

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

In re: STARION ENERGY INC., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 18-12608 (MFW) (Jointly administered)
STARION ENERGY, INC., <i>et al.</i> , Plaintiffs, vs. THE COMMONWEALTH OF MASSACHUSETTS, Massachusetts Electric Company d/b/a/ National Grid, and NSTAR Electric Company d/b/a Eversource Energy Defendants.	Adv Case No: 18-50932 (MFW)

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**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON FEBRUARY 22, 2019 AT 10:30 A.M.**

**THIS HEARING AS BEEN CANCELLED AT THE DIRECTION OF THE COURT AS
THERE ARE NO MATTERS GOING FORWARD**

I. ADJOURNED MATTER:

1. Pretrial conference in *Starion Energy, Inc., et al., vs The Commonwealth of Massachusetts, et al., Adv. Proc. No. 18-50932 (MFW)*

Objection/Response Deadline: Answer deadline extended by stipulation to March 18, 2019 at 4:00 pm (ET) for all defendants.

Objections/Responses Received: N/A

Status: The pretrial conference has been adjourned to the omnibus hearing set for April 9, 2019 at 10:30 am (ET).

¹ The Debtors and the last four digits of their respective tax identification numbers are: Starion Energy Inc. (0943); Starion Energy NY Inc. (4319); Starion Energy PA Inc. (1201). The Debtors' corporate headquarters is located at, and the mailing address for each Debtor is, 751 Straits Turnpike, Suite 2000, Middlebury CT 06762, Attn: Alexandra Isaac, Esq.

II. MATTERS SUBMITTED UNDER CERTIFICATE OF NO OBJECTION

2. Debtors' Motion for Order Extending Time to Assume or Reject Unexpired Lease Pursuant to 11 U.S.C. § 365(d)(4) [D.I. 112, filed January 14, 2019].

Related items:

- A. Certificate of No Objection Regarding Debtors' Motion for Order Extending Time to Assume or Reject Unexpired Lease Pursuant to 11 U.S.C. § 365(d)(4) [D.I. 125, Filed February 19, 2019].
- B. Order Granting Debtors' Motion for Order Extending Time to Assume or Reject Unexpired Lease Pursuant to 11 U.S.C. § 365(d)(4) [D.I. 131, Entered February 19, 2019].

Objection/Response Deadline: February 15, 2019 at 4:00 pm (ET)

Objections/Responses Received: None.

Status: An Order was entered by the Court at Docket No. 131. This matter is resolved.

3. Debtors' Motion Extending the Exclusive Periods During Which the Debtors May File and Solicit Acceptance of a Plan of Reorganization Pursuant to 11 U.S.C. § 1121(d), [D.I. 116, filed January 22, 2019].

Related items:

- A. Certificate of No Objection Regarding Debtors' Motion Extending the Exclusive Periods During Which the Debtors May File and Solicit Acceptance of a Plan of Reorganization Pursuant to 11 U.S.C. § 1121(d) [D.I. 126, Filed February 19, 2019].
- B. Order Granting Debtors' Motion Extending the Exclusive Periods During Which the Debtors May File and Solicit Acceptance of a Plan of Reorganization Pursuant to 11 U.S.C. § 1121(d) [D.I. 132, Entered February 19, 2019].

Objection/Response Deadline: February 15, 2019 at 4:00 pm (ET)

Objections/Responses Received: None.

Status: An Order was entered by the Court at Docket No. 132. This matter is resolved.

4. Debtors' Motion for Protective Order to Seal Debtors' Customer List [D.I. 118, filed January 22, 2019].

Related items:

- A. Certificate of No Objection Regarding Debtors' Motion for Protective Order to Seal Debtors' Customer List [D.I. 127, Filed February 19, 2019].
- B. Order Granting Debtors' Motion for Protective Order to Seal Debtors' Customer List [D.I. 133, Entered February 19, 2019].

Objection/Response Deadline: February 15, 2019 at 4:00 pm (ET)

Objections/Responses Received: None.

Status: An Order was entered by the Court at Docket No. 133. This matter is resolved.

