

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of New Jersey  
(State)

Case number (if known): 25- Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/25

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Powin Energy Operating, LLC

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 8 6 - 2 2 5 6 4 8 7

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>20550 SW 115th Ave</u> Number Street	 Number Street
 	 P.O. Box
<u>Tualatin</u> OR <u>97062</u> City State ZIP Code	 City State ZIP Code
<u>Washington</u> County	 Location of principal assets, if different from principal place of business Number Street
 	 City State ZIP Code

5. Debtor's website (URL) https://powin.com



Debtor Powin Energy Operating, LLC  
Name

Case number (if known) 25-

**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

**7. Describe debtor's business**

*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

*B. Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*

335910

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

*Check one:*

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY  
District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor Powin Energy Operating, LLC Case number (if known) 25-  
Name

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes. Debtor See Rider 1, attached. Relationship Affiliate  
District New Jersey When \_\_\_\_\_  
Case number, if known \_\_\_\_\_  
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_  
City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

Debtor Powin Energy Operating, LLC Case number (if known) 25-  
Name

15. Estimated assets

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

16. Estimated liabilities

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 06/09/2025  
MM / DD / YYYY

**x**

DocuSigned by:

*Chad Paulson*

BB507BD3E626405...

Chad Paulson

Signature of authorized representative of debtor

Printed name

Title Authorized Signatory

18. Signature of attorney

**x**

/s/ Frank A. Oswald

Date 06/09/2025

Signature of attorney for debtor

MM / DD / YYYY

Frank A. Oswald

Printed name

Togut, Segal & Segal LLP

Firm name

550 Broad Street

Number Street

Newark

City

NJ

State

07102

ZIP Code

(212) 594-5000

Contact phone

frankoswald@teamtogut.com

Email address

028681986

Bar number

NJ

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
<b><u>District of New Jersey</u></b>	
Case number (if known):	(State)
	Chapter <u>11</u>

☐ Check if this is an amended filing

### **Rider 1**

#### **Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “Debtors”), filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Powin, LLC.

DEBTOR NAME		EIN Number
1.	Powin, LLC	86-2270504
2.	PEOS Holdings, LLC	84-3515476
3.	Powin China Holdings 1, LLC	82-4101422
4.	Powin China Holdings 2, LLC	88-2699713
5.	Charger Holdings, LLC	84-3515241
6.	Powin Energy Ontario Storage, LLC	82-1358348
7.	Powin Energy Operating Holdings, LLC	86-2322495
8.	Powin Energy Operating, LLC	86-2256487
9.	Powin Project LLC	39-2571583

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

In re:

Powin Energy Operating, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. \_\_\_\_\_

(Joint Administration Requested)

**LIST OF EQUITY HOLDERS<sup>2</sup>**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Powin, LLC	20550 SW 115th Avenue Tualatin, OR 97062	100%

<sup>1</sup> 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], (vii) Powin Energy Ontario Storage, LLC [ 8348], (viii) Powin Energy Operating Holdings, LLC [22495], and (ix) Powin Energy Operating, LLC [6487]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

<sup>2</sup> This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

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

In re:

Powin Energy Operating Holdings, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. \_\_\_\_\_

(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Powin, LLC	100%

---

<sup>1</sup> 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], (vii) Powin Energy Ontario Storage, LLC [ 8348], (viii) Powin Energy Operating Holdings, LLC [22495], and (ix) Powin Energy Operating, LLC [6487]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

Fill in this information to identify the case:

☐ Check if this is an amended filing

Debtor name Powin, LLC  
 United States Bankruptcy Court for  
 the: \_\_\_\_\_ District of \_\_\_\_\_  
 (State)  
 Case number (if known): 25- \_\_\_\_\_

