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

_____)	
In re:)	Chapter 11
)	
AGERA ENERGY LLC, <i>et al.</i> , ¹)	Case No. 19-_____ (____)
)	
Debtors.)	(Joint Administration Requested)
_____)	

**DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING
THE DEBTORS TO (A) FILE A CONSOLIDATED LIST OF CREDITORS,
(B) FILE A CONSOLIDATED LIST OF THE DEBTORS' THIRTY
LARGEST UNSECURED CREDITORS, AND (II) AUTHORIZING THE DEBTORS TO
ESTABLISH PROCEDURES FOR NOTIFYING PARTIES OF THE
COMMENCEMENT OF THESE CHAPTER 11 CASES**

Agera Energy LLC and the above-captioned debtors, as debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submit this motion (the “Motion”) pursuant to sections 105(a), 107(c) and 342(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 1007 and 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 1007-1, 5075-1, and 9013-1(a) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of

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); Aequis 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.

New York (the “Local Bankruptcy Rules”) for entry of an order substantially in the form attached hereto as **Exhibit A**: (a) authorizing the Debtors to (i) file a consolidated list of creditors in lieu of submitting a separate mailing matrix for each Debtor (collectively, the “List-Filing Requirements”) and (ii) file a single, consolidated list of the 30 largest unsecured creditors in these Chapter 11 Cases (the “Consolidated Top 30 List”), rather than a list of each Debtor’s 20 largest unsecured creditors (the “Top 20 List”), excluding insiders, (b) approving the form and manner of notifying creditors of the commencement of these Chapter 11 Cases and of the meeting of creditors (the “Notice of Commencement”), and (c) granting related relief. In support of the Motion, the Debtors rely upon and fully incorporate by reference the contemporaneously filed *Declaration of Todd Sandford Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”). In further support of the Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion under 28 U.S.C. §§ 157 and 1334(b), and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York M-431*, dated January 31, 2012. This is a core proceeding under 28 U.S.C. § 157(b).

2. Venue of these cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a), 107(c), and 342(a) of the Bankruptcy Code, Bankruptcy Rules 1007 and 2002, and Local Bankruptcy Rules 1007-1, 5075-1, and 9013-1(a).

BACKGROUND

4. On the date hereof (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

6. No trustee, examiner, creditors’ committee, or other official committee has been appointed in these Chapter 11 Cases.

7. The factual background regarding the Debtors, including a description of the Debtors’ business, capital structure, and the circumstances leading to these Chapter 11 Cases, is set forth in the First Day Declaration, which is incorporated herein by reference.

RELIEF REQUESTED

8. By this Motion, the Debtors seek entry of an order: (a) authorizing the Debtors to (i) file a consolidated list of creditors in lieu of complying with the List-Filing Requirements and (ii) file a Consolidated Top 30 List, rather than a Top 20 List, excluding insiders, (b) approving the form and manner for providing creditors the Notice of Commencement, and (c) granting related relief.

BASIS FOR REQUESTED RELIEF

A. Cause Exists to Waive the List-Filing Requirements.

9. Under the List-Filing Requirements and the procedures set forth therein, lists, schedules, and statements filed must comply with Bankruptcy Rule 1007 and Local Bankruptcy Rule 1007-1. Local Bankruptcy Rule 1007-1 requires, among other things, that creditor lists filed with the Court be formatted in a particular manner and that lists be filed individually by each Debtor.

10. The Debtors have contemporaneously filed an application to retain Stretto as their claims and noticing agent (the “Proposed Claims and Noticing Agent”) as agent for the Office of the Clerk of Court (“Clerk’s Office”) to assist the Clerk’s Office with, among other things, the notices to be provided in these Chapter 11 Cases. The Proposed Claims and Noticing Agent has already prepared a consolidated list of creditors and potential parties in interest (the “Creditor List”) based on the names and addresses that the Debtors maintained in their databases or were otherwise readily ascertainable by the Debtors before the Petition Date. The Debtors have provided to the Clerk’s Office an electronic copy of the Creditor List. The Creditor List is in a format ordinarily used by the Proposed Claims and Noticing Agent and might not comply with all or some of the various List-Filing Requirements.

11. Under the circumstances, reformatting the Creditor List, preparing and filing separate formatted creditor matrices, and otherwise complying with the List-Filing Requirements will unnecessarily burden the Debtors, without any corresponding benefit to the estates. Accordingly, the Debtors request that the Court waive the List-Filing Requirements and deem the Creditor List submitted to the Clerk’s Office in electronic format sufficient.

12. To ensure the availability of a current master mailing list to all parties in these Chapter 11 Cases, the Debtors propose to provide, through the Proposed Claims and Noticing Agent, an updated Creditor List to the Clerk’s Office in electronic format on a regular basis.

13. The Debtors submit that the proposed maintenance of the Creditor List with the Proposed Notice and Claims Agent is consistent with applicable Local Rules. Pursuant to Local Rule 5075-1, a debtor filing a petition with more than 250 creditors and equity interest holders, in the aggregate, as is the case here, is required to retain an approved claims and noticing agent pursuant to an order of the Court.

14. Courts in this jurisdiction have approved relief similar to the relief requested herein with respect to preparation of a consolidated, electronic list of a debtor's creditors. *See, e.g., In re Hollander Sleep Products, LLC*, Case No. 19-11608 (MEW) (Bankr. S.D.N.Y. June 4, 2019) (authorizing the debtors to prepare a list of creditors in lieu of submitting a formatted mailing matrix); *In re Sungard Availability Services Capital, Inc.*, Case No. 19-22915 (RDD) (Bankr. S.D.N.Y. May 2, 2019) (same); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. Mar. 5, 2019) (same); *In re FULLBEAUTY Brands Holdings Corp.*, Case No. 19-22185 (RDD) (Bankr. S.D.N.Y. Feb. 7, 2019) (same); *In re Aegean Marine Petrol Network, Inc.*, Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Dec. 6, 2018) (same).

B. Cause Exists to Authorize the Debtors to File a Single Consolidated Top 30 List.

15. Bankruptcy Rule 1007 requires a debtor to file a Top 20 List containing information on its 20 largest unsecured creditors, excluding insiders. The Top 20 List is used to facilitate the appointment of a creditors' committee by the United States Trustee. *See In re Dandy Doughboy Donuts, Inc.*, 66 B.R. 457, 458 (Bankr. S.D. Fla. 1986) ("The purpose of the separate list of 20 largest creditors required by [Bankruptcy Rule 1007] is to enable the clerk to identify members and the court to appoint immediately an unsecured creditors' committee in compliance with 11 U.S.C. 1102(a)(1).").

16. If a creditors' committee is ultimately deemed appropriate, the Consolidated Top 30 List will be sufficient to aid in the United States Trustee's appointment of a creditors' committee. As with the List-Filing Requirements discussed above, requiring each Debtor to file a Top 20 List would be unduly burdensome, with little, if any, attendant value to the Debtors' estates or the United States Trustee.

17. Accordingly, the Debtors request that the Court waive the requirement that each Debtor file a Top 20 List and instead authorize the Debtors to file a single Consolidated Top 30 List.

18. Courts in this jurisdiction have approved relief similar to the relief requested herein with respect to filing a single consolidated list of the largest unsecured creditors of a debtor and its debtor affiliates. *See, e.g., In re Hollander Sleep Products, LLC*, Case No. 19-11608 (MEW) (Bankr. S.D.N.Y. June 4, 2019) (authorizing the debtors to file a single list of their fifty largest unsecured creditors); *In re Sungard Availability Services Capital, Inc.*, Case No. 19-22915 (RDD) (Bankr. S.D.N.Y. May 2, 2019) (authorizing the debtors to file a single list of their thirty largest unsecured creditors); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. Mar. 5, 2019) (authorizing the debtors to file a single consolidated list of their fifty largest unsecured creditors); *In re FULLBEAUTY Brands Holdings Corp.*, Case No. 19-22185 (RDD) (Bankr. S.D.N.Y. Feb. 7, 2019) (authorizing the debtors to file a single consolidated list of their thirty largest unsecured creditors); *In re Aegean Marine Petrol Network, Inc.*, Case No. 18-13374 (MEW) (Bankr. S.D.N.Y. Dec. 6, 2018) (same).

C. The Proposed Procedures for the Notice of Commencement Are Appropriate.

19. Bankruptcy Rule 2002(a) provides, in relevant part, that “the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees at least 21 days’ notice by mail of . . . the meeting of creditors under § 341 or § 1104(b) of the Code.” Fed. R. Bankr. P. 2002(a)(1). Furthermore, Bankruptcy Rule 2002 provides that notice of the order for relief shall be sent by mail to all creditors and equity security holders. Fed. R. Bankr. P. 2002(d), (f).

20. In light of the requirement to notify creditors of the commencement of the Chapter 11 Cases and the meeting of creditors, the Debtors request authority for their Proposed

Claims and Noticing Agent to serve by regular mail the Notice of Commencement, substantially in the form attached as **Exhibit 1** to the Order, to creditors in accordance with Bankruptcy Rule 2002. The Debtors believe that using their Proposed Claims and Noticing Agent to promptly provide notices to all applicable parties will maximize efficiency in administering these Chapter 11 Cases and will ease administrative burdens that would otherwise fall upon the Court and the United States Trustee. Additionally, the Proposed Claims and Noticing Agent will assist the Debtors in preparing creditor lists and mailing initial notices, thus creating efficiencies in authorizing Stretto to mail the Notice of Commencement of these Chapter 11 Cases. Accordingly, the Debtors respectfully submit that the Proposed Claims and Noticing Agent should undertake such mailings.

MOTION PRACTICE

21. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion. Accordingly, the Debtors submit that this motion satisfies Local Rule 9013-1(a).

NOTICE

22. The Debtors will provide notice of this Motion to: (a) the United States Trustee; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to BP Energy Company; (d) counsel to Exelon Generation Company, LLC; (e) the United States Attorney for the Southern District of New York; (f) the Internal Revenue Service; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

NO PRIOR REQUEST

23. No prior request for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that this Court enter an order, substantially in the form attached hereto as **Exhibit A**, (a) authorizing the Debtors to (i) file a consolidated list of creditors in lieu of complying with the List-Filing Requirements and (ii) file a Consolidated Top 30 List, rather than a Top 20 List, excluding insiders, (b) approving the form and manner for providing creditors the Notice of Commencement, and (c) granting such other and further relief as the Court deems appropriate.

