

4. On September 16, 2016, the bankruptcy court entered the Bidding Procedures Order [Docket No. 1206]. Pursuant to the Bidding Procedures Order, in the event that the Debtors timely receive one or more Qualified Bids for the Purchased Assets other than the Stalking Horse Bid, the Auction for the Purchased Assets shall be held on **October 18, 2016 at 10:00 a.m. (prevailing Eastern Time)** at the offices of counsel for the Sellers, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, or such other location and time as the Sellers timely communicate to all entities entitled to attend the Auction, including all Qualified Bidders, the Stalking Horse Bidder and its counsel, the United States Trustee, counsel for the DIP Agent, and counsel for the Committee.

5. Only Qualified Bidders will be entitled to make bids at the Auction. Each bidder who submits a Qualified Bid shall be a “Qualified Bidder.” A Qualified Bidder, that desires to make a bid shall deliver a written offer to the Bid Notice Parties **by no later than October 13, 2016 at 4:00 p.m. prevailing Eastern Time (the “Bid Deadline”)** and otherwise comply with the Bidding Procedures. **FAILURE TO ABIDE BY THE BIDDING PROCEDURES MAY RESULT IN A BID FOR THE PURCHASED ASSETS TO NOT BE CONSIDERED.** A bid must be submitted to (a) the Debtors, 13736 Riverport Dr., Maryland Heights, Missouri 63043, Attn: Martin Truong and David Ringhofer; (b) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, Attn: Jay Goffman and J. Eric Ivester and 155 N. Wacker Drive, Suite 2700, Chicago, IL 60606, Attn: James J. Mazza, Jr. and Justin M. Winerman; (c) financial advisor and investment banker to the Debtors, Rothschild Inc., 1251 Avenue of the Americas, 33rd floor, New York, NY 10020, Attn: Homer Parkhill, Emil Giliotti and Marcelo Messer; (d) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Paul Schwartzberg; (e) counsel for the Committee, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Matthew Barr and Jill Frizzley; (f) counsel for the DIP Agent and DIP Arrangers, White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036, Attn: Scott Greissman and Elizabeth Feld; and (g) counsel for the Tranche B Lenders, Akin, Gump, Strauss, Hauer & Feld, LLP, One Bryant Park, New York, NY 10036, Attn: Arik Preis and Naomi Moss (collectively, the “Bid Notice Parties”). Instructions for how to submit a “Qualified Bid” can be found in the Bidding Procedures Order and the Bidding Procedures, which are available for download at <https://cases.primereclerk.com/sunedison>. The failure to abide by the procedures and deadlines set forth in the Bidding Procedures Order and the Bidding Procedures may result in the denial of your bid. The Sellers, in their sole and absolute discretion in consultation with the respective representatives and advisors for the DIP Agent, Tranche B Lenders, and the Committee, shall make a determination regarding whether a bid is a Qualified Bid and whether any of the Bidding Procedures may be waived and will notify all bidders before the Auction whether their bids have been determined to be Qualified Bids.

6. The Sellers will review and evaluate each Qualified Bid and determine, after consultation with the respective representatives and advisors for the DIP Agent, Tranche B Lenders, and the Committee, which offer is the highest or otherwise best offer from among the Qualified Bids submitted at the auction (such bid, the “Successful Bid,” and the Qualified Bidder submitting such Successful Bid, the “Successful Bidder”), which shall be subject to Bankruptcy Court approval.

7. The Bankruptcy Court will conduct a hearing (the “Sale Hearing”) to consider the proposed sale on **October 20, 2016 at 10:00 a.m. (prevailing Eastern Time)**.

8. Copies of the Stalking Horse Agreement and the proposed Sale Order are available upon request to the Debtors’ noticing agent, Prime Clerk, at (855) 388-4575 for U.S. – based parties or (646) 795-6966 for International parties, and are available for download at <https://cases.primeclerk.com/sunedison/>.

9. **ANY INTERESTED BIDDER SHOULD CONTACT THE SELLERS’ ADVISORS AT:** Rothschild Inc., 1251 Avenue of the Americas, 33rd floor, New York, NY 10020, Attn: Marcelo Messer and by e-mail at marcelo.messer@rothschild.com.

10. The deadline to file an objection with the Bankruptcy Court to the proposed sale of Purchased Assets (the “Objection Deadline”) is **October 13, 2016 at 4:00 p.m. (prevailing Eastern Time)**.

11. Objections must be filed and served in accordance with the Bid Procedures Order and be served on the Bid Notice Parties and counsel for the Stalking Horse Bidder, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166, Attn: Michael A. Rosenthal and John T. Gaffney, mrosenthal@gibsondunn.com and jgaffney@gibsondunn.com.

THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION BY THE OBJECTION DEADLINE SHALL BE A BAR TO THE ASSERTION BY SUCH PERSON OR ENTITY OF ANY OBJECTION TO THE SALE MOTION, THE SALE ORDER, THE SALE TRANSACTION, OR THE SELLERS’ CONSUMMATION AND PERFORMANCE OF THE STALKING HORSE AGREEMENT.

THE FAILURE OF ANY PERSON OR ENTITY WITH AN ENCUMBRANCE ON THE PURCHASED ASSETS WHO DOES NOT FILE AND SERVE AN OBJECTION BY THE OBJECTION DEADLINE, SHALL BE DEEMED TO CONSENT TO THE SALE TRANSACTION BEING FREE AND CLEAR OF ALL ENCUMBRANCES (OTHER THAN ASSUMED LIABILITIES). UPON THE CLOSING, SUCH ENCUMBRANCES WILL ATTACH TO THE PROCEEDS OF THE SALE TRANSACTION WITH THE SAME VALIDITY, PRIORITY, AND FORCE AND EFFECT AS SUCH ENCUMBRANCE HAD IMMEDIATELY PRIOR TO THE CLOSING OF THE SALE TRANSACTION. IN ADDITION, ALL SUCH PERSONS COULD BE COMPELLED TO ACCEPT MONEY SATISFACTION FOR THEIR INTERESTS.