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Consolidated Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Ace Engineering & Co., Ltd. 80, Sapyong-daero, Seocho-gu Seoul 06575 Republic of Korea	Telephone: (822) 578 0491 Email: <a href="mailto:chloe@acecontainer.com">chloe@acecontainer.com</a>	Trade				\$100,104,820.79
2.	Qingdao CIMC-POWIN New Energy Technology Co., Ltd No.1 Huanghedong Road, China (Shandong) Pilot Free Trade Zone, Qingdao, P.R. Qingdao 266500 China	Telephone: +86 532 8676 7675 Email: <a href="mailto:info@cimc-powin.com">info@cimc-powin.com</a>	Contract Manufacturer	Disputed			\$49,068,210.40
3.	Contemporary Amperex Technology Co., Limited (CATL) No.2 Xingang Road Zhangwan Town, Jiaocheng District, Ningde City, Fujian 352100 China	Telephone: '+86 181 5087 9959 Email: <a href="mailto:RuanTF@catlbattery.com">RuanTF@catlbattery.com</a>	Subsidiary/ Powin Owned Entity	CUD			\$44,000,000.00
4.	Celestica LLC 11 Continental Blvd BLD 300 Suite 103 Merrimack NH 03054	Telephone: (416) 448-5800 Email: <a href="mailto:petem@celestica.com">petem@celestica.com</a>	Contract Manufacturer	Disputed			\$16,748,929.57



Debtor: Powin, LLC  
NameCase number (if known) 25-

5.	Clean Energy Services CES LLC 4201 Main Street Suite 299 Houston, TX 77002	Telephone: (713) 714-0762 Email: <a href="mailto:accounts.receivable@cesrenewables.com">accounts.receivable@cesrenewables.com</a>	Professional Services	Unliquidated			\$10,107,691.13
6.	Formosa Electronic Industries Inc. 5F., NO8, Aly.130, Minquan Rd., Xindian Dist., New Taipei City 231, Taipei 23141 Taiwan	Telephone: +886 2 2218 8888 Email: <a href="mailto:kelvin.chen@feii.com.tw">kelvin.chen@feii.com.tw</a> ; <a href="mailto:flora.zhang@feii.com.tw">flora.zhang@feii.com.tw</a>	Contract Manufacturer	Disputed			\$9,180,133.58
7.	Rubicon Professional Services, LLC 3370 Chastain Gardens Drive Suite 220 Kennesaw, GA 30144	Telephone: (770) 726-8975 Email: <a href="mailto:accounting@rubiconps.com">accounting@rubiconps.com</a>	EPC / Contractor				\$8,453,344.50
8.	SMA America, LLC 3925 Atherton Road Rocklin, CA 95677	Telephone: (916) 625-0870 Email: <a href="mailto:ordermgmt@sma-america.com">ordermgmt@sma-america.com</a>	Contract Manufacturer	Disputed			\$8,370,089.83
9.	Mainfreight Air & Ocean Pty Ltd 154 Melrose Drive Tullamarine Melbourne VIC 3043 Australia	Telephone: +61 (3) 9330 6000 Email: <a href="mailto:lorraine.govender@mainfreight.com">lorraine.govender@mainfreight.com</a>	Logistics	Disputed	\$6,696,844.71	Collateral Amount Unknown	Collateral Amount Unknown
10.	JMS Wind Energy, Inc. 8022 S Rainbow Blvd Ste 406 Las Vegas, NV 89139	Telephone: (541) 483-0920 Email: <a href="mailto:julie@jmswindenergy.com">julie@jmswindenergy.com</a>	Professional Services	Unliquidated			\$6,033,105.56
11.	Experience Knowledge Strategy, S.L. AVDA. CAMAS 26 Bollullos De La Mitacion Seville 41110 Spain	Telephone: 0034954181521 Email: <a href="mailto:fronquillo@eksenergy.com">fronquillo@eksenergy.com</a>	Purchase/Sale Agreement				\$5,777,376.95
12.	EBARA Densan (Qingdao) Technology Co., Ltd. No.216, Shuangyuan Road, Chengyang District, Qingdao Shandong Province 266111 China	Telephone: 053289653367628 Email: <a href="mailto:dong.jiakun@edq-ebara.com">dong.jiakun@edq-ebara.com</a>	Contract Manufacturer				\$5,297,762.07
13.	KPMG LLP 3 Chestnut Ridge Road Montvale, NJ 07645	Telephone: (503) 820-6809 Email: <a href="mailto:us-bkrdasc-ar@kpmg.com">us-bkrdasc-ar@kpmg.com</a>	Professional Services				\$4,586,591.27
14.	Contemporary Nebula Technology Energy Co., Ltd. No. 33 Xingyexi Road Mawei District Fuzhou City Fujian Province China	Telephone: 8615924148801 Email: <a href="mailto:xuezhen.lin@cntepower.com">xuezhen.lin@cntepower.com</a>	Contract Manufacturer				\$4,252,505.17
15.	GreEnergy Resources 108 Michelin Road Ardmore, OK 73401	Telephone: (580) 68-9534 Email: <a href="mailto:adam.fenner@greenergyresources.com">adam.fenner@greenergyresources.com</a>	Professional Services	Unliquidated			\$3,522,202.06