5. Application for an Order Appointing Donlin, Recano & Company, Inc., as Claims and Noticing Agent for the Debtors' Consumer Customers Nunc Pro Tunc to January 18, 2019 Pursuant to 28 U.S.C. § 156(C), 11 U.S.C. § 105(A) and Local Rule 2002-1(F) [D.I. 119, filed January 22, 2019].

Related items:

- A. Certificate of No Objection Regarding Application for an Order Appointing Donlin, Recano & Company, Inc., as Claims and Noticing Agent for the Debtors' Consumer Customers Nunc Pro Tunc to January 18, 2019 Pursuant to 28 U.S.C. § 156(C), 11 U.S.C. § 105(A) and Local Rule 2002-1(F) [D.I. 128, Filed February 19, 2019].
- B. Order Granting Application for an Order Appointing Donlin, Recano & Company, Inc., as Claims and Noticing Agent for the Debtors' Consumer Customers Nunc Pro Tunc to January 18, 2019 Pursuant to 28 U.S.C. § 156(C), 11 U.S.C. § 105(A) and Local Rule 2002-1(F) [D.I. 134, Entered February 19, 2019].

Objection/Response Deadline: February 15, 2019 at 4:00 pm (ET)

Objections/Responses Received: None.

Status: An Order was entered by the Court at Docket No. 134. This matter is resolved.

III. MATTER SUBMITTED UNDER CERTIFICATION OF COUNSEL

6. Debtors' Motion for Entry of a Supplemental Order (I) Establishing Deadlines for Consumer Customers Submitting Proofs of Claim, (II) Approving the Form and Manner for Submitting Such Proofs of Claim, and (III) Approving Notice Thereof [D.I. 117, filed January 22, 2019].

Related items:

- A. Certification of Counsel Regarding Debtors' Motion for Entry of a Supplemental Order (I) Establishing Deadlines for Consumer Customers Submitting Proofs of Claim, (II) Approving the Form and Manner for Submitting Such Proofs of Claim, and (III) Approving Notice Thereof [D.I. 129, Filed February 19, 2019].
- B. Order Granting Debtors' Motion for Entry of a Supplemental Order (I) Establishing Deadlines for Consumer Customers Submitting Proofs of Claim, (II) Approving the Form and Manner for Submitting Such Proofs of Claim, and (III) Approving Notice Thereof [D.I. 130, Entered February 19, 2019].

Objection/Response Deadline: Informal comments received from the United States Trustee

Objections/Responses Received: February 15, 2019 at 4:00 pm (ET)

Status: An Order was entered by the Court at Docket No. 130. This matter is resolved.

Dated: February 20, 2019

GELLERT SCALI BUSENKELL & BROWN, LLC

/s/ Evan W. Rassman

Michael Busenkell (No. 3933)

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Counsel for Debtors and Debtors-in-Possession

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

In re:

STARION ENERGY INC., *et al.*,

Debtors.

Chapter 11

Case No. 18-12608 (MFW)

(Jointly Administered)

RE: D.I. 117

**SUPPLEMENTAL ORDER ESTABLISHING CONSUMER CUSTOMER BAR DATES
FOR FILING PROOFS OF CLAIM
AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the "Motion")¹ of the Debtors for entry of a supplemental order under Bankruptcy Code sections 501, 502, 503, and 1111(a), Bankruptcy Rules 2002 and 3003(c)(3), and Local Rule 2002-1(e) (i) establishing deadlines for Consumer Customer filings of Proofs of Claim against the Debtors in these chapter 11 cases and (ii) approving the form and manner of notice thereof; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.

¹ Capitalized terms used herein without definition shall have the meaning ascribed to them in the Motion.

3. Each Consumer Customer of the Debtors, whether a person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, that holds or asserts a claim, as defined in Bankruptcy Code section 101(5), against the Debtors, shall file a Proof of Claim in the bankruptcy cases of the Debtors so that it is filed, as provided below, with Donlin on or before **May 13, 2019 (prevailing Eastern Time)**. The Debtors shall include the designated Consumer Bar Date in the Consumer Bar Date Notice and shall file a separate Notice of Designation of Consumer Bar Date making the designated Consumer Bar Date a matter of record. The Debtors may agree, by written stipulation in advance of the Consumer Bar Date, to extend the Consumer Bar Date on behalf of any claimant, but shall not be required to do so.

