

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

In re:	)	Chapter 11
)	
AGERA ENERGY LLC, <i>et al.</i> , ¹	)	Case No. 19-23802 (RDD)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Re: Docket No. 115

ORDER ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”) for an order pursuant to Federal Rule of Bankruptcy Procedure (“Bankruptcy Rule”) 3003(c)(3), fixing deadlines (the “Bar Dates”) and establishing procedures for filing proofs of claim and approving the form and manner of service thereof, and it appearing that the relief requested is in the best interests of the Debtors, their estates, and creditors and that adequate notice has been given and that no further notice is necessary; and after due deliberation and good and sufficient cause appearing therefor, it is hereby

ORDERED, that except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors, which arose on or prior to October 4, 2019 (the “Filing Date”), shall file a proof of such claim in writing or

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Agera Energy LLC (8122); Agera Holdings, LLC (3335); energy.me midwest llc (9484); Aequitas Energy, Inc. (7988); Utility Recovery LLC (4351); and Agera Solutions LLC (8749). The location of the Debtors’ corporate headquarters and the service address for all Debtors is 555 Pleasantville Road, S-107, Briarcliff Manor, NY 10510.

² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

electronically on the Court's website at <http://www.nysb.uscourts.gov/> so that it is received on or before **December 23, 2019 at 5:00 p.m. (ET)**; and it is further

ORDERED, that notwithstanding any other provision hereof, proofs of claim filed by governmental units must be filed on or before **April 1, 2020 at 5:00 p.m. (ET)**; and it is further

ORDERED, that the following procedures for the filing of proofs of claim shall apply:

- (a) Proofs of claim must conform substantially to Official Bankruptcy Form No. 410;
- (b) Proofs of claim must be filed either electronically through <https://case.stretto.com/agera/fileclaim> or by mailing the original proof of claim either by U.S. Postal Service mail or overnight delivery to the United States Bankruptcy Court, Southern District of New York, c/o Agera Claims Processing Center, c/o Stretto, 410 Exchange, Ste. 100, Irvine, CA 92602 or by delivering the original proof of claim by hand to the United States Bankruptcy Court, Southern District of New York Southern District of New York, 300 Quarropas Street, Room 248, White Plains, NY 10601;
- (c) Proofs of claim will be deemed filed only when received by Stretto or the Clerk of the Bankruptcy Court on or before the applicable Bar Date;
- (d) Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and, (iv) be denominated in United States currency;
- (e) Proofs of claim must specify by name and case number the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor; and it is further

ORDERED, that the following persons or entities need not file a proof of claim on or prior to the Bar Date:

- (a) Any person or entity that has already filed a proof of claim against the Debtors in the above-captioned cases in a form substantially similar to Official Bankruptcy Form No. 410;
- (b) Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed,” “contingent” or “unliquidated”; and (ii) the claimant does not disagree 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 only of the specific Debtor against which the claim is listed in the Schedules;
- (c) Any holder of a claim that heretofore has been allowed by order of this Court;
- (d) Any person or entity whose claim has been paid in full by any of the Debtors;
- (e) Any holder of a claim for which specific deadlines have previously been fixed by this Court;
- (f) any person or entity holding a claim solely against the Debtors’ non-debtor affiliates;
- (g) any Debtor having a claim against another Debtor in these Chapter 11 Cases;
- (h) any person not required to file a proof of claim pursuant to any interim and/or final orders regarding the use of cash collateral or approval of postpetition financing, including the order entered as docket number 47 (the “Financing Order”); and it is further

ORDERED, that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection on or

before such date as the Court may fix in the applicable order authorizing such rejection; and it is further

ORDERED, that holders of equity security interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests, provided, however, that if any such holder asserts a claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of such claim must be filed on or prior to the Bar Date pursuant to the procedures set forth in this Bar Date Order; and it is further

ORDERED, that if the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded thirty (30) days from the date of such notice to file proofs of claim in respect of their claims and shall be given notice of such deadline; and it is further

ORDERED, that nothing in this Bar Date Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Bar Date Order by timely filing a proof of claim in appropriate form shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution; and it is further

ORDERED, that except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors that arose or accrued on the Petition Date, through and including the date the Administrative Expense Bar Date Notice is served, for which administrative expense priority is

sought pursuant to section 503 of the Bankruptcy Code (an “Administrative Expense Claim”), shall file an application or motion seeking approval of the Administrative Expense Claim as provided below so that it is received on or before the **December 23, 2019 at 5:00 p.m. (ET)** (the “Administrative Expense Bar Date”); and it is further

ORDERED, that the Administrative Expense Bar Date applies to all such Administrative Expense Claims whether or not such Administrative Expense Claims continue to accrue after the date the Administrative Expense Bar Date Notice is served; and it is further

ORDERED, that motions seeking approval of Administrative Expense Claims must be filed with the Court and delivered by first-class mail, overnight delivery, or hand delivery to McDermott Will & Emery LLP, c/o Darren Azman / Ravi Vohra, 340 Madison Avenue, New York, New York 10173-1922 so that it is received on or before **December 23, 2019 at 5:00 p.m. (ET)**; and it is further

ORDERED, that copies of the notices substantially in the form annexed hereto are approved and shall be deemed adequate and sufficient if served by first-class mail at least thirty-five (35) days prior to the Bar Dates on:

- (a) The United States Trustee;
- (b) Counsel to each official committee;
- (c) All persons or entities that have requested notice of the proceedings in the Chapter 11 cases;
- (d) All persons or entities that have filed claims;
- (e) All creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims;
- (f) All parties to executory contracts and unexpired leases of the Debtors;
- (g) All parties to litigation with the Debtors;

- (h) The Internal Revenue Service for the district in which the case is pending and, if required by Bankruptcy Rule 2002(j), the Securities and Exchange Commission and any other required governmental units;
- (i) All persons or entities that have filed claims (as of the date of the entry of this Bar Date Order);
- (j) All parties that have sent correspondence to the Court and that are listed on the Court's electronic docket (as of the date of the entry of this Bar Date Order); and
- (k) Such additional persons and entities as deemed appropriate by the Debtors; and it is further

ORDERED, that with regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Proof of Claim form annexed to the application as Annex II, indicating on the form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed); and it is further

ORDERED, that pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish notice of the Bar Dates, with any necessary modifications for ease of publication, once in the national edition of the USA Today, or similar publication, at least twenty-eight (28) days prior to the Bar Dates, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Dates; and it is further

ORDERED, that the Debtors and Stretto are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Bar Date Order; and it is further

ORDERED, that entry of this Bar Date Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests

not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so.

Dated: November 7, 2019
White Plains, New York

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Annex I
Bar Date Notice

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

In re:	)	Chapter 11
)	
AGERA ENERGY LLC, <i>et al.</i> , ¹	)	Case No. 19-23802 (RDD)
)	
Debtors.	)	(Jointly Administered)

**NOTICE OF DEADLINES REQUIRING THE FILING OF PROOFS OF
CLAIM ON OR BEFORE DECEMBER 23, 2019 AT 5:00 P.M. (ET)**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY DEBTOR SET
FORTH BELOW**

Name of Debtor and Last Four Digits of Federal Tax Identification Number	Case No.
Agera Energy LLC (8122)	19-23802
Agera Holdings, LLC (3335)	19-23803
energy.me midwest llc (9484)	19-23804
Aequitas Energy, Inc. (7988)	19-23805
Utility Recovery LLC (4351)	19-23806
Agera Solutions LLC (8749)	19-23807

The United States Bankruptcy Court for the Southern District of New York has entered an order establishing **December 23, 2019 at 5:00 p.m. (ET)** (the “Bar Date”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim against any of the Debtors listed above (the “Debtors”).

The Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to October 4, 2019, the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code, except for claims listed in Section 4 below that are specifically excluded from the General Bar Date filing requirement. Governmental

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Agera Energy LLC (8122); Agera Holdings, LLC (3335); energy.me midwest llc (9484); Aequitas Energy, Inc. (7988); Utility Recovery LLC (4351); and Agera Solutions LLC (8749). The location of the Debtors’ corporate headquarters and the service address for all Debtors is 555 Pleasantville Road, S-107, Briarcliff Manor, NY 10510.

units may have until **April 1, 2020 at 5:00 p.m. (ET)**, the date that is one hundred eighty (180) days after the order for relief, to file proofs of claim.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim in order to vote on a chapter 11 plan filed by the Debtors or to be able to share in distributions from the Debtors' estates if you have a claim that arose prior to October 4, 2019 (the "Filing Date") and it is not one of the types of claims described in section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or before 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 Filing Date.

Under Section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means a right to (a) payment, whether such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these cases; if your claim is scheduled by the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional Proof of Claim forms may be obtained at <https://cases.stretto.com/agera> or (b) <http://www.uscourts.gov/forms/bankruptcy-forms>.

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. It must be written in English and be denominated in United States Dollars. You should also attach to your completed Proof of Claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (include only the last four digits), complete birth dates (only the year), the name of a minor (only the minors' initials) or a financial account number (only the last four digits of such financial account).

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor, and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the Debtors and their case numbers is set forth above.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received **on or before December 23, 2019 at 5:00 p.m. (ET)** (for all persons except governmental units), or so as to be received on or before **April 1, 2020 at 5:00 p.m. (ET)** (for all governmental units) at the following address:

IF BY FIRST-CLASS MAIL OR OVERNIGHT DELIVERY: Agera Claims Processing Center c/o Stretto 410 Exchange, Ste. 100 Irvine, CA 92602	IF DELIVERED BY HAND: US Bankruptcy Court Southern District of New York 300 Quarropas Street Room 248 White Plains, NY 10601
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IF ELECTRONICALLY:

The website established by Stretto, using the interface available on such website located at <https://case.stretto.com/agera/fileclaim>.

Proofs of claim will be deemed filed only when received at one of the addresses listed above or filed electronically on or before the applicable Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

4. CLAIMS FOR WHICH PROOFS OF CLAIM NEED NOT BE FILED

You do **not** need to file a proof of claim on behalf of a claim on or prior to the applicable Bar Date or before the applicable Bar Date if the claim falls into one of the following categories:

- (a) Any claim that has already been asserted in a proof of claim against the Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form 410 (unless you wish to assert the claim against a Debtor not mentioned in the prior proof of claim, in which case an additional proof of claim must be filed);
- (b) Any claim that is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed,” “contingent” or “unliquidated”; and (ii) the claimant does not disagree 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 only of the specific Debtor against which the claim is listed in the Schedules;
- (c) Any claim that previously has been allowed by order of the Court;
- (d) Any claim that has been paid in full by any of the Debtors;
- (e) Any claim for which a different deadline has previously been fixed by this Court;
- (f) Any claim against a current officer or director for indemnification, contribution, or reimbursement;²
- (g) Any claim against the Debtors’ non-debtor affiliates;
- (h) Any claim by one Debtor against another Debtor in these Chapter 11 Cases; or

² In the event any current officer or director asserts a claim for indemnification, contribution, or reimbursement, the Debtors shall provide notice to the Committee of such claim within five (5) business days of making such claim.

- (i) Any claim by a person not required to file a proof of claim pursuant to any interim and/or final orders regarding the use of cash collateral or approval of postpetition financing, including the order entered as docket number 47 (the “Financing Order”).

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the Bar Date pursuant to procedures set forth in this Notice.

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.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease, you must file a proof of claim based on such rejection on or before such date as the Court may fix in the applicable order authorizing such rejection.

6. CONSEQUENCES OF THE FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THIS BAR DATE ORDER, AS SET FORTH IN FULL IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS’ CASES ON ACCOUNT OF SUCH CLAIM.

7. 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 of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "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 post-petition payments from the Debtors (as authorized by the Court) on account of your claim(s), then the enclosed Proof of Claim form(s) will reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, then you will receive multiple proof of claim forms, each of which will reflect the nature, amount, and status of your claim against one Debtor, as listed in the Schedules.

As set forth above, 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, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, then you must do so before the applicable Bar Date, in accordance with the Procedures as set forth in this notice.

Copies of the Debtors' Schedules are available for inspection on the Bankruptcy Court's electronic docket for the these Chapter 11 Cases, which is posted on (a) the website established by Stretto for these Chapter 11 Cases at <https://cases.stretto.com/agera> and (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov/>. A login and password to the Bankruptcy Court's Public Access to Court Electronic Records ("PACER") are required in order to access this information through the Bankruptcy Court's website, and can be obtained through

the PACER Service Center at <http://www.pacer.gov>. Copies of the Debtors' Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time), Monday through Friday at the Office of the Clerk of the Bankruptcy Court, located at 300 Quarropas Street Room 248, White Plains, NY 10601. Copies of the Debtors' Schedules also may be obtained by written request to Debtors' counsel at the address and telephone number set forth below or by sending a request to Stretto at:

Agera Claims Processing Center
c/o Stretto
410 Exchange, Ste. 100
Irvine, CA 92602
Toll Free: (877) 273-7276
Email: teamagera@stretto.com

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: _____, 2019
New York, NY

BY ORDER OF THE COURT

MCDERMOTT WILL & EMERY LLP

/s/ _____
Timothy W. Walsh
Darren Azman
Ravi Vohra
340 Madison Avenue
New York, NY 10173
Telephone: (212) 547-5615
Facsimile: (212) 547-5444
Email: dazman@mwe.com
rvohra@mwe.com

*Proposed Counsel to the Debtors
and Debtors in Possession*

ANNEX II

Claim Form

Annex III

Administrative Expense Bar Date Notice

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

In re:	)	Chapter 11
)	
AGERA ENERGY LLC, <i>et al.</i> , ¹	)	Case No. 19-23802 (RDD)
)	
Debtors.	)	(Jointly Administered)
)	

NOTICE OF ADMINISTRATIVE EXPENSE CLAIMS BAR DATE

TO ALL PERSONS WITH CLAIMS AGAINST ANY DEBTOR SET FORTH BELOW

Name of Debtor and Last Four Digits of Federal Tax Identification Number	Case No.
Agera Energy LLC (8122)	19-23802
Agera Holdings, LLC (3335)	19-23803
energy.me midwest llc (9484)	19-23804
Aequitas Energy, Inc. (7988)	19-23805
Utility Recovery LLC (4351)	19-23806
Agera Solutions LLC (8749)	19-23807

The United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has entered an order (the “Bar Date Order”) establishing established **December 23, 2019 at 5:00 p.m. (ET)** as the last date and time for each person to file an Administrative Expense Claim based on claims against the Debtors arising under 11 U.S.C. § 363, 364(c)(1), 365, or 503(b) (the “Administrative Expense Bar Date”) in respect of any postpetition claim (as defined in Bankruptcy Code section 101(5)) against Agera Energy LLC and the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, these “Chapter 11 Cases”).

The Administrative Expense Bar Date and the procedures set forth below for filing an Administrative Expense Claim (the “Procedures”) apply to all claims against the Debtors that arose or accrued after October 4, 2019 (the “Petition Date”), which was the date that the Debtors commenced these Chapter 11 Cases, through and including the date of this notice. The Administrative Expense Bar Date applies to all such Administrative Expense Claims whether or not such Administrative Expense Claims continue to accrue after the date of this notice.

Under Bankruptcy Code section 101(5) and as used in this notice, the word “claim” means a right to (a) payment, whether such right is reduced to judgment, liquidated,

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Agera Energy LLC (8122); Agera Holdings, LLC (3335); energy.me midwest llc (9484); Aequitas Energy, Inc. (7988); Utility Recovery LLC (4351); and Agera Solutions LLC (8749). The location of the Debtors’ corporate headquarters and the service address for all Debtors is 555 Pleasantville Road, S-107, Briarcliff Manor, NY 10510.

unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

1. WHAT IS AN ADMINISTRATIVE EXPENSE CLAIM

As used herein, the term “Administrative Expense Claim” means a claim allowable under Bankruptcy Code sections 503(b) and/or 507(a) from the Petition Date through and including the date of this notice, including claims asserted under section 503(b)(9), provided, however, that such Administrative Expense Claims shall not include claims for the fees and expenses of professionals retained in these Chapter 11 Cases or professionals requesting compensation pursuant to sections 326, 327, 328, 330, 331, 363 and 503(b) of the Bankruptcy Code.

2. WHAT TO FILE

A creditor may seek payment of an Administrative Expense Claim only through either a written application or written motion filed with Bankruptcy Court.

IF YOU ARE ASSERTING AN ADMINISTRATIVE EXPENSE CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE APPLICATIONS OR MOTIONS MUST BE FILED AGAINST EACH SUCH DEBTOR. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

3. WHEN AND WHERE TO FILE

Any Administrative Expense Claim must be filed with the Bankruptcy Court and delivered by first-class mail, overnight delivery, or hand delivery to Debtors’ counsel at the appropriate address below, so as to be received on or before **December 23, 2019 at 5:00 p.m. (ET)**:

IF BY FIRST-CLASS MAIL, OVERNIGHT DELIVERY OR HAND DELIVERY:

McDermott Will & Emery LLP
c/o Darren Azman / Ravi Vohra
340 Madison Avenue
New York, New York 10173-1922

4. WHO DOES NOT NEED TO FILE AN ADMINISTRATIVE EXPENSE CLAIM

You do **not** need to file an Administrative Expense Claim on or before the Administrative Expense Bar Date if you are:

- a. a person or entity that has already filed an Administrative Expense Claim against a Debtor;
- b. a person whose claim has been paid in full;

- c. a holder of a claim that heretofore has been allowed by an order of the Bankruptcy Court;
- d. a holder of a claim for which a separate deadline to file a Proof of Claim has been fixed by the Bankruptcy Court;
- e. a person that has already filed a Proof of Claim against the applicable Debtor in these Chapter 11 Cases in a form substantially similar to Official Bankruptcy Form 410; or
- f. a professional retained under the Bankruptcy Code.

This notice may be sent to many persons that have had some relationship with or have done some business with the Debtors, but that may not have an administrative expense claim against the Debtors. The fact that you have received this notice **does not** mean that you have an administrative expense claim against the Debtors or that the Bankruptcy Court or the Debtors believe that you have an administrative expense claim against the Debtors.

5. CONSEQUENCES OF THE FAILURE TO FILE AN ADMINISTRATIVE EXPENSE CLAIM BY THE ADMINISTRATIVE EXPENSE BAR DATE

ANY HOLDER OF AN ADMINISTRATIVE EXPENSE CLAIM THAT FAILS TO TIMELY FILE AN APPLICATION OR MOTION FOR THE ALLOWANCE OF AN ADMINISTRATIVE EXPENSE CLAIM IN THE APPROPRIATE FORM SHALL **NOT** BE TREATED AS A CREDITOR WITH RESPECT TO SUCH ALLEGED CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CHAPTER 11 CASES AND FOR PARTICIPATING IN ANY DISTRIBUTION IN THE THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH ALLEGED CLAIM.

A HOLDER OF A POTENTIAL CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER OF SUCH A POTENTIAL CLAIM SHOULD FILE AN APPLICATION OR MOTION FOR THE ALLOWANCE OF AN ADMINISTRATIVE EXPENSE CLAIM.

Dated: _____, 2019
New York, NY

BY ORDER OF THE BANKRUPTCY COURT

MCDERMOTT WILL & EMERY LLP

/s/

Timothy W. Walsh
Darren Azman
Ravi Vohra
340 Madison Avenue
New York, NY 10173
Telephone: (212) 547-5615
Facsimile: (212) 547-5444
Email: dazman@mwe.com
rvohra@mwe.com

*Proposed Counsel to the Debtors
and Debtors in Possession*