

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	)	Chapter 11
TERRAVIA HOLDINGS, INC., <i>et al.</i> ,	)	)	Case No. 17-11655 (CSS)
Debtors. <sup>1</sup>	)	)	Jointly Administered
	)	)	<b>Re: Docket No. 111</b>

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

Upon the motion (the “**Motion**”)<sup>2</sup> of TerraVia Holdings, Inc. (formerly known as Solazyme, Inc.) and certain of its subsidiaries that are debtors and debtors in possession in the Chapter 11 Cases (collectively, the “**Debtors**”) for entry of a final order, pursuant to sections 501, 502, 503, 507 and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002(a)(7) and 3003(c)(3) and Local Rule 2002-1(e), (a) establishing deadlines and procedures for filing proofs of claim (“**Proofs of Claim**”) in the Chapter 11 Cases, (b) approving the proposed form of notice of deadlines and procedures for filing Proofs of Claim in the Chapter 11 Cases (the “**Bar Date Notice**”), attached to the Motion as Exhibit A, (c) approving the form and manner for filing Proofs of Claim and the form of customized Proof of Claim attached to the Motion as Exhibit B that substantially complies with Official Bankruptcy Form 410 (the “**Customized Proof of Claim Form**”) and (d) approving the proposed manner and sufficiency of service and publication of the Publication Notice (the “**Publication Notice**”), attached to the Motion as

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: TerraVia Holdings, Inc. (7078), Solazyme Brazil LLC (2839) and Solazyme Manufacturing 1, LLC (4172). The debtors’ mailing address is 225 Gateway Boulevard, South San Francisco, CA 94080.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



Exhibit C, as more fully described in the Motion; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and the Court having venue pursuant to 28 U.S.C. § § 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion; [and the Court having held a hearing on the Motion;] and the 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 the Court having found that the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is hereby granted as set forth herein.
2. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit, that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against any of the Debtors shall file a separate Proof of Claim in the Chapter 11 Case of each Debtor against whom a claim is asserted; *provided*, that the Debtors may agree in writing to permit a claimant to file a

Proof of Claim asserting a claim against more than one Debtor if such Proof of Claim clearly identifies each Debtor and its corresponding liability.

3. General Bar Date. Except as otherwise provided herein, any person or entity asserting a claim against the Debtors in the Chapter 11 Cases must file an original, written Proof of Claim so that it is actually received, as provided in paragraph 7 below, by Kurtzman Carson Consultants LLC (“KCC”), on or before **October 13, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”), at the address and in the form set forth herein. The General Bar Date applies to all persons and entities holding claims against the Debtors that arose or are deemed to have arisen on or before the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), (5) and (8) of the Bankruptcy Code) and unsecured nonpriority claims.

4. Governmental Bar Date. Notwithstanding paragraph 3 above, the deadline for governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against the Debtors is **January 29, 2018 at 5:00 p.m. (prevailing Eastern Time)** (the “**Governmental Bar Date**”).

5. Amended Schedules Bar Date. If, on or after the Service Date, the Debtors amend or supplement their Schedules to (a) reduce the undisputed, noncontingent and liquidated amount of a claim, (b) change the nature or characterization of a claim or (c) add a new claim to the Schedules, the affected claimant must file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is actually received, as provided in paragraph 7 below, by KCC on or before the later of (a) the General Bar Date and (b) 21 days after the claimant is served with

notice of the applicable amendment or supplement to the Schedules (together, the “**Amended Schedules Bar Date**”).

6. Rejection Damages Bar Date. In the event a Debtor rejects any executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, Proofs of Claim asserted in connection with such rejection must be filed so that they are actually received, as provided in paragraph 7 below, by KCC on or before the later of (i) the General Bar Date and (ii) 30 days after entry of any order authorizing the rejection of such executory contract or unexpired lease (together, the “**Rejection Damages Bar Date**”).

7. Proofs of Claim filed with KCC will be deemed timely filed only if **actually received** by KCC on or before the applicable Bar Date associated with such claim by (a) delivering a completed, signed original of the Proof of Claim Form together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d) by regular mail, overnight mail, courier service, hand delivery or in person to the TerraVia Claims Processing Center c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245 or (b) completing the electronic Proof of Claim Form (an “**Electronic Proof of Claim**”) available online at the Debtors’ Case Information Website located at <http://www.kccllc.net/TerraVia>. Proof of Claim Forms submitted by facsimile or e-mail will not be accepted.

8. The following persons and entities are **not required** to file Proofs of Claim:
- a. the U.S. Trustee on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
  - b. any person or entity that has already properly filed a Proof of Claim against the correct Debtor(s) with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
  - c. any person or entity (a) whose claim is listed in the Debtors’ Schedules or any amendments thereto *and* (b) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” *and* (c) who does not dispute the amount or characterization of its claim as set forth in the Schedules

(including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules);

- d. any entity that holds a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code), including any professionals retained by the Debtors or any statutory committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330 and 331 of the Bankruptcy Code;
- e. any party that is exempt from filing a filing a Proof of Claim pursuant to an order of the Court in the Chapter 11 Cases;
- f. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- g. current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' services to the Debtors;
- h. any Debtor asserting a claim against another Debtor;
- i. any entity that is wholly owned by a Debtor;
- j. any person or entity whose claim against the Debtors has been allowed by an order of the Court;
- k. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission or benefit, including the *Interim Order Authorizing (i) the Debtors To (a) Pay Prepetition Employee Obligations and (b) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (ii) Current and Former Employees to Proceed with Outstanding Workers' Compensation Claims and (iii) Financial Institutions To Honor and Process Related Checks and Transfers* [D.I. 59]; *provided*, that a current employee must submit a Proof of Claim by the General Bar Date for all other claims arising on or before the Petition Date, including claims for benefits not provided for pursuant to an order of this Court, wrongful termination, discrimination, harassment, hostile work environment and/or retaliation;
- l. any entity holding a claim for which a separate deadline has been fixed by this Court;
- m. any holder of an equity interest in the Debtors need not submit a proof of interest with respect to the ownership of such equity interest at this time;

provided, that any holder of an equity interest who wishes to assert a claim against the Debtors other than with respect to ownership of such equity interest, including a claim relating to the purchase or sale of such interest or rescission under section 510 of the Bankruptcy Code, must submit a Proof of Claim asserting such claim on or before the General Bar Date pursuant to the procedures set forth herein;

- n. holders of claims that are limited exclusively to the repayment of principal, interest or other applicable fees and charges (a “**Debt Claim**”) owed under any bond or note issued by the Debtors pursuant to an indenture (a “**Debt Instrument**”); *provided*, that: (a) an indenture trustee under a Debt Instrument (the “**Indenture Trustee**”) must file one Proof of Claim, on or before the General Bar Date, with respect to all of the amounts owed under each of the Debt Instruments and such Proof of Claim will be deemed to be asserted by the Indenture Trustee against every Debtor that is liable for the Debt Claim, without the necessity of filing separate Proofs of Claim against each Debtor, so long as the Proof of Claim sets forth in reasonable detail the basis and amount of the claim asserted against each Debtor and (b) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph applies; and
- o. The DIP Agent, the DIP Lenders, the 2018 Trustee, holders of 2018 Notes, the 2019 Trustee and holders of 2019 Notes, as defined in and under the *Interim Order Pursuant to 11 U.S.C. §§ 105, 362, 364(c), 364(d)(1), 364(e), 503 and 507 (i) Authorizing the Debtors To Obtain Senior Secured Super-Priority Post-Petition Financing, (ii) Granting Liens and Providing Superpriority Administrative Expense Status, (iii) Modifying the Automatic Stay, (iv) Scheduling a Final Hearing and (v) Granting Related Relief [D.I. 62]* (the “**Interim DIP Order**”) for any claims allowed in the Interim DIP Order, including pursuant to the Debtors’ Stipulations (as defined therein) or the payment of administrative expenses with respect to any of the DIP Obligations (as defined therein).

9. Except as otherwise provided herein, any entity asserting a Proof of Claim against more than one Debtor shall file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular Proof of Claim Form, such claim shall be deemed to have been filed only against the first listed Debtor. Any claim filed under the joint

administration case number (TerraVia Holdings, Inc., *et al.*, Case No. 17-11655 (CSS)) or otherwise without identifying a Debtor shall be deemed as filed only against TerraVia.

10. Notwithstanding anything to the contrary in the Motion or this Order, each of the DIP Agent, the 2018 Trustee (as each term is defined in the Interim DIP Order) and the 2019 Trustee is authorized to file under the joint administration case number (TerraVia Holdings, Inc., *et al.*, Case No. 17-11655 (CSS)) a single, master Proof of Claim (a “**Master Proof of Claim**”) on behalf of itself and the other DIP Lenders, holders of 2018 Notes and holders of 2019 Notes in respect of the DIP Obligations and Prepetition Note Obligations (as each term is defined in the Interim DIP Order), as applicable.

11. Any person or entity that is required to timely file a Proof of Claim in the form and manner specified by this Order and who fails to do so on or before the Bar Date associated with such claim (a) shall be forever barred, estopped and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in the Chapter 11 Cases, (b) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on any plan in the Chapter 11 Cases and (c) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim in the Chapter 11 Cases.

12. The Bar Date Notice, substantially in the form attached to the Motion as Exhibit A is hereby approved in all respects.

13. The Bar Date Notice shall be deemed good, adequate and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served, together with the Proof of Claim Form, via first-class U.S. mail, postage prepaid, no later than September 13, 2017, on all known persons and entities holding potential claims against the Debtors.

14. The Debtors shall provide all known creditors listed in the Debtors' Schedules with the Customized Proof of Claim Form, attached as Exhibit B to the Motion, which will identify how the Debtors have scheduled the creditor's claim in the Schedules, including (a) the identity of the Debtor against which the creditor's claim is scheduled, (b) the amount of the scheduled claim, if any, (c) whether the claim is listed as contingent, unliquidated or disputed and (d) whether the claim is listed as secured, unsecured priority or unsecured non-priority. Additionally, the Customized Proof of Claim Form shall identify the extent to which the Debtors' records show that the claim has been paid pursuant to the Bankruptcy Code or in accordance with an order of the Court. If the creditor disagrees with information set forth on the Customized Proof of Claim Form, the creditor must file a proof of claim identifying the Debtor against which the creditor is asserting a claim and the amount and type of such claim. Creditors may submit the Customized Proof of Claim Form or an Official Form 410.

15. The form of Customized Proof of Claim attached as Exhibit B to the Motion is hereby approved in all respects.

16. In addition, the Debtors may, but are not required to, make supplemental mailings of the Bar Date Package at any time up to 21 days in advance of the Bar Date, with any such mailings deemed timely and the Bar Date being applicable to the recipient creditors.

17. The Debtors shall publish the Publication Notice, substantially in the form attached to the Motion as Exhibit C, in the *USA Today* national edition no later than 21 days before the General Bar Date, which Publication Notice is hereby approved in all respects and shall be deemed good, adequate and sufficient notice of the General Bar Date by publication.

18. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute, or to assert offsets or defenses to, any claim reflected in the Schedules as to



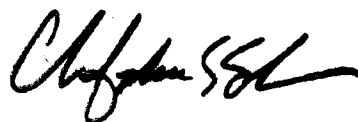
amount, liability, characterization or otherwise, and to subsequently designate any claim as disputed, contingent or unliquidated.

19. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

20. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

21. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Dated: August 30, 2017  
Wilmington, Delaware



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THE HONORABLE CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE