

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>AEI WINDDOWN, INC.,<sup>1</sup></p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 17-10500 (KJC)</p>
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**NOTICE OF BAR DATES FOR FILING CLAIMS**

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTOR SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

**TO ALL KNOWN CREDITORS OF THE ABOVE-CAPTIONED ENTITY (THE "DEBTOR"):**

On August 16, 2017, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Bar Date Order") in the above-captioned chapter 11 case establishing certain claims bar dates.

Pursuant to the Bar Date Order, the Court has established September 29, 2017 at 5:00 p.m., Eastern Time as the general bar date (the "General Bar Date") for filing claims in the Debtor's chapter 11 case.

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code"), and includes all persons, estates, trusts, governmental units and the United States Trustee. In addition, the terms "persons" and "governmental units" are defined as set forth in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this notice, the term "claim" means, as to or against the Debtor and in accordance with section 101(5) of the Bankruptcy Code: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

<sup>1</sup> The Debtor in this chapter 11 case and the last four digits of the Debtor's U.S. tax identification number is AEI Winddown, Inc. (f/k/a Aquion Energy, Inc.) (1370). The Debtor's headquarters is located at AEI Winddown, Inc. (f/k/a Aquion Energy, Inc.) c/o Suzanne Roski, 1051 East Cary Street, Suite 602, Richmond, VA 23219.



### **THE BAR DATES**

The Bar Date Order established the following bar dates for filing proofs of claim in this case (collectively, the "Bar Dates"):

- a. The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims, whether administrative, secured, priority (including, without limitation, claims entitled to priority under sections 503(b)(9), 507(a)(4) or 507(a)(5) of the Bankruptcy Code) or unsecured nonpriority claims against the Debtor that arose before March 8, 2017 (the "Petition Date") must file proofs of claim by the General Bar Date of **September 29, 2017 at 5:00 p.m. Eastern Time.**
- b. The Governmental Bar Date. Pursuant to the Bar Date Order, except as described below, all governmental units holding claims (whether secured, unsecured, priority or unsecured nonpriority) against the Debtor that arose before the Petition Date must file proofs of claim by the Governmental Bar Date of **September 29, 2017 at 5:00 p.m. Eastern Time.**
- c. The Rejection Bar Date. Any entity whose claims arise out of the Court approved rejection of an executory contract or unexpired lease, or as authorized by any order of the Court in this case, the Rejection Bar Date for such a claim will be the later of (a) the General Bar Date; (b) for executory contracts and unexpired leases rejected pursuant to a rejection motion, twenty-one (21) days after the later of (i) the date of service of an order approving a rejection motion, (ii) the date of the surrender of the leased property to the affected lessor, and (iii) any alternative date provided in the rejection motion; and (c) any other date set by an order of the Court. The later of these dates is referred to in this notice as the "Rejection Bar Date."
- d. The Amended Schedules Bar Date. If, subsequent to the mailing date of this notice, the Debtor amends or supplements its Schedules of Assets and Liabilities (the "Schedules") to reduce the undisputed, noncontingent and liquidated amount or to change the nature, classification or characterization of a claim against the Debtor reflected therein, any affected entities that dispute such amendments or supplements to the Schedules (such Schedules, the "Amended Schedules") are required to file a proof of claim or amend any previously filed proof of claim in respect of the Amended Schedules claim on or before the later of: (a) the General Bar Date; and (b) 30 days after the date that notice of the applicable Amended Schedules is served on the claimant. The

later of these dates is referred to in this notice as the "Amended Schedules Bar Date."

- e. The First Administrative Expense Bar Date. Pursuant to the Bar Date Order, except as described below, all entities, including governmental entities, holding claims of any kind that first arose (or, only in the case of unexpired leases or real and personal property, accrued) on or after the Petition Date through and including August 1, 2017, including claims under sections 365(d)(3), 365(d)(5) or 503(b)(1) through (8) of the Bankruptcy Code (excluding, for the avoidance of doubt, claims arising under section 503(b)(9)), shall file by motion such claims with the Court by the First Administrative Expense Bar Date (i.e., by September 29, 2017 at 5:00 p.m. Eastern Time). The claims subject to the First Administrative Expense Bar Date are referred to herein as "Administrative Expense Claims."

