

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Jay M. Goffman

J. Eric Ivester

Four Times Square

New York, New York 10036-6522

Telephone: (212) 735-3000

Fax: (212) 735-2000

-and-

James J. Mazza, Jr. (admitted *pro hac vice*)

Louis S. Chiappetta (admitted *pro hac vice*)

155 N. Wacker Dr.

Chicago, Illinois 60606-1720

Telephone: (312) 407-0700

Fax: (312) 407-0411

Counsel for Debtors and Debtors 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); Terraform Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Debtors' corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JULY 20, 2017 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. ADJOURNED MATTERS

1. Jason Aldridge's Motion For An Order Compelling Debtor SunEdison, Inc. To Produce Documents Pursuant To A Subpoena Issued In *Aldridge V. Blackmore*, C.A. No. 12196-Cb (Del. Ch.) (Dkt. 3033)

Objection Deadline: September 5, 2017 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

A. Notice of Adjournment of Hearing (Dkt. 3323)

B. Notice of Adjournment of Hearing (Dkt. 3548)

Status: This matter has been adjourned to September 12, 2017 at 10:00 a.m. pursuant to the Notice of Adjournment filed at Dkt. No. 3548.

2. Third Interim Fee Applications of Professionals (Dkts. 3332, 3330, 3333, 3346, 3344, 3345, 3341, 3347, 3335, 3337, 3351, 3349, 3342, 3339, 3343, 3336, 3334, 3348)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

A. Notice of Adjournment of Hearing (Dkt. 3638)

Status: This matter has been adjourned to August 3, 2017 at 10:30 a.m. pursuant to the Notice of Adjournment filed at Dkt. No. 3638.

² **Items that differ from the previous version of the Agenda appear in bold.**

II. UNCONTESTED MATTERS

3. Corrected Motion of EverStream Solar Infrastructure Fund I LP Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of Claim for Plan Voting Purposes (Dkt. 3553)

Objection Deadline: July 20, 2017 at 10:00 p.m.

Responses Filed: None.

Status: This matter is going forward.

- 3A. Motion Of Bit Holdings Seventy-One, Inc. For Authorization And Relief From The Automatic Stay To Setoff Security Deposit And Amount Calculated As Being Due And Owing To Debtor Pursuant To An Expense Reconciliation Or, Alternatively, To Setoff The Amount Calculated As Being Due And Owing To The Debtor Pursuant To An Expense Reconciliation Against Administrative Claim (Dkt. 3455)**

Objection Deadline: July 13, 2017 at 10:00 p.m.

Responses Filed: None.

Status: This matter is resolved, subject to entry of stipulation and order.

III. CLAIMS OBJECTIONS

4. Debtors' First Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3259)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Response Of BIT Holdings Seventy-One, Inc. To (I) Debtors' First Omnibus Objection To Disallow And Expunge Certain Amended Claims And (II) Debtors' Third Omnibus Objection To Disallow And Expunge Certain Duplicate Claims (Dkt. 3576) (**Resolved**)
- B. Creditor Enerbank's Limited Objection To Debtors' First And Third Omnibus Objections To Disallow And Expunge Certain Amended/Duplicate Claims (Dkt. 3590)

Status: **This matter is going forward, with the exception of Enerbank's Limited Objection (Claim Nos. 638, 1121, 4241, and 5998). The parties have agreed to adjourn the motion to August 22, 2017 solely with respect to Enerbank.**

5. Debtors' Second Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3260)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Status: This matter is going forward.

6. Debtors' Third Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3261)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

A. Creditor Enerbank's Limited Objection To Debtors' First And Third Omnibus Objections To Disallow And Expunge Certain Amended/Duplicate Claims (Dkt. 3590)

B. Response Of BIT Holdings Seventy-One, Inc. To (I) Debtors' First Omnibus Objection To Disallow And Expunge Certain Amended Claims And (II) Debtors' Third Omnibus Objection To Disallow And Expunge Certain Duplicate Claims (Dkt. 3576) (Resolved)

Additional Documents:

C. Notice of Withdrawal of Objection Solely With Respect to Claim of Argonaut Insurance Company Included In the Debtors' Third Omnibus Objection to Claims (Claim No. 2920) (Dkt. 3617)