Debtor: Powin, LLC  
NameCase number (if known) 25-

16.	R.H. Shipping & Chartering S De RL De CV Av. Paseo De La Reforma No. 222 Piso 15 Col. Juarez Alcala Cuauhtemoc Ciudad De Mexico C.P. Cam 06600 Mexico	Telephone: +52 (55) 1328 4301 Email: <a href="mailto:cobranza@rh-shipping.com">cobranza@rh-shipping.com</a>	Logistics				\$3,359,111.72
17.	Qingdao CIMC Container Manufacture Co., Ltd No.1, east Huanghe Road Economic & Technological Development Zone Qingdao China	Telephone: +86-532-8693-5961 Email: <a href="mailto:yanfeng.yang@cimc.com">yanfeng.yang@cimc.com</a>	Contract Manufacturer	Disputed			\$3,265,143.29
18.	Ultra Corpotech Private Limited Plot No-Pap-A-4 Chakan Industrial Area Phase IV Village Nighoje Opp M & M Gate No- 3 Tal-Khed Talwade Chakan Road Pune Maharashtra 410501 India	Telephone: 919922929251 Email: <a href="mailto:vgoykar@ultracorpotech.com">vgoykar@ultracorpotech.com</a>	Trade Debt				\$3,215,744.53
19.	Envision AESC US LLC 500 Battery Plant Road Smyrna, TN 37167	Telephone: (615) 751-3322 Email: <a href="mailto:ken.srebnik@envision-aesc.com">ken.srebnik@envision-aesc.com</a>	Trade Debt				\$2,901,664.21
20.	Pearce Services, LLC 1222 Vine Street Suite 301 Paso Robles, CA 93446	Telephone: (805) 467-2528 Email: <a href="mailto:essnotifications@pearce-renewables.com">essnotifications@pearce-renewables.com</a>	Professional Services				\$2,671,092.90
21.	Spark Power Renewables USA, Inc 4900 Diplomacy Road Fort Worth, TX 76155	Telephone: (833) 775-7697 Email: <a href="mailto:AR@sparkpowercorp.com">AR@sparkpowercorp.com</a>	Professional Services				\$2,486,017.08
22.	Sonic Systems International, LLC 1880 South Dairy Ashford Suite 207 Houston, TX 77077	Telephone: (281) 531-7611 Email: <a href="mailto:ablock@sonicsystems.com">ablock@sonicsystems.com</a>	Professional Services				\$2,390,368.05
23.	McKinsey & Company, Inc. United States 175 Greenwich Street 3 World Trade Center FL 60-64 New York, NY 10007	Telephone: Email: <a href="mailto:US_AR@mckinsey.com">US_AR@mckinsey.com</a> ; <a href="mailto:mailto:info@mckinsey.com">mailto:info@mckinsey.com</a>	Professional Services				\$1,600,000.00
24.	Bergstrom (Changzhou) Heat Exchangers Co., Ltd 28 AoYuan Road New District Changzhou, Jiangsu China, 213125	Telephone: 8651968008000 Email: <a href="mailto:SShi@bergstrominc.com">SShi@bergstrominc.com</a>	Trade Debt				\$1,269,530.40
25.	Weifang Genius Electronics Co., Ltd. No. 37 Fangtai Road Fangzi District Weifang City Shandong Province 261206 China	Telephone: (756) 400-6201 Email: <a href="mailto:daisy.yang@genius-gp.com">daisy.yang@genius-gp.com</a>	Trade Debt				\$1,239,871.72

