

**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. ¹)	Jointly Administered
)	
_____)	

**NOTICE OF DEADLINES FOR FILING
PROOFS OF CLAIM AGAINST THE DEBTORS**

**TO: ALL ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY DEBTOR(S)
LISTED BELOW**

PLEASE TAKE NOTICE THAT:

On August 2, 2017 (the “**Petition Date**”), TerraVia Holdings, Inc. and two of its wholly owned U.S. subsidiaries (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Set forth below are the names, federal tax identification numbers and the case numbers for each of the Debtors in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”):

DEBTOR	EIN	CASE NO.
TerraVia Holdings, Inc.	33-1077078	17-11655
Solazyme Brazil LLC	56-2522839	17-11656
Solazyme Manufacturing 1, LLC	27-5284172	17-11657

**DEADLINE FOR FILING PROOFS OF CLAIM AGAINST
THE ABOVE-REFERENCED DEBTORS**

1. Pursuant to an order of this Court entered on August 30, 2017 [D.I. 188] (the “**Bar Date Order**”), the deadline for creditors to file proofs of claim against any of the Debtors is **October 13, 2017 at 5:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”); *provided*, that solely with respect to a governmental unit (as defined in section 101(27) of the Bankruptcy Code), the deadline to file a proof of claim (a “**Proof of Claim**”) against

¹ 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.

the Debtors is **January 29, 2018 at 5:00 p.m. (prevailing Eastern Time)** (the “**Governmental Bar Date**”). The General Bar Date applies to all claims against any of the Debtors that arose on or before the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 503(b)(9), 507(a)(4), (5) and (8) of the Bankruptcy Code) and unsecured nonpriority claims; *provided*, that the Bar Dates do not apply to the Excluded Claims listed in paragraph 3 below. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

2. **UNLESS YOU FALL INTO ONE OF THE CATEGORIES LISTED IN PARAGRAPH 3 BELOW, YOU MUST FILE A PROOF OF CLAIM IF YOU HAVE A CLAIM AGAINST ANY OF THE DEBTORS THAT AROSE ON OR BEFORE AUGUST 2, 2017.** Acts or omissions that occurred on or before August 2, 2017 may give rise to claims subject to the General Bar Date even if the claims may not have become known or fixed or liquidated until after August 2, 2017. Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means (a) a 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 (b) a 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.
3. The Bar Date Order provides that creditors do **NOT** have to file Proofs of Claim by the General Bar Date for the types of claims and interests listed below in this paragraph 3 (collectively, the “**Excluded Claims**”). **You should not file a Proof of Claim at this time for any Excluded Claim.** The Court may enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following persons and entities are **not required** to file proofs of claim:
 - a. the Office of the United States Trustee (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 Kurtzman Carson Consultants LLC (“**KCC**”) or the Clerk of the Court;
 - c. any person or entity (i) whose claim is listed in the Debtors’ Schedules or any amendments thereto, (ii) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” *and* (iii) 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 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 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).
4. **THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**
 5. If the Debtors amend the Schedules after you receive this notice, the Debtors will give notice of that amendment to the holders of the claims that are affected by it, and those holders will be given an opportunity to file Proofs of Claim before a new deadline that will be specified in that future notice.
 6. The Bankruptcy Code provides that Debtors may, at any time before a plan of reorganization or liquidation is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a Proof of Claim for damages relating to the rejection of the contract or lease is the later of (a) the General Bar Date and (b) 30 days after entry of any order authorizing the rejection of the contract or lease.

INSTRUCTIONS FOR FILING PROOFS OF CLAIM

7. If you file a Proof of Claim, your filed Proof of Claim must (a) be signed by the claimant or if the claimant is not an individual, by an authorized agent of the claimant, (b) be written in English, (c) include a claim amount denominated in United States dollars, (d) conform substantially with the Proof of Claim form provided by the Debtors or Official Bankruptcy Form No. 410 and (e) state a claim against one or more of the Debtors. The Debtors are enclosing a Proof of Claim form for use in the Chapter 11 Cases. If you require additional Proof of Claim forms, you may obtain a Proof of Claim form from any bankruptcy court clerk's office, your lawyer, certain business supply stores, by accessing the Debtors' bankruptcy administration website free of charge at www.kccllc.net/terravia, emailing TerraViaInfo@kccllc.com, calling (877) 709-4750 or, if calling from outside the United States or Canada, (424) 236-7230 or by writing to the TerraVia Claims Processing Center c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245.

8. Except as otherwise provided in the Bar Date Order, any entity asserting a Proof of Claim against more than one Debtor must 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 Debtor TerraVia Holdings, Inc.

9. **YOUR PROOF OF CLAIM FORM MUST BE FILED SO AS TO BE ACTUALLY RECEIVED ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON OCTOBER 13, 2017.** You must file your Proof of 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.** Proofs of Claim will be deemed filed when actually received by KCC at the address listed above by one of the approved methods of delivery or electronically through the Debtors' Case Information Website. If a claimant wishes to receive acknowledgement of KCC's receipt of a Proof of Claim form, other than an Electronic Proof of Claim form, the claimant also must submit to KCC by the applicable Bar Date and concurrently with submitting its original Proof of Claim form (a) a copy of the original Proof of Claim form and (b) a self-addressed, stamped return envelope.

CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS

10. **EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 3 ABOVE), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST THE DEBTORS (OR IF YOU DO NOT SUBMIT YOUR CLAIM IN ACCORDANCE WITH THE INSTRUCTIONS DESCRIBED IN PARAGRAPH 9 ABOVE SO AS TO BE ACTUALLY RECEIVED ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON THE APPLICABLE BAR DATE), THEN:**
- **YOU WILL NOT BE TREATED AS A CREDITOR FOR PURPOSES OF THE CHAPTER 11 CASES;**
 - **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND**
 - **YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR LIQUIDATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS.**

EXAMINATION OF BAR DATE ORDER AND SCHEDULES

11. Copies of the Bar Date Order, the Schedules (when filed) and other information regarding the Debtors' Chapter 11 Cases are or will be available for inspection free of charge on KCC's website at <http://www.kccllc.net/TerraVia>. Copies of the documents filed in the Chapter 11 Cases also may be examined between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time), Monday through Friday, at the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

PROOF OF CLAIM FORMS

12. Proof of Claim forms may be obtained free or charge by visiting KCC's website at www.kccllc.net/terravia or by contacting KCC at the TerraVia Claims Processing Center c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245, by email at TerraViaInfo@kccllc.com or by telephone at (877) 709-4750 or, if calling from outside the United States or Canada, at (424) 236-7230. The Electronic Proof of Claim form may be accessed online at the Debtors' Case Information Website located at <http://www.kccllc.net/TerraVia>. KCC cannot advise you how to file, or whether you should file, a Proof of Claim.

Dated: August 31, 2017
Wilmington, Delaware

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