4. If, on or after the date on which the Debtors serve the Consumer Bar Date Notice, the Debtors amend or supplement their Schedules (a) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (b) to change the nature or characterization of a claim, or (c) to add a new claim to the Schedules, the affected claimant shall 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 filed, as provided below, with Donlin on or before the later of (x) the Consumer Bar Date or (y) thirty (30) days after the claimant is served with notice of the applicable amendment or supplement to the Schedules. For the avoidance of doubt, creditors shall not be required to file new or amended proofs of claim in response to an amendment to the Schedules or the Statement of Financial Affairs which occurs after the Consumer Bar Date, if they filed a proof of claim by the Consumer Bar Date.

5. Each proof of claim, including supporting documentation, must be submitted: (i) electronically, on or before the Consumer Bar Date by completing the applicable claim form that

can be accessed at Donlin' website, www.Donlinrecano.com/clients/starion/fileclaim; (ii) if by United States mail to be **actually received** by Donlin on or before the Consumer Bar Date at **Donlin, Recano & Company, Inc, Re: Starion Energy, Inc. et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219**, or (iii) if by overnight courier or hand delivery to be **actually received** by Donlin on or before the Consumer Bar Date at **Donlin Recano & Company Inc., Re: Starion Energy Inc., et al., 6201 15th Avenue, Brooklyn, NY 11219**.

6. Except as expressly permitted in the context of electronic submissions through Donlin's website, Donlin shall not accept Proofs of Claim by facsimile, telecopy, e-mail or other forms of electronic submission.

7. The following persons or entities are not required to file Proofs of Claim:

- the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- any person or entity that has already properly filed a Proof of Claim against the correct Debtor(s) with either Donlin or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto and 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);
- 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 Bankruptcy Code sections 330, 331, and 503(b);
- current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors; and
- any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the

applicable Bar Date.

8. Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by this Order and who fails to do so on or before the Consumer Bar Date (a) may be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these chapter 11 cases; (b) may not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on any plan in these chapter 11 cases; and (c) may 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.

9. The Consumer Bar Date Notice, substantially in the form attached hereto as Exhibit 1, and the Proof of Claim form, substantially in the form attached hereto as Exhibit 2, are hereby approved in all respects.

10. The Debtors shall serve the Consumer Bar Date Notice and the Proof of Claim Form within five (5) days of the date on which this order is entered.

11. The Debtors are permitted to make supplemental mailings of the Consumer Bar Date Package in the event that (a) notices are returned by the post office with forwarding addresses (unless notices are returned as "returned to sender" without a forwarding address, in which cases the Debtors, after reasonable investigation to ascertain the proper address of such creditor to no avail, should not be required to mail additional notices to such creditors), (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, (c) additional potential Claimants become known as the result of the noticing process, and (d) other similar circumstances at any time up to 21 days in advance of the Consumer Bar Date, with any such mailings being deemed timely and

providing actual notice and the Consumer Bar Date being applicable to the recipient Claimants, if the Consumer Bar Date is applicable.

12. The form and manner of the notice of the Consumer Bar Date as set forth in this order and in the manner set forth herein (including, without limitation, the Consumer Bar Date Notice, the Consumer Bar Date Package, and any supplemental notices that the Debtors may send from time to time) is approved and constitutes (a) good, adequate, and sufficient notice to all known Consumer Customers of the Consumer Bar Date and their rights and obligations in connection with any Claims they may assert against the Debtors' in these Chapter 11 Cases and (b) satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

13. Nothing in this Order shall prejudice the rights of the Debtors or any other party in interest herein 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.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: February 19th, 2019
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Consumer Bar Date Notice

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

<p>In re:</p> <p>STARION ENERGY INC., <i>et al.</i>,¹</p> <p>Debtors.</p>	<p>Chapter 11</p> <p>Case No. 18-12608 (MFW)</p> <p>(Jointly Administered)</p>
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**NOTICE OF DESIGNATION OF CONSUMER CUSTOMER BAR DATE OF
MAY 13, 2019 FOR FILING OF PROOFS OF CLAIM**

