



Order Filed on October 14, 2025
by Clerk
U.S. Bankruptcy Court
District of New Jersey

In re:

Powin, LLC, *et al.*,¹

Debtors.

Chapter 11

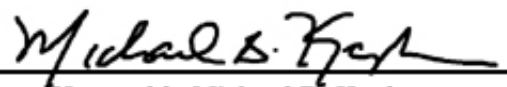
Case No. 25-16137 (MBK)

(Jointly Administered)

**ORDER APPROVING (I) THE ADEQUACY OF THE DISCLOSURE STATEMENT ON
CONDITIONAL BASIS, (II) THE SOLICITATION AND NOTICE PROCEDURES, (III)
THE FORMS OF BALLOTS AND NOTICES IN CONNECTION THEREWITH, AND
(IV) CERTAIN DATES WITH RESPECT THERETO**

The relief set forth on the following pages, numbered one (1) through thirty-six (36), is
ORDERED.

DATED: October 14, 2025


Honorable Michael B. Kaplan
United States Bankruptcy Judge

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]. Powin, LLC has formally changed its name to BESS RemainCo, LLC. The Debtors intend to file a motion seeking to amend the case caption in these proceedings to reflect such name change.

(Page | 2)

Debtors: Powin, LLC, *et al.*
Case No. 25-16137 (MBK)
Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

DENTONS US LLP

Tania M. Moyron (admitted *pro hac vice*)
Van C. Durrer, II (admitted *pro hac vice*)
601 S. Figueroa Street #2500
Los Angeles, CA 90017
Telephone: (213) 623-9300
Facsimile: (213) 623-9924
Email: tania.moyron@dentons.com
van.durrer@dentons.com

John D. Beck (admitted *pro hac vice*)
Sarah M. Schrag (admitted *pro hac vice*)
1221 Avenue of the Americas
New York, NY 10020-1089
Telephone: (212) 768-6700
Facsimile: (212) 768-6800
Email: john.beck@dentons.com
sarah.schrag@dentons.com

*Counsel for Debtors and
Debtors in Possession*

BROWN RUDNICK LLP

Robert J. Stark, Esq.
Kenneth J. Aulet, Esq.
Bennett S. Silverberg, Esq.
Jeffrey L. Jonas, Esq.
Seven Times Square
New York, NY 10036
Telephone: (212) 209-4924
Facsimile: (212) 938-2924
Email: rstark@brownrudnick.com
kaulet@brownrudnick.com
bsilverberg@brownrudnick.com
jjonas@brownrudnick.com

*Counsel for the Official Committee of Unsecured
Creditors*

TOGUT, SEGAL & SEGAL LLP

Frank A. Oswald (admitted)
550 Broad Street
Suite 1508
Newark, NJ 07102
Telephone: (212) 594-5000
Facsimile: (212) 967-4258
Email: frankoswald@teamtogut.com

Albert Togut (admitted *pro hac vice*)
Eitan Blander (admitted *pro hac vice*)
One Penn Plaza, Suite 3335
New York, New York 10119
Telephone: (212) 594-5000
Facsimile: (212) 967-4258
Email: altogut@teamtogut.com
eblander@teamtogut.com

*Counsel for Debtors and
Debtors in Possession*

GENOVA BURNS LLC

Daniel M. Stolz (admitted)
Donald W. Clarke (admitted)
110 Allen Road, Suite 304
Basking Ridge, NJ 07920
Telephone: (973) 533-0777
Facsimile: (973) 814-4045
Email: dstolz@genovaburns.com
dclarke@genovaburns.com

*Counsel for the Official Committee of Unsecured
Creditors*

(Page | 3)

3

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

Upon the *Joint Motion of the Plan Proponents for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto* (the “Motion”)¹ of the above-referenced debtors and debtors in possession (collectively, the “Debtors”), filed jointly with the Official Committee of Unsecured Creditors (the “Committee” and together with the Debtors, the “Plan Proponents”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for entry of an order (this “Order”) pursuant to sections 105, 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3001, 3016, 3017, 3018, 3020, 6004, and 9006, and Local Rules 3018-1 and 9013-1 (a) approving (i) the adequacy of the Disclosure Statement on an interim basis, (ii) the solicitation and notice procedures, (iii) the forms of ballots and notices in connection therewith, and (iv) certain dates with respect thereto; and (b) granting related relief, all as more fully set forth in 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 the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the relief requested in the Motion is in the best interests of the Debtors estates, their creditors, and other parties in interest; and this Court having found that the Plan Proponents’ notice of the Motion was appropriate under the