### **FILING CLAIMS**

#### **1. WHO MUST FILE**

Subject to the terms described above for holders of claims subject to the General Bar Date, Governmental Bar Date, Rejection Bar Date, and the Amended Schedules Bar Date, the following entities must file proofs of claim on or before the General Bar Date:

- a. any entity (i) whose prepetition claim against the Debtor is not listed in the Debtor's Schedules or is listed as any of disputed, contingent, or unliquidated and (ii) that desires to share in any distribution in any of this case; and
- b. any entity whose prepetition claim against the Debtor is included within the Debtor's Schedules, but believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount different from the classification or amount identified in the Schedules.

Subject to the terms described in paragraph "e" above for holders of claims subject to the First Administrative Expense Bar Date, any entity that holds an Administrative Expense Claim must file a request by motion with the Court on or before the First Administrative Expense Bar Date.

#### **2. WHAT TO FILE**

The Debtor is enclosing a proof of claim form for use in this case, or you may use another proof of claim form that conforms substantially to Official Bankruptcy Form No. 410. If your claim is scheduled by the Debtor, the attached proof of claim form also sets forth: (i) the

amount of your claim (if any) as scheduled; (ii) the Debtor against which the claim is scheduled; (iii) whether your claim is scheduled as disputed, contingent or unliquidated; and (iv) whether your claim is listed as a secured, unsecured priority or unsecured nonpriority claim. You will receive a different proof of claim form for each claim scheduled in your name by the Debtor. You may utilize the proof of claim form(s) provided by the Debtor to file your claim. Additional proof of claim forms may be obtained at the following websites: [www.kccllc.net/aquion](http://www.kccllc.net/aquion) (the "Claim Agent Website") or <http://www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0>.

Parties asserting Administrative Expense Claims must file a request directly with the Court.

### **3. WHEN AND WHERE TO FILE**

Entities must file each Proof of Claim Form so they are received on or before the applicable Bar Dates either (a) electronically with KCC via the interface available at [www.kccllc.net/aquion](http://www.kccllc.net/aquion) or (b) via U.S. mail or other hand delivery method to the following address:

Aquion Claims Processing Center  
c/o KCC  
2335 Alaska Ave.  
El Segundo, CA 90245

Proof of Claim Forms will be deemed filed when **actually received** by the Debtor's claims agent, Kurtzman Carson Consultants LLC ("KCC"), on or before the applicable Bar Date. **Proof of Claim Forms may not be delivered via facsimile or electronic mail transmission.**

Proof of Claim Forms will be collected, docketed and maintained by KCC. If you want to receive acknowledgement of KCC's receipt of a Proof of Claim Form, you must submit by the applicable Bar Date, and concurrently with submitting your original Proof of Claim Form, (i) a copy of the original Proof of Claim Form and (ii) a self-addressed, postage prepaid return envelope.

All forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The form must be written in English and be denominated in United States currency. You should attach to your completed form any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

### **4. ENTITIES NOT REQUIRED TO FILE A CLAIM**

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date, need not file claims in this case:

- a. any entity that already has filed a signed proof of claim against the Debtor in a form substantially similar to Official Bankruptcy Form No. 410 with: (i) the Clerk of the Bankruptcy Court for the District of Delaware or (ii) the Debtor's claims and noticing agent, KCC;
- b. any entity (i) whose claim against the Debtor is not listed as "disputed", "contingent", or "unliquidated" in the Schedules or Amended Schedules and (ii) agrees with the nature, classification and amount of its claim as identified in the Schedules or Amended Schedules;
- c. any entity whose claim against the Debtor previously has been Allowed by, or paid pursuant to, an order of the Court; and

In addition, the Bar Date Order provides that holders of the following claims are not required to file an Administrative Expense Claim by the First Administrative Expense Bar Date:

- a. any Administrative Expense Claims that (i) have been previously paid by the Debtor in the ordinary course of business or (ii) have otherwise been satisfied;
- b. Administrative Expense Claims previously filed with the Court;
- c. Administrative Expense Claims already Allowed by an order of the Court;
- d. Administrative Expense Claims of any professional retained and employed by the Debtor or the Committee, pursuant to sections 327, 328, or 1103 of the Bankruptcy Code, including any ordinary course of business professionals retained, pursuant to an order of this Court approving the employment of ordinary course business professionals, for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date;
- e. any claims by any member of the Committee for reimbursement of reasonable expenses incurred in connection with the member's service on the Committee;
- f. any claims by any current director of the Debtor for payment of board fees or reimbursement of reasonable expenses incurred in the ordinary course of business in connection with the director's service on the Debtor's board of directors;
- g. any claims for fees payable to the Clerk of this Court;

- h. any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- i. any claim by a Governmental Unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code, or for any other postpetition tax;
- j. any claims of a current officer or employee of the Debtor, for amounts incurred in the ordinary course of business as a wage, commission, benefit, severance or accrued vacation, provided that the current officer or employee shall submit a proof of claim by the applicable Bar Date for all other claims arising before or after the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation; and
- k. Administrative Expense Claims arising after August 1, 2017 (Administrative Expense Claims that arise after August 1, 2017 will be subject to a separate deadline to be later established in this case).

#### **NO REQUIREMENT FOR STOCKHOLDERS TO FILE PROOFS OF INTEREST**

Any entity holding an interest in the Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of: (i) common or preferred stock in a corporation; or (ii) warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an "Interest"), need not file a proof of claim or proof of interest on or before the General Bar Date on account of such Interest; provided, however, Interest Holders who want to assert claims against the Debtor that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file a claim by the applicable Bar Dates, unless another exception identified in the Motion applies.

#### **CONSEQUENCES OF FAILURE TO FILE A CLAIM**

Entities that fail to properly file a Proof of Claim Form by the applicable Bar Date shall be barred, estopped and enjoined from: (i) asserting any prepetition claim against the Debtor or its estate that such entity may possess and that (a) is in an amount that exceeds the amount, if any, that is identified in the Schedules or Amended Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (b) is of a different nature, classification or priority than any claim identified in the Schedules or Amended Schedules on behalf of such entity (any such claim under this subparagraph (i) being referred to herein as an "Unscheduled Claim"); and (ii) voting upon, or receiving distributions under, any chapter 11 plan in this case in respect of an Unscheduled Claim.

Further, entities that fail to properly file an Administrative Expense Claim by the First Administrative Expense Bar Date for Administrative Expense Claims shall: (i) be forever barred, estopped and enjoined from asserting their Administrative Expense Claims against the Debtor or its estate; and (ii) be prohibited from receiving payment from the Debtor's estate or participating in any distribution under any plan in the Debtor's chapter 11 case on account of such Administrative Expense Claims.

### **RESERVATION OF RIGHTS**

The Debtor retains the right to: (i) dispute, or assert offsets or defenses against, any filed proofs of claim, or any claim listed or reflected in the Schedules, as to nature, amount, liability, classification or otherwise; (ii) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (iii) otherwise amend or supplement the Schedules. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtor from objecting to any claim, whether scheduled or filed, on any grounds.

### **ADDITIONAL INFORMATION**

If you require additional information regarding the filing of a claim, you may contact KCC at 866-381-9100 (310-823-9000 for international calls) or by submitting an inquiry at [www.kccllc.net/aquion](http://www.kccllc.net/aquion). Copies of the Bar Date Order and other information regarding the Debtor's chapter 11 case are available for inspection free of charge on KCC's website at: [www.kccllc.net/aquion](http://www.kccllc.net/aquion).

KCC cannot advise you how to file, or whether you should file, a claim. You may wish to consult an attorney regarding this matter.

Dated: August 16, 2017

PACHULSKI STANG ZIEHL & JONES LLP

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