Debtor: Powin, LLC  
NameCase number (if known) 25-

26.	Ashbaugh Energy Consulting 530 Lakeside Road Fort Erie ON L2A 4Y1 Canada	Telephone: (905) 871-8000 Email: <a href="mailto:ashbaughenergy@gmail.com">ashbaughenergy@gmail.com</a>	Professional Services	Unliquidated			\$1,222,341.87
27.	Shanghai Hdmann Industry Co., Ltd Room 1-912 No388 Xinfu Rd. Shanghai 201100 China	Telephone: 862133735789 Email: <a href="mailto:F5@hdmann.com">F5@hdmann.com</a>	Trade Debt				\$1,093,534.82
28.	Crowe LLP 320 E Jefferson Blvd. P.O. Box 7 South Bend, IN 46624-0007	Telephone: (972) 365-3437 Email: <a href="mailto:aremitadv@crowe.com">aremitadv@crowe.com</a>	Professional Services				\$1,011,288.00
29.	Orr Protection Systems, Inc. 2100 Nelson Miller Pkwy Louisville, KY 40223	Name: Erica Khourjian Telephone: (502) 244-4500 Email: <a href="mailto:opsaccounting@orrprotection.com">opsaccounting@orrprotection.com</a>	Subsidiary/ Powin Owned Entity				\$994,923.44
30.	Miller Nash Graham & Dunn LLP PO Box 3585 Portland, OR 97208	Telephone: (503) 224-5858 Email: <a href="mailto:clientservices@millernash.com">clientservices@millernash.com</a>	Professional Services				\$889,356.21
31.	Carel USA, INC 385 S Oak Street Manheim, PA 17545	Telephone: (717) 664-0500 Email: <a href="mailto:accounts.receivable_usa@carel.com">accounts.receivable_usa@carel.com</a>	Trade Debt				\$787,295.95
32.	Propeller Inc PO Box 6860 Portland, OR 97228	Telephone: (919) 699-0137 Email: <a href="mailto:lvillarreal@propellerpdx.com">lvillarreal@propellerpdx.com</a>	Professional Services				\$783,792.00
33.	Specified Technologies Inc. 210 Evans Way Somerville, NJ 08876	Telephone: (908) 526-8000 Email: <a href="mailto:AR@stifirestop.com">AR@stifirestop.com</a>	Trade Debt				\$777,062.30
34.	Building Automation Products, Inc. 750 N. Royal Ave. Gays Mills, WI 54631	Telephone: (608) 735-4800 Email: <a href="mailto:Accountsreceivable@bapisensors.com">Accountsreceivable@bapisensors.com</a>	Trade Debt				\$580,730.40
35.	Schneider Electric IT Corporation 5081 Collections Center Drive Chicago, IL 60693-5081	Telephone: (401) 789-5735 Email: <a href="mailto:SEITUSACASH.APPLICATIONTEAM@schneider-electric.com">SEITUSACASH.APPLICATIONTEAM@schneider-electric.com</a>	Professional Services				\$568,116.85
36.	RH Shipping & Chartering (USA) LLC 400 N Sam Houston Pkwy East, Suite 1010 Houston, TX 77060	Telephone: +52 33 8851 3180 ext. 1408 Email: <a href="mailto:mplascencia@rh-shipping.com">mplascencia@rh-shipping.com</a>	Professional Services				\$544,832.81
37.	Mainz Brady Group, Inc. PO Box 620375 Woodside, CA 94062	Telephone: +1 650-524-8840 Email: <a href="mailto:accounting@mbg.com">accounting@mbg.com</a>	Professional Services				\$500,900.41
38.	McGuireWoods Consulting LLP 800 East Canal Street Richmond, VA 23219	Telephone: (804) 775-1000 Email: <a href="mailto:artaskforce@mcquirewoods.com">artaskforce@mcquirewoods.com</a>	Professional Services				\$483,585.30
39.	CEVA Logistics US, Inc. 15350 Vickery Drive Houston, TX 77032	Telephone: 1-800-888-4949 Email: <a href="mailto:juanfernando.aquilar@cevalogistics.com">juanfernando.aquilar@cevalogistics.com</a>	Professional Services				\$469,350.66