TO: ALL CONSUMER CUSTOMERS WHO MAY HAVE CLAIMS AGAINST STARION ENERGY INC., STARION ENERGY NY INC., OR STARION ENERGY PA INC.:

PLEASE TAKE NOTICE THAT:

- On November 14, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions 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 is the name, the last four digits of the federal tax identification number, and address for each Debtor:

DEBTORS (other names, if any, used by the Debtor(s) in the last 8 years appear in parentheses)	Last Four Digits of EIN	Address
Starion Energy Inc.	0943	751 Straits Turnpike, Suite 2000, Middlebury, CT 06762
Starion Energy NY Inc.	4319	751 Straits Turnpike, Suite 2000, Middlebury, CT 06762
Starion Energy PA Inc.	1201	751 Straits Turnpike, Suite 2000, Middlebury, CT 06762

- Pursuant to an order of this Court entered on [_____, 2019] [Docket No. [___]] (the “**Consumer Bar Date Order**”), the deadline for Consumer Customers to file proofs of claim against or interest in the Debtor is **May 13, 2019 at 5:00 p.m. (ET)** (the “**Consumer Bar Date**”). The Consumer Bar Date applies to all claims of Consumer Customers against

¹ The Debtors and the last four digits of their respective tax identification numbers are: Starion Energy Inc. (0943); Starion Energy NY Inc. (4319); Starion Energy PA Inc. (1201). The Debtors’ corporate headquarters is located at, and the mailing address for each Debtor is, 751 Straits Turnpike, Suite 2000, Middlebury, CT 06762, Attn: Alexandra Isaac, Esq.

the Debtors that arose before the Petition Date; provided however, that the Consumer Bar Date does not apply to the Excluded Claims listed in paragraph 4 below. The Consumer Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

3. **Unless you fall into one of the categories listed in paragraph 4, you MUST file a proof of claim if you have a claim against the Debtors that arose before November 14, 2018.**

Acts or omissions that occurred before November 14, 2018 may give rise to claims subject to the Bar Dates even if the claims may not have become known or fixed or liquidated until after November 14, 2018. 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.

4. The Consumer Bar Date Order provides that creditors do **NOT** have to file proofs of claim by the Bar Dates for the types of claims and interests listed below in this paragraph 4 (collectively, the “**Excluded Claims**”). **You need 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 certain types of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. Excluded Claims include claims of:

- the Office of the United States Trustee for the District of Delaware, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- any person or entity that has already properly filed a Proof of Claim against the correct Debtor(s) with either the Debtors or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- any person or entity (i) whose claim is listed in the Debtors’ Schedules or any amendments thereto, and (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);
- 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 Bankruptcy Code sections 330, 331, and 503(b);
- current officers and directors of the Debtors who assert claims for

indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors; and

- any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the applicable Bar Date.

5. **THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

INSTRUCTIONS FOR FILING PROOFS OF CLAIM:

6. If you file a proof of claim, your filed proof of claim must (i) be signed by the creditor asserting the claim or, if the claimant is not an individual, by an authorized agent of the claimant, (ii) be written in English, (iii) include a claim amount denominated in United States dollars, (iv) conform substantially with the proof of claim form provided by the Debtors or based on the Official Bankruptcy Form No. 410, and (v) clearly state a claim against the Debtors. The Debtors are enclosing a proof of claim form for use in these 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, or by writing, through regular mail, overnight mail or hand delivery, to Donlin Recano & Company, Inc., Re: Starion Energy Inc., et al., 6201 15th Avenue, Brooklyn, NY 11219.
7. **Your proof of claim form must be filed so as to be RECEIVED by the Consumer Bar Date.** Each proof of claim, including supporting documentation, must be submitted: (i) electronically, on or before the Consumer Bar Date by completing the applicable claim form that can be accessed at Donlin's website, www.donlinrecano.com/clients/starion/fileclaim; or (ii) if by United States mail to be **actually received** by Donlin on or before the Consumer Bar Date at **Donlin, Recano & Company, Inc, Re: Starion Energy, Inc. et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219**; or (iii) if by overnight courier or hand delivery to be **actually received** by Donlin on or before the Consumer Bar Date at **Donlin Recano & Company Inc., Re: Starion Energy Inc., et al., 6201 15th Avenue, Brooklyn, NY 11219.**
8. **Except as expressly permitted above in the context of electronic submissions through Donlin's website, Donlin will not accept a proof of claim sent by facsimile or e-mail, and any Proof of Claim submitted via facsimile or e-mail will be disregarded.**

CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS:

9. **EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 4 HEREOF), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON THE CONSUMER BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST THE DEBTORS (OR IF YOU DO NOT SUBMIT YOUR CLAIM VIA U.S. MAIL, HAND DELIVERY OR OVERNIGHT MAIL 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 THESE CHAPTER 11 CASES;**
- **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE 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 CONSUMER BAR DATE ORDER AND SCHEDULES:

10. Copies of the Consumer Bar Date Order, the Schedules and other documents filed in these chapter 11 cases 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 Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

QUESTIONS:

11. Proof of claim forms and a copy of the Consumer Bar Date Order may be obtained by contacting Donlin, at Starioninfo@donlinrecano.com, visiting Donlin's website (www.donlinrecano.com/starion), or by calling the help center at 1-877-611-8038. Donlin cannot advise you how to file, or whether you should file, a proof of claim.

Dated: February 19, 2019
Wilmington, Delaware

GELLERT SCALI BUSENKELL & BROWN, LLC

/s/ Evan W. Rassman

Ronal S. Gellert (No. 4259)
Evan W. Rassman (No. 6111)
1201 N. Orange St., 3rd Floor
Wilmington, DE 19801
Telephone: (302) 425-5800
Facsimile: (302) 425-5814
Email: rgellert@gsbblaw.com
erassman@gsbblaw.com

Counsel for the Debtors and Debtors-in-Possession

Exhibit 2

Proof of Claim Form

Your claim can be filed electronically on DRC's website at:
<https://www.donlinrecano.com/Clients/starion/FileClaim>

Fill in this information to identify the case:
United States Bankruptcy Court for the District of Delaware

Name of Debtor & Case Number:
 Indicate Debtor against which you assert a claim by checking the appropriate box below.
 (Check only one Debtor per claim form.)

Starion Energy Inc. - Case No. 18-12608

Starion Energy PA Inc. - Case No. 18-12609

Starion Energy NY Inc. - Case No. 18-12611

Proof of Claim

Proof of Claim 04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. **Who is the current creditor?** Name and address of creditor (the person or entity to be paid for this claim):
 Name and address of the creditor: _____
 Other names the creditor used with the debtor: _____

2. **Has this claim been acquired from someone else?** No Yes.
 From whom? _____

3. **Where should notices and payments to the creditor be sent?** **Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g). Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____
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4. **Does this claim amend one already filed?** No Yes. Claim number on court claims registry (if known): _____ Filed on (MM/DD/YYYY): _____

5. **Do you know if anyone else has filed a proof of claim for this claim?** No Yes.
 Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case was Filed

6. **Do you have any number you use to identify the debtor?** No Yes. Last 4 digits of the debtor's account or any identification number used: _____

7. **How much is the claim?** \$ _____ **Does this amount include interest or other charges?**
 No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____

<p>9. Is all or part of the claim secured?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. The claim is secured by a lien on property.</p>	<p>Nature of property:</p> <p><input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i>.</p>	<p><input type="checkbox"/> Motor vehicle</p> <p><input type="checkbox"/> Other (describe): _____</p>
<p>Basis for perfection: _____</p> <p>Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)</p> <p>Value of property: \$ _____ Amount of the claim that is secured: \$ _____</p> <p>Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____</p> <p>Amount necessary to cure any default as of the date of the petition: \$ _____ Annual interest rate (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable</p>			
<p>10. Is this claim based on a lease?</p>	<p><input type="checkbox"/> No</p>	<p><input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____</p>	
<p>11. Is this claim subject to a right of setoff?</p>	<p><input type="checkbox"/> No</p>	<p><input type="checkbox"/> Yes. Identify the property: _____</p>	
<p>12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</p> <p>A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.</p> <p><small>* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.</small></p>	<p><input type="checkbox"/> No</p>	<p><input type="checkbox"/> Yes. <i>Check all that apply:</i></p> <p><input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.</p>	<p>Amount entitled to priority</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p>