D. Notice of Withdrawal of Objection Solely with Respect to Claim of GE Capital Information Technology Solutions, LLC Included in the Debtors' Third Omnibus Motion Objecting to Claims (Claim No. 2769) (Dkt. 3635)

Status: **This matter is going forward, with the exception of Enerbank's Limited Objection (Claim Nos. 638, 1121, 4241, and 5998). The parties have agreed to adjourn the motion to August 22, 2017 solely with respect to Enerbank.**

7. Debtors' Fourth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3262)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Response to Motion (filed on behalf of PNC Energy Capital LLC. (Dkt 3586)

Additional Documents:

- B. Notice of Withdrawal of Objection Solely With Respect To Claims of JP Morgan Securities LLC and the Entities Listed in the Addendum Included in the Debtors' Fourth Omnibus Objection to Claims (Claim Nos. 596 and 597) (Dkt. 3610)
- C. Notice of Withdrawal of Objection Solely with Respect to Claims of JPM Capital Corporation Included in the Debtors' Fourth Omnibus Objection to Claims (Claim Nos. 3929 and 3956) (Dkt. 3616)
- D. Notice of Withdrawal of Objection Solely with Respect to Claims of MetLife Capital Limited Partnership Included in the Debtors' Fourth Omnibus Motion Objecting to Claims (Claim Nos. 3385, 3388, 3389, 3514, 3564) (Dkt. 3618)
- E. Notice of Withdrawal of Objection Solely with Respect to Claims of Northland Power Salar and Affiliates Included in the Debtors Fourth Omnibus Objection to Claims (Claim Nos. 3875, 3900, 3903, 3914, 3926, 3942, 3948, 3965, 3982, 3993, 4011, 4012, 4052, 4065, 4081, 4143) (Dkt. 3632)

Status: **This matter is going forward, with the exception of the response filed by PNC Energy Capital LLC (Claim No. 3632). The parties have agreed to adjourn the motion to August 22, 2017 solely with respect to PNC Energy Capital.**

8. Debtors' Fifth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3263)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

- A. Notice of Withdrawal of Objection Solely with Respect to Claim of Sistersville Tank Works, Inc. Included in the Debtors' Fifth Omnibus Objection to Claims (Claim No. 55) (Dkt. 3619)

Status: This matter is going forward.

9. Debtors' Sixth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3324)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Objection Of Patricia F. Bembenek To The Debtors' Sixth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3429)
- B. Objection to Debtor's Sixth Omnibus Objection to Disallow and Expunge Equity Interest Claims, by Patrick Adams (Dkt. 3525)

Additional Documents:

- C. Notice of Filing of Amended and Superseded Exhibit "1" to Debtors Sixth Omnibus Objection to Disallow and Expunge Equity Interest Claims (Dkt. 3363)

Status: **This matter is going forward with the exception of the responses filed by Patricia Bembenek (Claim No. 2634 and Patrick Adams (Claim No. 1287), which have been adjourned to August 22, 2017.**

- 10. Debtors' Seventh Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3325)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Additional Documents:

- A. Notice of Filing of Amended and Superseded Exhibit "1" to Debtors Seventh Omnibus Objection to Disallow and Expunge Equity Interest Claims (Dkt. 3364)

Status: This matter is going forward.

- 11. Debtors' Eighth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3326)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Status: This matter is going forward.

- 12. Debtors' Ninth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3327)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Objection to Debtor's Motion to Disallow and Expunge Claim Number 703 and 954 filed by Garry Hervey Sr. (Dkt 3413)

Status: **This matter is going forward with the exception of the response filed by Garry Hervey Sr. (Claim No. 703 and 954), which has been adjourned to August 22, 2017.**

13. Debtors' Tenth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3328)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Objection To The Debtors' Sixth Omnibus Objection To Disallow And Expunge Certain Amended Claims, by Richard Kimani (Dkt. 3526)
- B. Objection To The Debtors' 10th Omnibus Objection filed by Karl Keaschall (Dkt 3403)

Additional Documents:

- C. Notice of Filing of Amended and Superseded Exhibit "1" to Debtors Tenth Omnibus Objection to Disallow and Expunge Equity Interest Claims (Dkt. 3365)

Status: **This matter is going forward with the exception of the responses filed by Richard Kimani (Claim No. 3526); and Karl Keaschall (Claim No. 2338) which have been adjourned to August 22, 2017.**

14. Debtors' Eleventh Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3353)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Status: This matter is going forward.

