

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

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: **Chapter 11**
: **Case No. 16-10992 (SMB)**
: **(Jointly Administered)**
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NOTICE OF AUCTION AND SALE HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 21, 2016 (the “Petition Date”), June 1, 2016, July 20, 2016, August 9, 2016, and August 10, 2016, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), each filed voluntary petitions for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

2. On October 8, 2016, the Debtors filed a motion (the “Sale and Bidding Procedures Motion”), pursuant to sections 105(a), 363(b), 363(f), 363(m), 365, 503, 541(a), 1107, and 1108 of the Bankruptcy Code and Bankruptcy Rules 2002, 6003, 6004, 9007, and 9014 seeking entry of orders (the “Sale Procedures Order”)² authorizing and approving (I) (i) the proposed bidding procedures (the “Bidding Procedures”) for soliciting other bids for 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); 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); and 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 not otherwise defined herein shall have the meanings ascribed to such terms in the Sale and Bidding Procedures Motion or the Sale Procedures Order.

Turbines in the form attached to the Bidding Procedures Order as Exhibit 1, including approval of the Bid Protections, including the Breakup Fee and the Expense Reimbursement; (ii) establishing notice procedures and approving the form of notice and manner of all procedures, protections, schedules, and agreements in connection with the Auction and the Sale Transaction, (iii) approving procedures for the assumption and assignment of executory contract; (iv) scheduling a Sale Hearing (as defined in the Bidding Procedures) to approve the Sale Transaction; and (v) granting related relief, including authorizing and approving the SunEdison, Inc.'s (the "Seller") entry into that certain Asset Purchase Agreement with BayWa r.e. Wind, LLC (the "Stalking Horse Buyer"), dated as of October 8, 2016 and attached to the Sale and Bidding Procedures Motion as Exhibit B (the "Stalking Horse Agreement" or the "Asset Purchase Agreement") and (II) the sale of the Turbines, assignment and assumption of executory contract, and granting related relief [Docket No. 1353].

3. On October 25, 2016, the Bankruptcy Court entered the Sale Procedures Order [Docket No. 1467]. Pursuant to the Sale Procedures Order, if one or more Qualified Bids other than that submitted by the Stalking Horse Buyer are received, the Debtors will conduct an auction (the "Auction") to determine the highest or otherwise best Qualified Bid in accordance with the Bidding Procedures, beginning on **November 15, 2016 at 10:00 a.m. (prevailing Eastern Time)** at the offices of Skadden, Arps, Slate, Meagher & Flom, 4 Times Square, New York, NY 10036, or such other location and time as shall be timely communicated to all entities entitled to attend the Auction. Only parties that have submitted a Qualified Bid, as set forth in the Sale Procedures Order, by no later than **November 11, 2016 at 4:00 p.m. (prevailing Eastern Time)** (the "Bid Deadline") may participate at the Auction. Any party that wishes to take part in this process and submit a bid for the Debtors' assets must submit their competing bid prior to the Bid Deadline and in accordance with the Bidding Procedures. If one Qualified Bid other than that submitted by the Stalking Horse Buyer is not received by the Bid Deadline, the Debtors may not conduct the Auction. As soon as possible after the Bid Deadline, the Debtors will file, but not serve, a notice indicating whether the Auction will be held.

4. The hearing to approve the sale of the Auction Package(s) to the Prevailing Purchaser (the "Sale Hearing") is scheduled to take place on **November 17, 2016 at 10:00 a.m. (prevailing Eastern Time)** before the Honorable Stuart M. Bernstein, at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004, or at such times thereafter as counsel may be heard. The Sale Hearing may be adjourned from time to time by the Debtors (in consultation with the Committee and the DIP Lenders) without further notice to any other party in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing or a notice filed with the Bankruptcy Court.

5. Objections, if any, to the sale, must: (a) be in writing; (b) comply with the Bankruptcy Rules and Local Bankruptcy Rules; and (c) be filed with the Bankruptcy Court on or before **10:00 a.m. (prevailing Eastern Time) on November 10, 2016**; and be served upon:

(i) the Debtors, SunEdison, Inc., 13736 Riverport Dr., Maryland Heights, Missouri 63043;

(ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, Attn: Jay M. Goffman (Jay.Goffman@skadden.com), J. Eric Ivester (Eric.Ivester@skadden.com), and 155 North Wacker Dr., Chicago, IL 60606, Attn: James J. Mazza, Jr. (James.Mazza@skadden.com) and Louis S. Chiappetta (Louis.Chiappetta@skadden.com);

(iii) investment banker for the Debtors, Rothschild Inc., 1251 Avenue of the Americas, 33rd floor, New York, NY 10020, Attn: Simon Pratt (Simon.Pratt@Rothschild.com) and Emil Giliotti (Emil.Giliotti@Rothschild.com);

(iv) counsel to the Stalking Horse Buyer, Morrison & Foerster LLP, 707 Wilshire Boulevard, Los Angeles, CA 90017, Attn: Jeffrey A. Chester (jeff.chester@mofo.com) and Norman S. Rosenbaum (nrosenbaum@mofo.com);

(v) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Paul Schwartzberg (Paul.Schwartzberg@usdoj.gov);

(vi) counsel to the administrative agent under the Debtors' prepetition first lien credit agreement, Latham & Watkins, 330 North Wabash Avenue, Suite 2800, Chicago, IL, Attn: Richard Levy (richard.levy@lw.com) and Brad Kotler (brad.kotler@lw.com);

(vii) counsel to the Tranche B Lenders (as defined in the debtor-in-possession credit agreement) and the steering committee of the second lien creditors, Akin Gump Strauss Hauer & Field, LLP, One Bryant Park, Bank of America Tower, New York, NY, 10036, Attn: Arik Preis (apreis@akingump.com) and Naomi Moss (nmoss@akingump.com);

(viii) counsel to the administrative agent under the Debtors' prepetition second lien credit agreement, Pillsbury Winthrop Shaw Pittman LLP, 1540 Broadway, New York, NY 10036, Attn: Daniel S. Brown (daniel.brown@pillsburylaw.com);

(ix) counsel to the collateral trustee under the Debtors' prepetition second lien credit agreement and the indenture trustee under each of the Debtors' outstanding bond issuances, Shipman & Goodwin LLP, One Constitution Plaza, Hartford, CT 06103-1919, Attn: Marie C. Pollio (mpollio@goodwin.com);

(x) counsel to the indenture trustee under each of the Debtors' outstanding bond issuances, Shipman & Goodwin LLP, One Constitution Plaza, Hartford, CT 06103-1919, Attn: Marie C. Pollio (mpollio@goodwin.com);

(xi) counsel to the administrative agent under the postpetition debtor-in-possession financing facility, White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036-2787, Attn: Scott Greissman (sgreissman@whitecase.com) and Elizabeth Feld (efeld@whitecase.com);

(xii) counsel to the Committee, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Matthew Barr (matt.barr@weil.com) and Joseph Smolinsky (joseph.smolinsky@weil.com);

(xiii) counsel to TerraForm Power, Inc. and TerraForm Global, Inc., Sullivan & Cromwell, 125 Broad Street, New York, NY 10004, Attn: Michael H. Torkin (torkinm@sullcrom.com) and Andrew G. Dietderich (dietdericha@sullcrom.com);

(xiv) the Office of the United States Attorney for the Southern District of New York, 86 Chambers Street, 3rd Floor, New York, NY 10007;

(xv) the Internal Revenue Service, 290 Broadway, New York, NY 10007, Attn: District Director; and

(xvi) the Securities and Exchange Commission, 200 Vesey Street, Suite 400, New York, NY 10281, Attn: Bankruptcy Department.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED WITHOUT FURTHER HEARING AND NOTICE.

THE SELLER SHALL ASK THE COURT TO DEEM THE FAILURE OF ANY PERSON OR ENTITY WITH AN ENCUMBRANCE ON THE TURBINES TO FILE AND SERVE AN OBJECTION BY THE OBJECTION DEADLINE AS CONSENT TO THE SALE TRANSACTION BEING FREE AND CLEAR OF ALL ENCUMBRANCES. 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.

6. This Notice and the Sale Hearing is subject to the fuller terms and conditions of the Sale and Bidding Procedures Motion and the Sale Procedures Order, which shall control in the event of any conflict, and the Debtors encourage parties-in-interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale of the Turbines and/or copies of any related document, including the Sale and Bidding Procedures Motion, or the Sale Procedures Order, may make a written request to counsel for the Debtors, (Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, Attn: Jay M. Goffman (Jay.Goffman@skadden.com), J. Eric Ivester (Eric.Ivester@skadden.com), and 155 North Wacker Dr., Chicago, IL 60606, Attn: James J. Mazza, Jr. (James.Mazza@skadden.com) and Louis S. Chiappetta (Louis.Chiappetta@skadden.com)). In addition, copies of the Sale and Bidding Procedures Motion, the Sale Procedures Order and this Notice can be found (i) at <https://cases.primeclerk.com/sunedison/>; and (ii) through PACER on the Court's website,

<https://ecf.nysb.uscourts.gov/> (registration required), and are on file with the Clerk of the Bankruptcy Court.

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Dated: New York, New York
October 25, 2016

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ J. Eric Ivester

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