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY): _____

Signature: _____

Print the name of the person who is completing and signing this claim:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.** Indicate Debtor against which you assert a claim by checking the appropriate box on the claim form. If you are asserting claims against more than one Debtor, you **MUST** file a separate proof of claim for each debtor.
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

- **A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent’s website (www.donlinrecano.com/starion) to view the filed form.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Starion Energy Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Starion Energy Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your claim can be filed electronically on DRC's website at:
<https://www.donlinrecano.com/Clients/starion/FileClaim>

Do not file these instructions with your form.

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

In re:

STARION ENERGY INC., *et al.*,

Debtors.

Chapter 11

Case No. 18-12608 (MFW)

(Jointly Administered)

Re: D.I. 112

**ORDER GRANTING DEBTORS' MOTION FOR ORDER
EXTENDING TIME TO ASSUME OR REJECT UNEXPIRED
LEASE PURSUANT TO 11 U.S.C. § 365(d)(4)**

Upon the Debtors' Motion for Order Extending to Assume or Reject Unexpired Lease Pursuant to 11 U.S.C. § 365(d)(4) (the "Motion"), submitted by the above-captioned debtors (the "Debtors"); having found and determined that extending the period for the Debtors to assume or reject its unexpired Office Building Lease, dated as of March 2014, with 751 Straits Turnpike LLC and Middlebury Realty Associates LLC (the "Lease") to and including June 12, 2019, is in the best interest of the Debtors, their estates, and their creditors; having jurisdiction to consider the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and being fully advised in the premises and good cause shown therefor, the Court HEREBY

FINDS, ORDERS, ADJUDGES, AND DECREES THAT:

1. The Motion shall be and is hereby GRANTED.
2. Pursuant to 11 U.S.C. § 365(d)(4)(B)(i), the period for the Debtors to assume or reject the Lease under 11 U.S.C. § 365(d)(4)(B)(i) is hereby extended to and including June 12, 2019, and the Lease shall not be deemed reject prior to June 12, 2019.

3. This order is without prejudice to the Debtors' rights to seek further extensions of the period to assume or reject the Lease under 11 U.S.C. § 365(d)(4).

Dated: February 19th, 2019
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

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

In re:

STARION ENERGY INC., *et al.*,

Debtors.

Chapter 11

Case No. 18-12608 (MFW)

(Jointly Administered)

RE: D.I. 116

**ORDER GRANTING DEBTORS' MOTION FOR AN ORDER
EXTENDING THE EXCLUSIVE PERIODS DURING WHICH THE
DEBTORS MAY FILE AND SOLICIT ACCEPTANCES OF A PLAN
OF REORGANIZATION PURSUANT TO 11U.S.C. § 1121(d)**

Upon the Debtors' Motion for an Order Extending the Exclusive Periods During Which the Debtors May File and Solicit Acceptances of a Plan of Reorganization Pursuant to 11 U.S.C. § 1121(d) (the "Motion"); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the circumstances, and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors and all parties-in-interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is:

1. ORDERED that the relief requested in the Motion is hereby GRANTED as provided herein; and it is further

2. ORDERED that the Plan Period¹ is hereby extended through and including June 14, 2019 and the Solicitation Period is hereby extended through and including August 14, 2019; and it is further

3. ORDERED that nothing herein shall be construed to limit the Debtors' right to seek further extensions of time under 11 U.S.C. § 1121; and it is further

4. ORDERED that the Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

Dated: February 19th, 2019
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

¹ Capitalized terms not herein defined shall have the same meaning ascribed to them as in the Motion.

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

In re:

STARION ENERGY INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-12608 (MFW)

(Jointly Administered)

RE: D.I. 118

**ORDER PURUSANT TO 11 U.S.C. 107(b), 107(c), AND FED. R. BANKR. P. 9018
SEALING DEBTORS' CUSTOMER LIST**

Upon consideration of the *Motion for Protective Order Regarding Debtors' Customer List* (the "Motion") filed by Starion Energy Inc., Starion Energy NY Inc., and Starion Energy PA Inc. ("Starion" or "Debtors"), debtors and debtors in possession in the above-captioned chapter 11 cases; and the Court having held a hearing on the Motion on February 22, 2019 (the "Hearing"); the Court finds and concludes as follows:

A. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2).

B. Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409.

It is hereby ORDERED THAT:

1. For the reasons stated on the record at the Hearing, the Motion is hereby GRANTED as provided herein.

¹ The Debtors and the last four digits of their respective tax identification numbers are: Starion Energy Inc. (0943); Starion Energy NY Inc. (4319); Starion Energy PA Inc. (1201). The Debtors' corporate headquarters is located at, and the mailing address for each Debtor is, 751 Straits Turnpike, Suite 2000, Middlebury CT 06762, Attn: Alexandra Isaac, Esq.

2. Pursuant to Bankruptcy Code sections 107(b), 107(c) and Bankruptcy Rule 9018, the Court hereby authorizes and directs the Debtors to file under seal an unredacted version of the Supplemental Bar Date Motion customer service list.

3. The Clerk of the Court is directed to file and maintain the unredacted customer list under seal and shall not make it publicly available. The unredacted customer service list shall not be unsealed unless and until permitted by further order of this Court.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted herein.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: February 19th, 2019
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

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

In re:

STARION ENERGY INC., *et al.*,

Debtors.

Chapter 11

Case No. 18-12608 (MFW)

(Jointly Administered)

Re: D.I. 119

**ORDER AUTHORIZING RETENTION AND APPOINTMENT OF
DONLIN RECANO & COMPANY, INC. AS CLAIMS AND NOTICING AGENT**

Upon the application (the “**Application**”)² of the Debtors for an order (the “**Retention Order**”) authorizing the retention and appointment of Donlin Recano & Company, Inc. (“**Donlin**”) as claims and noticing agent for the Consumer Customers, under Judicial Code section 156(c), section 105(a) of the Bankruptcy Code, and Local Rule 2002-1(f) to, among other things, (i) distribute required notices to parties-in-interest, (ii) receive, maintain, docket and otherwise administer the proofs of claim filed by Consumer Customers in these Chapter 11 Cases, and (iii) provide such other administrative services, as required by the Debtors, that would fall within the purview of services to be provided by the Clerk’s Office; and upon the Voorhies Declaration submitted in Support of the Application; and the Debtors having estimated that there are approximately 50,000 Consumer Customers in these Chapter 11 Cases, many of whom are expected to file proofs of claim, and it appearing that the receiving, docketing and maintaining of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being authorized under 28 U.S.C. §156(c) to utilize, at the Debtors’ expense, outside agents and facilities to provide notices to parties in Title 11 cases and to receive, docket, maintain, photocopy and transmit proofs of claim; and the Court being satisfied that Donlin has the

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

capability and experience to provide such services and that Donlin does not hold an interest adverse to the Debtors or the estates respecting the matters upon which it is to be engaged; and good and sufficient notice of the Application having been given; and no other or further notice being required; and it appearing that the employment of Donlin is in the best interests of the Debtors, their estates and creditors; and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Notwithstanding the terms of the Engagement Letter attached to the Application, the Application is approved to the extent set forth in this Retention Order.

2. The Debtors are authorized to retain Donlin effective as of the Engagement Date of January 18, 2019, under the terms of the Donlin Agreement, and Donlin is authorized and directed to perform noticing services and to receive, maintain, record and otherwise administer the proofs of claim filed in these Chapter 11 Cases, and all related tasks, all as described in the Application as the Donlin Services.

3. Donlin shall serve as the custodian of court records and shall be designated as the authorized repository for all proofs of claim filed by the Consumer Customers in these Chapter 11 Cases and is authorized and directed to maintain official claims registers for each of the Debtors and to provide the Clerk with a certified duplicate thereof upon the request of the Clerk.

