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*Proposed Counsel for Debtors and
Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:
Powin, LLC, *et al.*,¹

Debtors.

TOGUT, SEGAL & SEGAL LLP

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*Proposed Counsel for Debtors and
Debtors in Possession*

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583], (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [5241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [2495], and (ix) Powin Energy Operating, LLC [6487] (x) Powin Energy Storage 2, Inc. [9926]; (xi) Powin Energy Ontario Storage II LP [5787]; and (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.



**CERTIFICATE OF NO OBJECTION WITH RESPECT TO MOTION
OF THE DEBTORS FOR ENTRY OF A FINAL ORDER
(I) GRANTING AUTHORITY TO PAY CERTAIN PREPETITION
TAXES; AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that, in connection with the *Motion of the Debtors for Entry of an Interim and Final Order (I) Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief* [ECF No. 99] (the “Motion”), and the *Interim Order Granting Motion of the Debtors for Entry of an Order (I) Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief* (the “Interim Order”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned counsel, hereby file this certificate of no objection.

PLEASE TAKE FURTHER NOTICE that the deadline for parties to file objections to approval of the Motion on a final basis was July 8, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”). No objections or responses to the Motion were filed on the docket on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that a clean version of the proposed order approving the relief requested in the Motion on a final basis (the “Proposed Final Interim Order”) is attached hereto as **Exhibit A**. A redline comparing the Proposed Final Interim Order to the Interim Order is attached hereto as **Exhibit B**. The Debtors respectfully request that the Court enter the Proposed Final Order.

Dated: August 6, 2025

DENTONS US LLP

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Proposed Counsel for Debtors and Debtors-in-Possession

EXHIBIT "A"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:

Powin, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

**FINAL ORDER GRANTING MOTION OF THE DEBTORS FOR
ENTRY OF AN ORDER (I) GRANTING AUTHORITY TO PAY CERTAIN PREPETITION
TAXES; AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through five (5), is
ORDERED.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [5241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [2495], (ix) Powin Energy Operating, LLC [6487] (x) Powin Energy Storage 2, Inc., [9926]; (xi) Powin Energy Ontario Storage II LP, [5787]; and (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

(Page 2)

Debtors: POWIN, LLC, *et al.*
Case No.: 25-16137 (MBK)
Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I) Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief

Caption in Compliance with D.N.J. LBR 9004-1(b)

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*Proposed Counsel for Debtors and
Debtors in Possession*

(Page 3)

Debtors: POWIN, LLC, *et al.*

Case No.: 25-16137 (MBK)

Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I) Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief

Upon consideration of the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (i) granting authority to pay certain prepetition taxes; and (ii) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference* from the United States District Court for the District of New Jersey dated as of September 18, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Debtors having asserted that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for hearing on the Motion were appropriate under the circumstances and that no other notice be provided; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing thereon establish just cause for the relief granted herein; and upon all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. The Debtors are permitted to pay the applicable Taxes to the Authorities as they become due.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

(Page 4)

Debtors: POWIN, LLC, *et al.*

Case No.: 25-16137 (MBK)

Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I) Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief

3. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Final Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

4. Nothing in this Final Order authorizes the Debtors to accelerate any payments not otherwise due.

5. Nothing herein shall impair any rights of the Debtors to dispute or object to any taxes asserted as owing to any Authorities or those parties who ordinarily collect the Taxes and Fees as to amount, liability, priority, classification, or otherwise.

6. To the extent that the Debtors have overpaid any Taxes and Fees, the Debtors are authorized to seek a refund or credit.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

8. To the extent applicable, the requirements set forth by Bankruptcy Rule 6003 are satisfied.

9. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon entry.

10. Notwithstanding anything contained in the Motion or this Order, any payment to be made, and any relief or authorization granted herein, shall be subject to, and must be in compliance with, the terms and conditions in any orders authorizing the Debtors to use cash collateral or obtain postpetition financing (collectively, the “Financing Orders”), including any budgets in connection therewith as may be updated and approved from time to time in accordance

(Page 5)

Debtors: POWIN, LLC, *et al.*

Case No.: 25-16137 (MBK)

Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I) Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief

with the terms of the Financing Orders. To the extent there is any inconsistency between the terms of the Financing Orders and any action taken or proposed to be taken hereunder, the terms of the Financing Orders shall control.

