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-and-

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Attorneys for Debtor and Debtor-in-Possession

**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)

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); SunE Minnesota Holdings, LLC (8926); and TerraForm Private Holdings, LLC (5993). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT
FOR JOINT PLAN OF REORGANIZATION OF SUNEDISON, INC. AND ITS DEBTOR
AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. CHAPTER 11 CASES

Beginning on April 21, 2016,² SunEdison, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). By order of the Bankruptcy Court, the cases are being jointly administered for procedural purposes under Case No. 16-10992.

2. PLAN AND DISCLOSURE STATEMENT

On March 28, 2017, the Debtors filed the *Joint Plan Of Reorganization of SunEdison, Inc. and Its Debtor Affiliates* dated March 28, 2017 [Docket No. 2671] (as may be amended or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”) and the Debtors’ proposed *Disclosure Statement For the Joint Plan of Reorganization of SunEdison, Inc. and Its Debtor Affiliates* dated March 28, 2017 [Docket No. 2672] (as may be amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”). On April 3, 2017 the Debtors filed the Debtors’ *Motion for Entry of an Order (A) Approving the Adequacy of the Debtors’ Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Proposed Plan; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates* (the “Motion”).

3. DISCLOSURE STATEMENT HEARING

A hearing (the “Disclosure Statement Hearing”) will be held before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge for the Southern District of New York, in the Bankruptcy Court, One Bowling Green, Courtroom 723, New York, New York 10004, on **May 18, 2017 at 10:00 a.m. (prevailing Eastern time)**, or as soon thereafter as counsel may be heard, to consider the entry of an order, among other things, finding that the Disclosure

² Certain other Debtors filed at later dates. Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3771); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A) filed voluntary petitions on June 1, 2016. EverStream Holdco Fund I, LLC (9564) filed a voluntary petition on July 20, 2016. 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) filed voluntary petitions on August 9, 2016. SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); and SunE Minnesota Holdings, LLC (8926) filed voluntary petitions on August 10, 2016. TerraForm Private Holdings, LLC (5993) filed a voluntary petition on December 16, 2016.

Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement and certain other materials related to solicitation of acceptances of the Plan (the “Solicitation Package”). The Disclosure Statement Hearing may be adjourned from time to time without further notice to creditors, equity holders, or parties in interest other than by an announcement in the Bankruptcy Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or as indicated in any notice of adjournment filed by the Debtors with the Bankruptcy Court.

4. OBJECTIONS TO DISCLOSURE STATEMENT

Any responses or objections to the adequacy of the Disclosure Statement must (a) be in writing; (b) comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, Chambers’ procedures and other case management rules and orders of this Bankruptcy Court; (c) state the name and address of the responding or objecting party and the nature and amount of the claim against or interest in the estates or property of the Debtors; (d) state with particularity the legal and factual basis for such response or objection and, if practicable, a proposed modification that would resolve such objection; (e) be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, together with proof of service thereon; and (f) be served by personal service or overnight delivery, so as to be **ACTUALLY RECEIVED** no later than **May 9, 2017 at 4:00 p.m. (prevailing Eastern Time)** by:

(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) co-counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119, Attn: Frank A. Oswald (foswald@teamtogut.com) and Brian F. Moore (bmoore@teamtogut.com);

(iv) 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);

(v) 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);

(vi) 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 & Feld, LLP, One Bryant Park, Bank of America Tower, New York, NY, 10036, Attn: Arik Preis (apreis@akingump.com) and Yochun Katie Lee (kylee@akingump.com);

(vii) 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);

(viii) 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, WilmerHale, 7 World Trade Center, New York, NY 10007, Attn: Andrew Goldman (andrew.goldman@wilmerhale.com);

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

(x) 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);

(xi) counsel to the indenture trustee to the Debtors' convertible senior notes, White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036-2787, Attn: Tom Lauria (tlauria@whitecase.com);

(xii) counsel to the official committee of unsecured creditors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Matthew S. Barr, David J. Lender, Jonathan D. Polkes, Joseph H. Smolinsky and Jill Frizzley (SunEWeilBFR@weil.com) and Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019, Attn: Lorenzo Marinuzzi (lmarinuzzi@mofo.com), Jennifer Marines (jmarines@mofo.com) and Jonathan I. Levine (jonlevine@mofo.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), Andrew G. Dietderich (dietdericha@sullcrom.com), John L. Hardiman (hardimanj@sullcrom.com) and David R. Zylberberg (zylberbergd@sullcrom.com);

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

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

ONLY THOSE RESPONSES OR OBJECTIONS THAT ARE TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE DEEMED OVERRULED.

5. COPIES OF THE DISCLOSURE STATEMENT AND PLAN

Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against, or interests in, the Debtors who are entitled to vote on the Plan will receive a Solicitation Package.

Copies of the Disclosure Statement, the Plan, the Motion, the Disclosure Statement Order, and other documents and materials related thereto, including certain solicitation materials, after they are filed, may be obtained from (i) the office of the Clerk of the Bankruptcy Court (the "Clerk's Office") during normal business hours; (ii) the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Bankruptcy Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov); or (iii) the Debtors' administrative agent, Prime Clerk, Inc. (the "Claims and Solicitation Agent"), (a) at the Debtors' restructuring website at <https://cases.primeclerk.com/sunedison>, (b) upon request by mail to SunEdison Ballot Processing c/o Prime Clerk, Inc., 830 Third Avenue, 3rd Floor, New York, NY 10022 or (c) upon request by telephone at (855) 388-4575 or via email at sunedisonballots@primeclerk.com.

PLEASE NOTE: Neither the staff of the Clerk's Office nor the Claims and Solicitation Agent can give legal advice.

Dated: New York, New York
April 5, 2017

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