15. Debtors' Twelfth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3354)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Objection of Sandra and David Ngieng to Twelfth Omnibus Objection
(Not Docketed by the Court)

Status: **This matter is going forward, with the exception of the response filed by Sandra and David Ngieng (Claim No. 2223), which has been adjourned to August 22, 2017.**

16. Debtors' Thirteenth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3355)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Status: This matter is going forward.

17. Debtors' Fourteenth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3356)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Objection to the Fourteenth Omnibus Claims, by Richard Rosetti (Dkt. 3612)
- B. Objection to the Fourteenth Omnibus Claims, by Richard Rosetti (Dkt. 3613)

Status: **This matter is going forward, with the exception of the response filed by Richard Rosetti (Claim No. 2984), which has been adjourned to August 22, 2017.**

18. Debtors' Fifteenth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3357)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed: None.

Status: This matter is going forward.

19. Debtors' Sixteenth Omnibus Objection To Disallow And Expunge Certain Amended Claims (Dkt. 3358)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Objection To The Debtors' Sixteenth Omnibus Objection To Disallow And Expunge Certain Amended Claims, by Michael Yee (Dkt. 3544)

Status: **This matter is going forward, with the exception of response filed by Michael Yee (Claim No. 2629), which has been adjourned to August 22, 2017.**

IV. CONTESTED MATTERS

- 20. First Amended Joint Plan of Reorganization of SunEdison Inc. and its Debtor Affiliates (Dkt. 3314)

Objection Deadline: July 13, 2017 at 4:00 p.m.

Responses Filed:

- A. Objection to Confirmation of Amended Plan Preliminary Objection of CNH Partners, LLC and AQR Capital Management LLC to Confirmation of the First Amended Joint Plan of Reorganization of SunEdison Inc. and Its Debtor Affiliates (Dkt. 3419)
- B. Objection of Avkem International, LLC to Confirmation of the Debtors' First Amended Joint Plan of Reorganization (Dkt. 3560)
- C. Oracle's Reservation Of Rights Regarding The First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3564)
- D. Objection of EverStream Solar Infrastructure Fund I LP to First Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates (Dkt. 3570)
- E. Objection Of Pyramid Holdings, Inc. To The First Amended Joint Plan Of Reorganization Of SunEdison, Inc., And Its Debtor Affiliates (Dkt. 3573)
- F. Objection of BIT Holdings Seventy-One, Inc. to Confirmation of the First Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates (Dkt. 3575)
- G. Deutsche Bank's Limited Objection and Reservation of Rights to Confirmation of the First Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates (Dkt. 3578)

- H. Limited Objection of Cobalt Partners LP et al. to the First Amended Joint Plan of Reorganization of Sun Edison, Inc. and its Debtor Affiliates (Dkt. 3579)
- I. Texas Comptroller Of Public Accounts' And Texas Workforce Commission's Objection To Confirmation Of Debtors' First Amended Joint Plan Of Reorganization (Dkt. 3581)
- J. Limited Objection of SMP Ltd. to the Confirmation of Debtors' First Amended Joint Plan of Reorganization, dated July 13, 2017 (Dkt. 3582)
- K. Limited Objection with Reservation of Rights of the Court-Appointed Lead Plaintiff Municipal Employees' Retirement System of Michigan to Confirmation of the Joint Plan of Reorganization of SunEdison, Inc. and Its Debtor Affiliates (Dkt. 3583)
- L. Further Limited Objection of Pyramid Holdings, Inc. to the First Amended Joint Plan of Reorganization of SunEdison Inc. and its Debtor Affiliates (Dkt. 3584)
- M. Objection Of The Ad Hoc Shareholder Committee To Confirmation Of The First Amended Joint Plan Of Reorganization Of SunEdison Inc. And Its Debtor Affiliates (Dkt. 3585)
- N. Limited Objection of Cigna Entities to First Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates (Dkt. 3587)
- O. Westchester Fire Insurance Company's Limited Objection To Debtors' Plan Of Reorganization (Dkt. 3589)
- P. Supplemental Objection Of CNH Partners, LLC And AQR Capital Management LLC To Confirmation Of The First Amended Joint Plan Of Reorganization Of SunEdison Inc. And Its Debtor Affiliates (Dkt. 3592)
- Q. Corrected Objection Of The Shareholders Michael Sklorenko And Jordan Danelz ("Shareholders") To Confirmation Of The First Amended Joint Plan Of Reorganization Of SunEdison Inc. And Its Debtor Affiliates (Dkt. 3624)
- R. Campbell Statement Of Support For Shareholders Objection (Dkt. 3627)
- S. **Limited Objection to Cure Amount Set Forth in Schedule of Assumed Contracts and Unexpired Leases (Dkt. 3659)**
- T. **Notice Of Withdrawal Of Westchester Fire Insurance Company's Limited Objection To Debtors' Plan Of Reorganization (Dkt. 3664)**