Dated: October 4, 2019
New York, NY

Respectfully submitted,

MCDERMOTT WILL & EMERY LLP

/s/ Darren Azman

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*Proposed Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

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

In re:

AGERA ENERGY LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 19-____ (____)
)

) (Jointly Administered)
)

) **Re: Docket No. __**
)

**ORDER (I) AUTHORIZING THE DEBTORS TO (A) FILE A CONSOLIDATED LIST
OF CREDITORS, (B) FILE A CONSOLIDATED LIST OF THE DEBTORS' THIRTY
LARGEST UNSECURED CREDITORS, AND (II) AUTHORIZING DEBTORS TO
ESTABLISH PROCEDURES FOR NOTIFYING PARTIES OF THE
COMMENCEMENT OF THESE CASES**

Upon the motion (the "Motion")² of the Debtors for order (the "Order") under Bankruptcy Code sections 105(a) and 342, Bankruptcy Rules 1007 and 2002, and Local Bankruptcy Rules 1007-1 (a) authorizing the Debtors to (i) file a consolidated list of creditors in lieu of complying with the List-Filing Requirements and (ii) file a Consolidated Top 30 List, rather than a Top 20 List, excluding insiders and (b) approving the form and manner for providing creditors the Notice of Commencement; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having the power to enter a final order consistent with Article III of the United States Constitution; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were

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.

appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. In lieu of submitting a formatted mailing matrix, the Debtors, with the assistance of the Proposed Notice and Claims Agent, shall make available a single, consolidated list of all of the Debtors’ creditors in electronic form (the “Creditor List”) to any entity who so requests and in non-electronic form at such requesting entity’s sole cost and expense.
3. If requested, the Debtors shall provide the Creditor List to the Clerk’s Office in electronic format, in lieu of filing a formatted creditor matrices, and such Creditor List is deemed adequate and sufficient, and the List-Filing Requirements are hereby waived. The Claims and Noticing Agent shall provide an updated Creditor List to the Clerk’s Office in electronic format on a regular basis.
4. The Debtors are authorized to file a single Consolidated Top 30 List in lieu of each Debtor filing a separate Top 20 List.
5. The Notice of Commencement, substantially as attached as **Exhibit 1** hereto, is approved.
6. The Debtors shall cause the Notice of Commencement to be served via first-class mail on known parties entitled to receive such notice.
- 7.

8. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Notice of Commencement

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

In re:

**AGERA ENERGY LLC
AGERA HOLDINGS, LLC
ENERGY.ME MIDWEST LLC
AEQUITAS ENERGY, INC.
UTILITY RECOVERY LLC
AGERA SOLUTIONS LLC**

**Case No. 19-_____ (____)
Case No. 19-_____ (____)
Case No. 19-_____ (____)
Case No. 19-_____ (____)
Case No. 19-_____ (____)
Case No. 19-_____ (____)**

Notice of Chapter 11 Bankruptcy Case

12/17

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

1. Debtor's full name(s):

AGERA ENERGY LLC
AGERA HOLDINGS, LLC
ENERGY.ME MIDWEST LLC
AEQUITAS ENERGY, INC.
UTILITY RECOVERY LLC
AGERA SOLUTIONS LLC

2. All other names used in the last 8 years: N/A

3. Address: 555 Pleasantville Road, S-107, Briarcliff Manor, NY 10510

4. Debtor's attorney

Name and address

MCDERMOTT WILL & EMERY LLP
340 Madison Avenue
New York, New York 10173
Timothy W. Walsh
Darren Azman
Ravi Vohra

Contact Telephone:

Contact Facsimile:

Email:

(212) 547-5400

(212) 547-5444

DAzman@mwe.com

RVohra@mwe.com

5. Bankruptcy clerk's office Documents in this case may be filed at this address. You may inspect all records filed in this case at this office or online at www.pacer.gov .	United States Bankruptcy Court 300 Quarropas Street, White Plains, NY 10601	Hours open: Monday - Friday, 8:30 a.m. - 5:00 p.m. (except federal holidays) Contact phone: (914) 467-7250
6. Meeting of creditors The debtor's representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.	_____ at _____ (ET) Date Time The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.	Location: to be determined.
7. Proof of claim deadline	Deadline for filing proof of claim: A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office. Your claim will be allowed in the amount scheduled unless: • your claim is designated as <i>disputed</i> , <i>contingent</i> , or <i>unliquidated</i> ; • you file a proof of claim in a different amount; or • you receive another notice. If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled. You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov . Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.	Not yet set. If a deadline is set, the court will send you another notice.
8. Exception to discharge deadline The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.	If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below. Deadline for filing the complaint:	
9. Creditors with a foreign address	If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.	
10. Filing a Chapter 11 bankruptcy case	Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.	
11. Discharge of debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.	