(Page | 4)

4

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing on October 10, 2025 before this Court (the “Hearing”); and this Court having reviewed the objection of the U.S. Trustee [ECF No. 929] (the “Objection”) and overruled in part and sustained in part the Objection on the record at the hearing; and this 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 HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.

I. Approval of the Disclosures in the Combined Joint Plan and Disclosure Statement on a Conditional Basis.

2. The disclosures contained in the Combined Joint Plan and Disclosure Statement are hereby approved on a conditional basis as containing adequate information within the meaning of section 1125(a)(1) of the Bankruptcy Code. Any objections to the adequacy of the information contained in the Combined Joint Plan and Disclosure Statement are expressly reserved for consideration at the Confirmation Hearing.

3. The Combined Joint Plan and Disclosure Statement provides Holders of Claims and Interests and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Section 15 of the Plan, in satisfaction of the requirements of Bankruptcy Rules 2002(c)(3) and 3016(b) and (c); and the rights of the Office of the U.S. Trustee

(Page | 5)

5

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

(the “U.S. Trustee”) or any other party to object to the Combined Joint Plan and Disclosure Statement on the basis of such injunction, exculpation, or release provisions are expressly reserved.

II. Approval of the Timeline and Materials for Soliciting Votes.

A. Approval of Certain Dates and Deadlines with Respect to the Combined Joint Plan and Disclosure Statement.

4. The Confirmation Timeline is hereby approved (subject to such modification as may be necessary or ordered by the Court):

Event or Deadline	Date and Time	Description
Voting Record Date	October 10, 2025	The date for determining (i) which holders of Claims in the Voting Classes are entitled to vote to accept or reject the Plan, opt-out of the Third-Party Release, and receive Solicitation Packages in connection therewith, (ii) which holders of Claims and Interests in the Non- Voting Classes are entitled to opt-out of the Third-Party Release, and (iii) whether Claims have been properly assigned or transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of the respective Claim.
Publication Deadline	Five (5) business days following entry of the Order	The last date by which the Plan Proponents will submit the Confirmation Hearing Notice in a format modified for publication.
Solicitation Deadline	Five (5) business days following entry of the Order	The deadline for distributing Solicitation Packages, including Ballots, to holders of Claims entitled to vote to accept or reject the Plan.
Plan Supplement Filing Date	November 7, 2025 at 4:00 p.m., prevailing Eastern Time	Date by which the Plan Proponents shall file the Plan Supplement.

(Page | 6)

6

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

Confirmation Objection Deadline	November 18, 2025 at 4:00 p.m., prevailing Eastern Time	The deadline by which objections to confirmation of the Plan must be filed with the Court and served so as to be <u>actually received</u> by the appropriate notice parties.
Voting Deadline	November 18, 2025 at 4:00 p.m., prevailing Eastern Time	The deadline by which all Ballots and opt out forms (the “ <u>Release Opt-Out Election Forms</u> ”) must be properly executed, completed, and electronically submitted so that they are <u>actually received</u> by Verita (the “ <u>Claims, Noticing, and Solicitation Agent</u> ”).
Confirmation Brief and Plan Objection Reply Deadline	November 21, 2025 at 4:00 p.m., prevailing Eastern Time	The deadline by which the Plan Proponents shall file their brief in support of confirmation of the Plan and deadline by which replies to objections to confirmation of the Plan must be filed with the Court.
Deadline to File Voting Report	November 21, 2025 at 4:00 p.m., prevailing Eastern Time	The date by which the report tabulating the voting on the Plan (the “ <u>Voting Report</u> ”) shall be filed with the Court.
Confirmation Hearing	November 25, 2025	The date for the hearing at which the Court will consider confirmation of the Plan (the “ <u>Confirmation Hearing Date</u> ”).

5. The Solicitation Deadline provides sufficient time for Holders of Claims entitled to vote on the Plan to make informed decisions with respect to voting on the Plan. The Debtors may adjourn the Confirmation Hearing and any related dates and deadlines from time to time, without notice to the parties in interest other than announcement of such adjournment in open court and/or filing a notice of adjournment with the Court and serving such notice on the 2002 List.

B. Approval of the Form of, and Distribution of, Solicitation Packages to Holders of Claims and Interests.

(Page | 7)

7

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

6. The Solicitation Packages to be transmitted on or before the Solicitation Deadline to those Holders of Claims in Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. the Combined Joint Plan and Disclosure Statement (and exhibits thereto), substantially in the form attached hereto as **Exhibit 1**;
- b. this Order (without exhibits thereto);
- c. the Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 2**;
- d. the Solicitation and Voting Procedures, substantially in the form attached hereto as **Exhibit 3**;
- e. the applicable forms of Ballots, substantially in the forms of the Ballots attached hereto as **Exhibit 4A**, **Exhibit 4B**, and **Exhibit 4C**, as applicable, together with a unique E-Ballot ID, detailed voting instructions, and instructions on how to submit the Ballot;
- f. the Cover Letter, substantially in the form attached hereto as **Exhibit 5**;
- g. the Instruction Letter, substantially in the form attached hereto as **Exhibit 6**; and
- h. any additional documents that the Court has ordered to be made available.

7. The Solicitation Packages provide the Holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

8. The Plan Proponents shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service (which may be made by way of providing links with instructions on how to access the Solicitation Packages) shall

(Page | 8)

8

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

be made solely via e-mail to such Holders for which the Plan Proponents have an e-mail address on file. For those Holders for which the Plan Proponents do not have an e-mail address on file, the Plan Proponents shall mail such Holder the Solicitation Package (which may be made by way of providing flash drives of any voluminous documents such as the Combined Plan and Disclosure Statement and this Order). Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

9. The Plan Proponents are authorized to send the Cover Letter and Instruction Letter to Holders of Claims entitled to vote on the Plan.

10. The Plan Proponents shall distribute the Solicitation Packages (excluding the Ballots, the Cover Letter, and the Instruction Letter) and the Notice of Non-Voting Status, substantially in the form attached hereto as Exhibit 7, which shall include the Release Opt-Out Election Form to all Holders of Claims or Interests not entitled to vote on the Plan on or before the Solicitation Deadline. Such service (which may be made by way of providing links with instructions on how to access such documents) shall be made solely via e-mail to such Holders for which the Plan Proponents have e-mail addresses on file. For those Holders for which the Plan Proponents do not have an e-mail address on file, the Plan Proponents shall mail such Holder the Solicitation Packages (excluding the Ballots, the Cover Letter, and the Instruction Letter) and the Notice of Non-Voting Status, including the Release Opt-Out Election Form (which may be made by way of providing flash drives of any voluminous documents such as the Combined Plan and Disclosure Statement and this Order).

(Page | 9)

9

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

11. Any party that receives any materials in electronic format but would prefer paper format may contact the Claims, Noticing, and Solicitation Agent to request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

12. On or before the Solicitation Deadline, the Plan Proponents shall provide complete paper copies of the Solicitation Packages (excluding the Ballot) to the U.S. Trustee and electronic copies of the Solicitation Package (excluding the Ballot, the Cover Letter, and the Instruction Letter) to all other parties on the 2002 List as of the Voting Record Date. The Plan Proponents shall not be required to provide Solicitation Packages or other solicitation materials to: (i) Holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court, and (ii) any party to whom notice of the Motion was sent but was subsequently returned as undeliverable without a forwarding address by the Voting Record Date, unless the Plan Proponents are provided with accurate addresses for such person or entity prior to the Voting Record Date.