Additional Documents:

- U. Notice Of Filing Of Financial Projections With Respect To The Disclosure Statement For Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3219)
- V. Notice Of Filing Of Revised Liquidation Analysis Including Plan Recoveries With Respect To The Disclosure Statement For Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3267)
- W. Notice Of Filing Of Plan Supplement Documents (Dkt. 3522)
- X. Declaration Of John S. Dubel In Support Of Confirmation Of The First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3531)
- Y. Declaration Of Steven Fleming In Support Of Debtors' First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3532)
- Z. Declaration Of Homer Parkhill In Support Of Debtors' First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3533)
- AA. Declaration Of Philip J. Gund In Support Of Confirmation Of Debtors' First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3621)
- BB. Declaration Of Homer Parkhill In Support Of Debtors' Motion For Entry Of An Order Authorizing And Approving Certain Amendments To The Rights Offering Procedures (Dkt. 3622, Ex. B)
- CC. Supplemental Declaration Of John S. Dubel In Support Of Confirmation Of The First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3646)
- DD. Supplemental Declaration Of Steven Fleming In Support Of Debtors' First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And Its Debtor Affiliates (Dkt. 3647)
- EE. Debtors' Memorandum Of Law (I) In Support Of Confirmation Of The First Amended Joint Plan Of Reorganization Of SunEdison, Inc. And (II) In Response To Objections Thereto (Dkt. 3649)
- FF. Declaration Of Christina Pullo Of Prime Clerk LLC Regarding Solicitation Of Votes And Tabulation Of Ballots Cast On The First Amended Joint Plan Of Reorganization Of SunEdison, Inc., et al., Pursuant To Chapter 11 Of The Bankruptcy Code (Dkt. 3651)

- GG. Notice Of Filing Of Second Plan Supplement Documents And Disclosures Pursuant To Section 1129(A)(5) Of The Bankruptcy Code (Dkt. 3661)**
- HH. Motion by CNH Partners, LLC and AQR Capital Management LLC for an Order Adjourning the Hearing on Confirmation of the First Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates (Dkt. 3648)**
- II. Debtors' Opposition To Motion By CNH Partners, LLC And AQR Capital Management LLC For An Order Adjourning The Hearing Of Confirmation Of The First Amended Joint Plan Of Reorganization Of SunEdison Inc. And Its Debtor Affiliates (Dkt. 3671)**
- JJ. Tranche B Lenders/Steering Committee Joinder and Response to Debtors Opposition to AQR Adjournment Motion (Dkt. 3672)**
- KK. Notice Of Filing Of Third Plan Supplement Documents And Disclosures Pursuant To Section 1129(A)(5) Of The Bankruptcy Code (Dkt. 3673)**

Status: This matter is going forward.

Dated: July 19, 2017
New York, New York

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ J. Eric Ivester

Jay M. Goffman
J. Eric Ivester
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Fax: (212) 735-2000

-and-

James J. Mazza, Jr. (admitted *pro hac vice*)
Louis S. Chiappetta (admitted *pro hac vice*)
155 N. Wacker Dr.
Chicago, Illinois 60606-1720
Telephone: (312) 407-0700
Fax: (312) 407-0411

Counsel for Debtors and Debtors in Possession