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

12. A true copy of this Final Order shall be served on all required parties pursuant to Local Rule 9013-5(f).

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

EXHIBIT "B"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:
Powin, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-16137 (~~MB~~MBK)

(Jointly Administered)

**~~INTERIM~~FINAL ORDER GRANTING MOTION OF THE DEBTORS FOR
ENTRY OF AN ORDER (I) GRANTING AUTHORITY TO PAY CERTAIN PREPETITION
TAXES; AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through ~~four~~five (~~4~~5), is
ORDERED.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [~~15241~~5241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [~~22495~~2495], ~~and~~ (ix) Powin Energy Operating, LLC [6487] (x) Powin Energy Storage 2, Inc., [9926]; (xi) Powin Energy Ontario Storage II LP, [5787]; and (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

Caption in Compliance with D.N.J. LBR 9004-1(b)

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*Proposed Counsel for Debtors and
Debtors in Possession*

(Page ~~13~~³³)

Debtors: POWIN, LLC, *et al.*

Case No.: 25-16137 (MBK)

~~Caption of Order: Interim Order Granting Motion of the Debtors for Entry of an~~
Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I)

Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief

Upon consideration of the Motion¹² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (i) granting authority to pay certain prepetition taxes; and (ii) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference* from the United States District Court for the District of New Jersey dated as of September 18, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Debtors having asserted that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for hearing on the Motion were appropriate under the circumstances and that no other notice be provided; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing thereon establish just cause for the relief granted herein; and upon all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. 1. The Motion is **GRANTED** on a final basis as set forth herein.
2. 2. The Debtors are permitted to pay the applicable Taxes to the Authorities as they become due.

¹² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

(Page ~~14~~44)

Debtors: POWIN, LLC, *et al.*

Case No.: 25-16137 (MBK)

~~Caption of Order:~~ ~~Interim Order Granting Motion of the Debtors for Entry of an~~

Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I)
Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting
Related Relief

3. 3. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this ~~Interim~~Final Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

4. 4. Nothing in this ~~Interim~~Final Order authorizes the Debtors to accelerate any payments not otherwise due.

5. 5. Nothing herein shall impair any rights of the Debtors to dispute or object to any taxes asserted as owing to any Authorities or those parties who ordinarily collect the Taxes and Fees as to amount, liability, priority, classification, or otherwise.

6. 6. To the extent that the Debtors have overpaid any Taxes and Fees, the Debtors are authorized to seek a refund or credit.

7. 7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Local Rules are satisfied by such notice.

8. 8. To the extent applicable, the requirements set forth by Bankruptcy Rule 6003 are satisfied.

9. 9. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon entry.

(Page ~~4~~5)

Debtors: POWIN, LLC, *et al.*

Case No.: 25-16137 (MBK)

~~Caption of Order: Interim Order Granting Motion of the Debtors for Entry of an~~
Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I)

Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief

~~10. 10. The Final Hearing on the Motion shall be held on _____, 2025, at _____ (Eastern Time) and any objections or responses to the Motion shall be in writing, filed with the Court, with a copy to chambers, and served upon [_____].~~

11. ~~11~~10. Notwithstanding anything contained in the Motion or this Order, any payment to be made, and any relief or authorization granted herein, shall be subject to, and must be in compliance with, the terms and conditions in any orders authorizing the Debtors to use cash collateral or obtain postpetition financing (collectively, the “Financing Orders”), including any budgets in connection therewith as may be updated and approved from time to time in accordance with the terms of the Financing Orders. To the extent there is any inconsistency between the terms of the Financing Orders and any action taken or proposed to be taken hereunder, the terms of the Financing Orders shall control.

~~12. 12. This Interim Order is effective only from the date of entry through this Court’s disposition of the Motion on a final basis; provided that the Court’s ultimate disposition of the Motion on a final basis shall not impair or otherwise affect any action taken pursuant to this Order.~~

13. ~~13~~11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

14. 12. A true copy of this Final Order shall be served on all required parties pursuant to Local Rule 9013-5(f).

(Page ~~14~~6)

Debtors: POWIN, LLC, *et al.*

Case No.: 25-16137 (MBK)

~~Caption of Order:~~ ~~Interim Order Granting Motion of the Debtors for Entry of an~~

Caption of Order: Final Order Granting Motion of the Debtors for Entry of an Order (I)

Granting Authority to Pay Certain Prepetition Taxes; and (II) Granting Related Relief

15. ~~14~~13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this ~~Interim~~Final Order.

Summary report: Litera Compare for Word 11.4.0.111 Document comparison done on 8/6/2025 8:40:02 AM	
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Changes:	
Add	29
Delete	31
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
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Embedded Excel	0
Format changes	0
Total Changes:	60