13. For purposes of serving the Solicitation Packages, Non-Voting Status Notices, and the Confirmation Hearing Notices, the Claims, Noticing, and Solicitation Agent is authorized to rely on the address information maintained by the Plan Proponents and provided to the Claims, Noticing, and Solicitation Agent as of the Voting Record Date. The Debtors also request a waiver of (i) any requirement to re-mail undeliverable Solicitation Packages or other undeliverable solicitation-related notices that were returned marked "undeliverable," "moved—no forwarding address," or otherwise returned; and (ii) any obligation for the Debtors or the Claims, Noticing,

(Page | 10)

10

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

and Solicitation Agent to conduct any additional research for updated addresses based on undeliverable Solicitation Packages or otherwise undeliverable solicitation-related notices.

14. The Plan Proponents shall not be required to send any notices or solicitation materials to Holders of Claims in Class 6 (Intercompany Claims).

C. Approval of Solicitation and Voting Procedures

15. The Claims, Noticing, and Solicitation Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Packages; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors; (c) responding to inquiries from holders of Claims or Interests and other parties-in-interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to confirmation of the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors who submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies, as the Debtors and/or the Claims, Noticing, and Solicitation Agent deem necessary and applicable; *provided that* neither the Plan Proponents nor any other Person or Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report.

16. The Solicitation and Voting Procedures, attached hereto as **Exhibit 3**, are approved in their entirety, and the Plan Proponents are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with such procedures.

(Page | 11)

11

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

17. The Claims, Noticing, and Solicitation Agent is authorized to accept Ballots and Release Opt-Out Election Forms via electronic online transmissions through an online balloting portal maintained by the Claims, Noticing, and Solicitation Agent on the Debtors' case website (the "E-Ballot Portal"). The encrypted data and audit trail created by such electronic submission shall become part of the record of any Ballot or Release Opt-Out Election Form submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective.

18. All Ballots and Release Opt-Out Election Forms must be properly completed, executed and submitting according to the applicable instructions in such Ballot or Release Opt-Out Election Form (and as set forth in further detail in the Solicitation and Voting Procedures) so that such Ballot or Release Opt-Out Election Form is **actually received** by the Claims, Noticing, and Solicitation Agent no later than the Voting Deadline. Electronic Ballots or Opt-Out Forms received by any other electronic means other than the E-Ballot Portal (such as via e-mail or facsimile) shall not be accepted and will not be counted.

19. If a Holder of a Claim in Class 3, Class 4, or Class 5 that is not Allowed believes that it should be entitled to vote shall serve on the Plan Proponents and file with the Bankruptcy Court a motion pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing such Holder's Claim for purposes of voting on the Plan on or before **November 11, 2025 at 4:00 p.m. (prevailing Eastern Time)**.

20. The Claims, Noticing, and Solicitation Agent shall retain all paper copies of Ballots and all solicitation-related correspondence for two (2) years following the Effective Date,

(Page | 12)

12

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

whereupon, the Claims, Noticing, and Solicitation Agent is authorized to destroy and/or otherwise dispose of: (a) all paper copies of Ballots; (b) printed solicitation materials including unused copies of the Solicitation Packages; and (c) all solicitation-related correspondence (including undeliverable mail), in each case unless otherwise directed by the Debtors or the clerk of the Court in writing within such two (2) year period.

D. Approval of the Confirmation Hearing Notice and Publication Notice.

21. The Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 2**, filed by the Plan Proponents and served upon parties in interest in these Chapter 11 Cases on or before the Solicitation Deadline constitutes adequate and sufficient notice of the hearing to consider final approval of the adequacy of the Disclosure Statement, approval of the Plan, the manner in which a copy of the Plan can be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

22. The Plan Proponents shall publish the Confirmation Hearing Notice (in a format modified for publication) one time in the *USA Today (National Edition)*, *The Oregonian*, and *The Globe and Mail (City of Toronto, Province of Ontario)* by no later than five (5) business days following entry of this Order.

E. Approval of Plan Supplement Notice.

23. The Plan Proponents are authorized to and shall send notice of the filing of the Plan Supplement (the “Plan Supplement Notice”), substantially in the form attached hereto as **Exhibit 8**, on the Plan Supplement Filing Deadline, which shall include the Plan Supplement. Such service

(Page | 13)

13

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

(which may be made by way of providing links with instructions on how to access such document) shall be made solely via e-mail to those parties for which the Plan Proponents have e-mail addresses on file. For those parties for which the Plan Proponents do not have an e-mail address on file, the Plan Proponents shall mail such party the Plan Supplement Notice and the Plan Supplement (which may be made by way of providing flash drives of the Plan Supplement).

F. Approval of the Form of Notices to Non-Voting Classes.

24. The Plan Proponents shall serve Holders of Claims or Interests not entitled to vote on the Plan in accordance with paragraph 10 of this Order. The Notice of Non-Voting Status and Release Opt-Out Election Form to be sent to Holders of Claims or Interests not entitled to vote on the Plan are hereby approved.

G. Approval of Notices to Contract and Lease Counterparties.

25. The Plan Proponents are authorized to mail a notice of assumption of any Executory Contracts or Unexpired Leases, in the form attached hereto as Exhibit 9, to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed pursuant to the Plan, notice of which shall be provided by the Plan Supplement Filing Deadline.

III. Approval of Procedures for Confirming the Plan.

A. Approval of the Procedures for Filing Objections to the Final Approval of the Adequacy of the Disclosures in the Combined Joint Plan and Disclosure Statement or Confirmation of the Plan.

26. Objections to the final approval of the adequacy of the disclosures in the Combined Joint Plan and Disclosure Statement or confirmation of the Plan will not be considered by the Court unless such objections are timely filed and properly served. Such objections **must**: (a) be

(Page | 14)

14

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

in writing; (b) state in particularity the basis of the objection; and (c) be filed with the Clerk of the Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the *General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents* dated March 27, 2002 (the “General Order”) and the *Commentary Supplementing Administrative Procedures* dated as of March 2004 (the “Supplemental Commentary”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, if not otherwise filed with the Clerk of the Court electronically, via hard copy, and shall be served in accordance with the General Order and the Supplemental Commentary, so as to be **actually received** on or before the Confirmation Objection Deadline by each of the notice parties identified in the Confirmation Hearing Notice.

B. Approval of Consequences of Not Confirming or Consummating the Plan.

27. If the Debtors revoke or withdraw the Plan, or if the disclosures in the Combined Joint Plan and Disclosure Statement are not finally approved, or if confirmation or the Effective Date does not occur, then: (i) the Plan will be null and void in all respects; (ii) any settlement or compromise not previously approved by final order of the Court embodied in the Plan (including the fixing or limiting to any amount certain of the Claims or Interests or Classes of Claims or Interests), assumption of Executory Contracts of Unexpired Leases effectuated by the Plan, and any document or agreement executed pursuant to the Plan will be null and void in all respects; and (iii) nothing contained in the Plan shall (a) constitute a waiver or release of any Claims, Interests, or Causes of Action by any entity, (b) prejudice in any manner the rights of any Debtors or any

(Page | 15)

15

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

other entity, or (c) constitute an admission, acknowledgement, offer, or undertaking of any sort by any Debtor or any other entity.

IV. Miscellaneous.

28. The Debtors are authorized to make non-substantive changes to the Combined Joint Plan and Disclosure Statement, the Confirmation Hearing Notice, the Solicitation Packages, the Non-Voting Status Notices, the Ballots, the Publication Notice, the Cover Letter, the Instruction Letter, the Solicitation and Voting Procedures, the Plan Supplement Notice, the Assumption Notice, and any other related documents after the entry of this Order without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Combined Joint Plan and Disclosure Statement and related documents (including any exhibits or attachments thereto), and any other materials in the Solicitation Packages; *provided, however*, that the U.S. Trustee shall be provided notice of any such changes.

29. The Debtors rights are reserved to modify the Plan in accordance with Section 19 thereof, including the right to withdraw the Plan as to any or all Debtors at any time before the Confirmation Date.

30. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

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

32. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

(Page | 16)

16

Debtors: Powin, LLC, *et al.*

Case No. 25-16137 (MBK)

Caption of Order: Order Approving (I) the Adequacy of the Disclosure Statement on Conditional Basis, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates With Respect Thereto

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

34. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

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

36. The requirements set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.