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IT IS SO ORDERED.

Dated: July 27, 2018



ALAN M. KOSCHIK
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

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

SCHEDULING ORDER REGARDING HEARING ON DEBTORS’ MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO CONTINUE AND MAKE PAYMENTS DUE AND OWING UNDER THE DEBTORS’ RETENTION PLANS

On July 13, 2018, the Court held a conference regarding: (i) *Debtors’ Motion for Entry of an Order Authorizing the Debtors to Continue and Make Payments Due and Owing Under the Debtors’ Retention Plans* [Dkt. No. 400] (the “KERP Motion”); (ii) *Debtors’ Supplement to Motion for Entry of an Order Authorizing the Debtors to Continue and Make Payments Due and*

¹ The Debtors in these 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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Owing Under the Debtors' Retention Plans [Dkt. No. 497]; (iii) *Second Supplement to Motion for Entry of an Order Authorizing the Debtors to Continue and Make Payments Due and Owing Under the Debtors' Retention Plans* [Dkt. No. 869]; (iv) *Objection by Utility Workers Union of America, Local 270, AFL-CIO, and International Brotherhood of Electrical Workers Locals 29, 245, and 1413, AFL-CIO, to Debtors' Motion for Entry of an Order Authorizing the Debtors to Continue and Make Payments Due and Owing Under the Debtors' Retention Plans* (Dkt. No. 400) [Dkt. No. 707] (the "Union Objection"); and (v) *Supplement in Support of Objection by Utility Workers Union of America, Local 270, AFL-CIO, and International Brotherhood of Electrical Workers Locals 29, 245, and 1413, AFL-CIO, to (1) Debtors' Motion for Entry of an Order Authorizing the Debtors to Continue and Make Payments Due and Owing Under the Debtors' Retention Plans* (Dkt. No. 400) and (2) *Notice of Filing of Second Supplement to Motion for Entry of an Order Authorizing the Debtors to Continue and Make Payments Due and Owing Under the Debtors' Retention Plans* (Dkt. 869) [Dkt. No. 944] (the "Union Supplement").

At the conference, the Court requested that the parties propose a scheduling order setting a date for an evidentiary hearing on the KERP Motion (the "Hearing") and various other deadlines. On July 19, 2018, the Court held an Omnibus Hearing during which a discovery schedule and dates for the Hearing were further discussed.

On July 26, 2018, the parties submitted a joint proposed scheduling order setting dates for the Hearing and interim deadlines. The Court, having reviewed the proposed scheduling order, finds that the order is appropriate and concurs with the dates and deadlines contained therein.

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

1. An evidentiary hearing on the KERP Motion shall be held on **(i) August 10, 2018 at 9:30 a.m. prevailing Eastern Time and continued to (ii) August 13, 2017 at 10:00 a.m.**

prevailing Eastern Time, in Courtroom 260 of the John F. Seiberling Federal Building & U.S. Courthouse, 2 South Main Street, Akron, Ohio.

2. Following the presentation of evidence, the parties shall present closing arguments before the Court on **August 27, 2018 at 10:00 a.m. prevailing Eastern Time**.

3. Direct testimony for witnesses shall be by live testimony or by witness declarations (which have been filed with the Court). Unless the parties agree otherwise, all witnesses shall be available for live cross examination at the Hearing. A party may choose to submit a witness's deposition transcript in lieu of live cross examination. If so, the opposing party retains the right to call that witness on live re-direct.

4. All parties shall complete fact depositions on or before **August 1, 2018**, except that Paul Harden shall be made available for a deposition on **August 7, 2018 at 1:00 p.m. prevailing Eastern Time**.

5. The Debtors shall file their reply in response to the Union Objection and Union Supplement no later than **August 3, 2018**. The only new declaration that shall be permitted in support of Debtors' reply will be a supplemental declaration of Paul Harden. There shall be no sur-reply absent further order of the Court.

6. No later than **August 6, 2018 at 5:00 p.m. prevailing Eastern Time**, counsel **shall exchange with each other** all documents they intend to introduce into evidence at the Hearing. The Debtors' exhibits shall be marked "Debtors' Exhibits" and identified by *letters*. The Unions' Exhibits shall be marked "Unions' Exhibits" and identified by *numbers*.

7. No later than **August 7, 2018 at 12:00 p.m. prevailing Eastern Time**, counsel **shall exchange with each other** a final list of all witnesses they intend to call at the hearing, and shall indicate, as to each witness, whether that witness's testimony shall be live or by declaration.

The Debtors do not intend to call any Debtor witnesses for live direct testimony, but reserve the right to call any witnesses in rebuttal.

8. No later than **August 7, 2018 at 12:00 p.m. prevailing Eastern Time**, counsel shall exchange with each other a list of any objections to documents other parties intend to introduce into evidence.

9. No later than **August 7, 2018, at 5:00 p.m. prevailing Eastern Time**, each counsel shall provide one (1) copy to the Clerk's Office and two (2) copies to Chambers of their respective (i) list identifying which witnesses will be testifying live and which will be testifying by written submission and the dates of such testimony, and (ii) set of hearing exhibits, in binders, tabbed, clearly identified, and noting any objections to the documents. These binders are to be supplemented with information from the deposition of Paul Harden, as needed.

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SUBMITTED BY:

/s/ Bridget A. Franklin

BROUSE MCDOWELL LPA

Marc B. Merklin (0018195)
John C. Fairweather (0018216)
Lisa S. DelGrosso (0064938)
Kate M. Bradley (0074206)
388 South Main Street, Suite 500
Akron, OH 44311-4407
Telephone: (330) 535-5711
Facsimile: (330) 253-8601
mmerklin@brouse.com
jfairweather@brouse.com
ldelgrosso@brouse.com
kbradley@brouse.com

- and -

AKIN GUMP STRAUSS HAUER & FELD LLP

Ira Dizengoff (admitted *pro hac vice*)
Lisa Beckerman (admitted *pro hac vice*)
Abid Qureshi (admitted *pro hac vice*)
Joseph L. Sorkin (admitted *pro hac vice*)
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
idizengoff@akingump.com
lbeckerman@akingump.com
aqureshi@akingump.com
jsorkin@akingump.com

- and -

Scott Alberino (admitted *pro hac vice*)
Kate Doorley (admitted *pro hac vice*)
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
salberino@akingump.com
kdoorley@akingump.com

Counsel for Debtors

APPROVED BY:

JOYCE GOLDSTEIN (0029467)
GOLDSTEIN GRAGEL LLC
1111 Superior Avenue, Suite 620
Cleveland, OH 44114
Telephone: (216) 771-6633
Email: jgoldstein@ggcounsel.com

Counsel to the Unions