4. Donlin is authorized and directed to obtain a post office box or address for the receipt of proofs of claim.

5. Donlin is authorized to take such other action to comply with all duties set forth in the Application.

6. The Debtors are authorized to compensate Donlin in accordance with the terms of the Donlin Agreement upon the receipt of reasonably detailed invoices setting forth the services

provided by Donlin and the rates charged for each, and to reimburse Donlin for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for Donlin to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses.

7. Donlin shall be precluded, in the absence of an order of this Court, from suspending or terminating its services under the Donlin Agreement.

8. Donlin shall maintain records of all services showing dates, categories of services, fees charged and expenses incurred, and shall serve monthly invoices on the Debtors, the Office of the United States Trustee, counsel for the Debtors, counsel for any official committee, if any, monitoring the expenses of the Debtors and any party-in-interest who specifically requests service of the monthly invoices.

9. The parties shall meet and confer in an attempt to resolve any dispute which may arise relating to the Donlin Agreement or monthly invoices, and that the parties may seek resolution of the matter from the Court if resolution is not achieved.

10. Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, the fees and expenses of Donlin under this Retention Order shall be an administrative expense of the Debtors' estates.

11. The Debtor shall indemnify Donlin under the terms of the Donlin Agreement and this Retention Order.

12. Donlin shall not be entitled to indemnification, contribution or reimbursement pursuant to the Donlin Agreement for services other than the services provided under the Donlin Agreement, unless such services and the indemnification, contribution or reimbursement therefor are approved by the Court.

13. Notwithstanding anything to the contrary in this Order or the Donlin Agreement, the Debtors shall have no obligation to indemnify Donlin, or provide contribution or reimbursement to Donlin, for any claim or expense that is either: (a) judicially determined (the determination having become final) to have arisen from Donlin's gross negligence, willful misconduct, or fraud; (b) for a contractual dispute in which the Debtors allege the breach of Donlin's contractual obligations if the Court determines that indemnification, contribution or reimbursement would not be permissible pursuant to In re United Artists Theatre Co., et al., 315 F.3d 217 (3d Cir. 2003), or (c) settled prior to a judicial determination under (a) or (b), but determined by the Court, after notice and a hearing, to be a claim or expense for which Donlin should not receive indemnity, contribution or reimbursement under the terms of the Donlin Agreement as modified by this Retention Order.

14. If, before the earlier of (a) the entry of an order confirming a Chapter 11 plan in these Chapter 11 Cases (that order having become a final order no longer subject to appeal), or (b) the entry of an order closing these Chapter 11 Cases, Donlin believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Donlin Agreement (as modified by this Retention Order), including without limitation the advancement of defense costs, Donlin must file an application therefore in the Court, and the Debtors may not pay any such amounts to Donlin before the entry of an order by the Court approving the payment. This paragraph is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Donlin for indemnification, contribution or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify Donlin. All parties in

interest shall retain the right to object to any demand by Donlin for indemnification, contribution or reimbursement.

15. In the event Donlin is unable to provide the services set out in this Retention Order, Donlin will immediately notify the Clerk and Debtors' attorney and cause to have all original proofs of claim and computer information turned over to another claims and noticing agent with the advice and consent of the Clerk and Debtors' attorneys.

16. The Debtors will submit a separate retention application for Donlin pursuant to sections 327 and 328 of the Bankruptcy Code for services that Donlin intends to perform outside the ambit of those services described in the Application, and nothing in this Retention Order shall operate to limit the approval of such retention application under sections 327 and 328 of the Bankruptcy Code.

17. The Debtors and Donlin are authorized to take all actions necessary to effectuate the relief granted pursuant to this Retention Order in accordance with the Application.

18. Notwithstanding any term in the Donlin Agreement to the contrary, the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Retention Order.

19. Notwithstanding any term in the Donlin Agreement to the contrary, Donlin shall not cease providing claims processing services during these Chapter 11 Cases for any reason, including nonpayment, without an order of the Court.

20. In the event of any inconsistency between the Donlin Agreement, the Application and this Retention Order, this Retention Order shall govern.

Dated: February 19th, 2019
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE