

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

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	)	Chapter 11
In re:	)	
	)	Case No. 18-50757 (AMK)
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , <sup>1</sup>	)	(Jointly Administered)
	)	
Debtors.	)	
	)	Hon. Judge Alan M. Koschik
	)	

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**AMENDED NOTICE OF (I) APPROVAL OF DISCLOSURE  
STATEMENT, (II) DEADLINE FOR VOTING ON PLAN,  
(III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND  
(IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. **APPROVAL OF DISCLOSURE STATEMENT.** By order dated May 29, 2019 [Docket No. 2714] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Northern District of Ohio (the “Court”) approved the *Disclosure Statement for the Fifth Amended Joint Plan of Reorganization of FirstEnergy Solutions Corp., et. al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “Disclosure Statement”) [Docket No. 2675] as containing adequate information, and directed the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes with regard to the approval or rejection of the *Fifth Amended Joint Plan of Reorganization of FirstEnergy Solutions Corp., et. al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 2675] (as modified, amended or supplemented from time to time, the “Plan”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as the context so requires.

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<sup>1</sup>The Debtors in these chapter 11 cases (the “Chapter 11 Cases”), along with the last four digits of each Debtor’s federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors’ address is: 341 White Pond Dr., Akron, OH 44320.



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2. **KEY DATES AND DEADLINES.**

<b>Event</b>	<b>Proposed Date<sup>2</sup></b>
Equity Election Record Date	January 23, 2019 <sup>3</sup>
Voting Record Date	May 20, 2019
Security Position Report Deadline	May 24, 2019
Solicitation Deadline	Ten (10) business days after entry of the Order
Deadline to Publish Confirmation Hearing Notice	Ten (10) business days after entry of the Order
Deadline for Objections to Claims for Voting Purposes	June 21, 2019
Deadline for Filing Temporary Allowance Request Motions	July 5, 2019 at 4:00 p.m.
Deadline for Objections/Responses to Temporary Allowance Request Motions	July 19, 2019
Deadline for Replies to Objections/Responses to Temporary Allowance Request Motions	July 22, 2019
Deadline to File Plan Supplement	July 23, 2019
Deadline for Entry of Order Granting Temporary Allowance Request Motions	August 9, 2019
Deadline for Objections/Responses to Confirmation of the Plan	August 2, 2019 at 4:00 p.m.
Voting Deadline	August 2, 2019 at 4:00 p.m.
Voting Certification Deadline	August 13, 2019
Deadline for Replies to Objections/Responses to Confirmation of Plan	August 16, 2019
Confirmation Hearing	August 20, 2019 at 9:30 a.m.

<sup>2</sup>Unless otherwise specified, the proposed deadlines listed herein will be 11:59 p.m. on the date listed. All times noted are in the prevailing Eastern Time zone.

<sup>3</sup> Or such later date as agreed to by the Debtors with the consent of the Requisite Supporting Parties (as such term is defined in the Restructuring Support Agreement) and the Committee.

3. **RECORD DATE FOR VOTING PURPOSES.** Only creditors who held Claims on May 20, 2019 (the “Voting Record Date”) are entitled to vote on the Plan.

4. **VOTING DEADLINE.** All votes to accept or reject the Plan must be actually received by the Debtors’ voting agent, Prime Clerk LLC (“Prime Clerk”) by no later than **4:00 p.m. (prevailing Eastern Time) on August 2, 2019** (the “Voting Deadline”). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote. Ballots received by facsimile or e-mail, or any other means other than by submission via Prime Clerk’s e-balloting portal, mail, hand delivery or overnight courier, **will not** be counted.

5. **ENTITLEMENT TO VOTE ON PLAN.** Holders of Claims in the following classes are entitled to vote to accept or reject the Plan: **A3, A4, A5, A6, A7, A8, B4, B5, B6, B7, B8, B9, C3, C4, C5, C6, C7, C8, D3, D4, D5, D6, E3, E4, E5, E6, F3 and G3** (collectively, the “Voting Classes”).

The following holders are **not** entitled to vote on the Plan: (i) holders of Claims and Interests in the following classes: **A1, A2, A9, A10, B1, B2, B3, B10, B11, C1, C2, C9, C10, D1, D2, D7, D8, E1, E2, E7, E8, F1, F2, F4, F5, G1, G2, G4 and G5** (collectively, the “Non-Voting Classes”), (ii) holders of Claims that have been disallowed or expunged as of the Voting Record Date, (iii) holders of Claims scheduled by the Debtors as contingent, unliquidated, or disputed when a proof of claim was not filed by the General Bar Date or deemed timely filed by order of the Bankruptcy Court at least five (5) business days prior to the Voting Deadline, and (iv) holders of Claims that are subject to an objection that remains unresolved as of July 19, 2019.

6. **TEMPORARY ALLOWANCE REQUEST MOTION FOR VOTING PURPOSES.** If you elect to challenge the disallowance, classification or treatment of your Claim for voting purposes (including, without limitation, the treatment of the claim for voting purposes), you must file with the Court a motion (a “Temporary Allowance Request Motion”) pursuant to Bankruptcy Rule 3018(a) requesting such relief as you may assert is proper, including the temporary allowance or reclassification of your claim solely for voting purposes. Your Ballot will not be counted, unless temporarily allowed by an order entered on or before **August 9, 2019** or as otherwise ordered by the Court. All Temporary Allowance Request Motions must be filed and served no later than **4:00 p.m. (prevailing Eastern Time) on July 5, 2019** (the “Temporary Allowance Request Motion Deadline”). All objections and responses to Temporary Allowance Request Motions must be filed and served on or before **July 19, 2019**. A claimant may file a reply to any objection or response to its motion on or before **July 22, 2019**. Any order temporarily allowing such claims must be entered on or before **August 9, 2019** or as otherwise ordered by the Court. Temporary Allowance Request Motions must: (i) be made in writing; (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (iii) identify the proof of claim or Scheduled Claim in question; (iv) set forth the name of the claimant(s) pursuing the Temporary Allowance Request Motion; (v) set forth the name(s) of the Debtor(s) against which the Claim(s) is/are asserted; (vi) state with particularity the legal and factual bases relied upon for the relief requested by the Temporary Allowance Request Motion; and (vii) be filed and served pursuant to automatic electronic service provided by the Court’s ECF system, in each case so as to be received by the Notice Parties (with a copy to the chambers of the Honorable Alan M.

Koschik, United States Bankruptcy Judge) no later than the Temporary Allowance Request Motion Deadline. Temporary Allowance Request Motions that do not comply with the foregoing may not be considered by the Court and may be deemed denied except as otherwise ordered by the Court. Any claimant who timely files and serves a Temporary Allowance Request Motion which has not been resolved by July 19, 2019, and who has not otherwise received a Solicitation Package shall be provided with a Ballot and shall be allowed to cast a provisional vote to accept or reject the Plan on or before the Voting Deadline, pending a determination of such motion by the Court. Creditors may contact Prime Clerk at (855) 934-8766 to receive an appropriate ballot for any claim for which a proof of claim has been timely filed and a Temporary Allowance Request Motion has been granted.

7. **CONFIRMATION HEARING.** A hearing (the “Confirmation Hearing”) to consider the confirmation of the Plan will be held at the John F. Seiberling Federal Building and U.S. Courthouse, 260 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308 on **August 20, 2019 at 9:30 a.m. (prevailing Eastern Time)** before the Honorable Alan M. Koschik, United States Bankruptcy Judge for the Northern District of Ohio. The Confirmation Hearing may be adjourned from time to time by the Debtors without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for a particular hearing that is filed with the Court. The Plan may be modified in accordance with the Bankruptcy Code, the Bankruptcy Rules, the terms of the Plan and the Restructuring Support Agreement, and other applicable law, without further notice, prior to, or as a result of, the Confirmation Hearing.

8. **INJUNCTIONS, RELEASES, AND EXCULPATION.** The Plan contains certain release, injunction, and exculpation provisions, including third party releases, which are subject to approval by the Court and may be found at Article VIII of the Plan and Article V.I of the Disclosure Statement.

**ARTICLE VIII OF THE PLAN CONTAINS RELEASE, INJUNCTION AND EXCULPATION PROVISIONS, AND ARTICLE VIII.E CONTAINS CONSENSUAL THIRD PARTY RELEASES. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER WITH RESPECT TO SUCH THIRD PARTY RELEASES.**

9. **THIRD PARTY RELEASES.** The Plan contains Consensual Third Party Releases of claims and Causes of Action against the Debtor Released Parties, FE Non-Debtor Released Parties and Other Released Parties.

Article VIII.E of the Plan provides for the following Consensual Third Party Releases:

**On and as of the Effective Date, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan and the contributions of the Debtor Released Parties, the FE Non-Debtor Released Parties and Other Released Parties to facilitate and implement the Plan, each Holder of a Claim or Interest that (i) votes to accept the Plan or (ii) is deemed to have accepted the Plan, shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released and discharged each Debtor Released**

**Party, FE Non-Debtor Released Party and Other Released Party from any and all claims and Causes of Action, including any derivative claims asserted or assertable by or on behalf of any of the Debtors, the Reorganized Debtors, or their Estates or Affiliates (including any FE Non-Debtor Parties), as applicable, that such Entity would have been legally entitled to assert its own right (whether individually or collectively) or on behalf of the Holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from in whole or in part, the Debtors, the Debtors' businesses, the Debtors' property, the Debtors' capital structure, the assertion or enforcement of rights and remedies against the Debtors, the Debtors' in- or out-of-court restructuring discussions, intercompany transactions between or among the Debtors and/or their Affiliates (including any FE Non-Debtor Parties), the purchase, sale, or rescission of the purchase or sale of any Security of the Debtors or the Reorganized Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and Released Party, the PCNs, the FES Notes, any interest in the Mansfield Facility Documents, the Chapter 11 Cases and related adversary proceedings, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Restructuring Support Agreement, the Process Support Agreement, the Standstill Agreement, the FE Settlement Agreement, the Disclosure Statement, the Plan, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the foregoing, including providing any legal opinion requested by any Entity regarding any transaction, contract, instrument, document, or other agreement contemplated by the Plan or the reliance by any Released Party on the Plan or the Confirmation Order in lieu of such legal opinion, the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (i) any obligations of any Entity arising after the Effective Date under the Plan, the Confirmation Order, any Restructuring Transaction, the FE Settlement Agreement and any related obligations under the Plan, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan and the FE Settlement Agreement, (ii) any Consenting Owner Participant from its obligations to the Consenting Owner Trustee, in its individual capacity (and its successors, permitted assigns, directors, officers, employees, agents, and servants), under the Mansfield Trust Agreements or (iii) the Consenting Owner Trustee from its obligations under the Mansfield Trust Agreements with respect to periods after the Effective Date.**

**For the avoidance of doubt, on and as of the Effective Date, each Holder of a Claim or Interest that (i) votes to accept the Plan or (ii) is deemed to have accepted the Plan shall be deemed to provide a full and complete discharge and release to the Debtor Released Parties, the FE Non-Debtor Released Parties and the Other Released Parties and their respective property from any and all Causes of Action whatsoever, whether known or unknown, asserted or unasserted, derivative or direct, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, whether for or sounding in tort, fraud, contract, violations of federal or state securities laws, veil piercing, substantive consolidation or alter-ego theories of liability, contribution, indemnification, joint or several liability, or otherwise arising from or related in any way to (i) the Debtors, the**

Reorganized Debtors, their businesses, their property, or any interest in the Mansfield Facility Documents; (ii) any Cause of Action against the FE Non-Debtor Released Parties or their property arising in connection with any intercompany transactions or other matters arising in the conduct of the Debtors' businesses; (iii) the Chapter 11 Cases; (iv) the formulation, preparation, negotiation, dissemination, implementation, administration, Confirmation or Consummation of the Plan, the Plan Supplement, any contract, employee pension or benefit plan instrument, release, or other agreement or document related to any Debtor, the Chapter 11 Cases or the Plan, modified, amended, terminated, or entered into in connection with either the Plan, or any agreement between the Debtors and any FE Non-Debtor Released Party, including the FE Settlement Agreement; or (v) any other act taken or omitted to be taken in connection with the Chapter 11 Cases, including, without limitation, acts or omissions occurring after the Effective Date in connection with distributions made consistent with the terms of the Plan.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval under section 1123 of the Bankruptcy Code and Bankruptcy Rule 9019, of the Consensual Third Party Release, which includes by reference each of the related provisions and definitions contained in the Plan.

For the avoidance of doubt and notwithstanding anything else in the Plan, any Confirmation Order, or any implementing or supplementing plan documents, (i) no Governmental Units shall be deemed to accept the Plan for purposes of Article VIII.E of the Plan and (ii) the United States, Ohio Environmental Protection Agency, Ohio Department of Natural Resources, and Pennsylvania Department of Environmental Protection have agreed not to vote on the Plan and will not be subject to the releases in Article VIII.E of the Plan provided, however, if any agency of the United States or any agency of any state actually votes to accept the Plan, such agency shall be deemed to provide the releases in Article VIII.E of the Plan on the Effective Date for such agency and only for such agency.

10. **RESPONSES AND OBJECTIONS TO CONFIRMATION.** Responses and objections, if any, to confirmation of the Plan **must** (i) be in writing, (ii) state the name and address of the objecting or responding party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be incorporated into the Plan to resolve any such objection or response, (iv) be filed together with proof of service, with the Clerk of Court, United States Bankruptcy Court for the Northern District of Ohio, Eastern Division, John F. Seiberling Federal Building and U.S. Courthouse, 455 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308 and served so that they are received by the following parties: (i) counsel for the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Brad M. Kahn, [bkahn@akingump.com](mailto:bkahn@akingump.com), Tel: 212-872-1000; Fax: 212-872-1002) and 2001 K Street, NW, Washington, DC 20006 (Attn: Scott Alberino, [salberino@akingump.com](mailto:salberino@akingump.com) and Kate Doorley, [kdoorley@akingump.com](mailto:kdoorley@akingump.com), Tel: 202-887-4000, Fax: 202-887-4288); (ii) the Office of the United States Trustee, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue East, Suite 441, Cleveland, OH 44014 (Attn: Tiiara Patton, [tiiara.patton@usdoj.gov](mailto:tiiara.patton@usdoj.gov)); and (iii) all other parties in interest that have filed a notice of appearance in accordance with Federal Rules of Bankruptcy Procedure Rule 2002 in the Debtors' chapter 11 cases on or before on or before

**4:00 p.m. (prevailing Eastern Time) on August 2, 2019.** Request for notice information regarding these parties should be directed to the Debtors' claims and noticing agent, Prime Clerk LLC, One Grand Central Place, 60 East 42<sup>nd</sup> Street, Suite 1440, New York, NY 10165.

**IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE PLAN AND MAY NOT BE HEARD AT THE HEARING.**

11. **ADDITIONAL INFORMATION.** Copies of the Disclosure Statement and Plan may be obtained (i) from Prime Clerk LLC (a) at [www.primeclerk.com/FES](http://www.primeclerk.com/FES), by clicking on the "Docket" link, (b) upon request by mail to FirstEnergy Solutions Corp. Ballot Processing, c/o Prime Clerk LLC, One Grand Central Place, 60 East 42<sup>nd</sup> Street, Suite 1440, New York, NY 10165, or (c) upon request by calling the FES restructuring hotline at (855) 934-8766 or email at [fesballots@primeclerk.com](mailto:fesballots@primeclerk.com) or (ii) for a fee via PACER at <https://ecf.ohnb.uscourts.gov/> (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)). A copy of the Disclosure Statement and the Plan is also on file with the Office of the Clerk of Court, United States Bankruptcy Court for the Northern District of Ohio, Eastern Division, John F. Seiberling Federal Building and U.S. Courthouse, 455 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308 and may be examined by any party in interest during normal business hours.

**If you have any questions related to this notice,  
please call the Debtors' restructuring hotline at (855) 934-8766 or email at  
[fesballots@primeclerk.com](mailto:fesballots@primeclerk.com).**

**Please note that Prime Clerk LLC is not authorized to provide,  
and will not provide, legal advice.**

Dated: May 29, 2019

Respectfully submitted,

/s/ Bridget A. Franklin

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