Debtor: Powin, LLC Case number (if known) 25-  
Name

40.	SIBA LLC 29 Fairfield Place Caldwell, NJ 07006	Telephone: (973) 575-7422 Email: <a href="mailto:info@sibafuse.com">info@sibafuse.com</a>	Trade Debt	Unliquidated			\$420,987.58
41.	GLAS USA LLC 3 Second Street Suite 206 Jersey City, NJ 07311	Telephone: (212) 808-3050 Email: <a href="mailto:clientservices.americas@glas.agency">clientservices.americas@glas.agency</a>	Bank Loans	Unliquidated			\$416,230.74
42.	Expeditors International of Washington, Inc. 1015 Third Avenue Seattle, WA 98104	Telephone: (503) 863-2678 Email: <a href="mailto:remi@expeditors.com">remi@expeditors.com</a>	Professional Services	Unliquidated			\$409,327.29
43.	Huizhou Topband Electrical Technology Co., LTD No. 113 Dongxin AVE, Dongxin Block Dongjiang Hi-Tech Industrial Park, Zhongkai District Huizhou, Dongguang, 516006 China	Telephone: 8675527651888 Email: <a href="mailto:wuxr@topband.com.cn">wuxr@topband.com.cn</a>	Contract Manufacturer	Unliquidated			\$405,884.78
44.	Build AppliedLogix, LLC 3495 Winton Place, Building C Suite 2 Rochester, NY 14623	Telephone: (585) 678-1027 Email: <a href="mailto:tduffy@appliedlogix.com">tduffy@appliedlogix.com</a>	Trade Debt	Unliquidated			\$400,756.56
45.	8LOOP Logistics LLC 9432 Bradmore Lane Suite 204 Ooltewah, TN 37363	Telephone: (909) 671-9537 Email: <a href="mailto:accounting@8looplogistics.com">accounting@8looplogistics.com</a>	Logistics	Unliquidated			\$384,949.17
46.	Onshape A PTC Business 121 Seaport Boulevard Boston, MA 0221	Telephone: (650) 513-3500 Email: <a href="mailto:ar-credit@ptc.com">ar-credit@ptc.com</a>	Professional Services	Unliquidated			\$377,301.71
47.	c3controls 664 State Street Beaver, PA 15009	Telephone: (724) 775-7926 Email: <a href="mailto:accounting@c3controls.com">accounting@c3controls.com</a>	Professional Services	Unliquidated			\$334,488.64
48.	Tech Heads Inc. 7070 SW Fir Loop Portland, OR 97223	Telephone: (503) 639-8542 Email: <a href="mailto:info@techheads.com">info@techheads.com</a>	Professional Services	Unliquidated			\$320,155.17
49.	Kentec Electronics Limited 25 & 26 Fawkes Avenue, Questor Dartford Kent DA1 1JQ United Kingdom	Telephone: +44 1322 222121 Email: <a href="mailto:sales@kentec.co.uk">sales@kentec.co.uk</a>	Trade Debt				\$304,071.97
50.	KELLER'S INC 6750 Gordon Road Wilmington NC 28411 United States	Contact: Paul Tiso Telephone: (910) 392-7011 Email: <a href="mailto:bdixon@kellersinc.com">bdixon@kellersinc.com</a>	Trade Debt				\$278,208.23

Fill in this information to identify the case and this filing:

Debtor Name Powin Energy Operating, LLC  
United States Bankruptcy Court for the: \_\_\_\_\_ District of \_\_\_\_\_  
(State)  
Case number (If known): 25-\_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

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

Executed on 06/09/2025  
MM / DD / YYYY

x

DocuSigned by:  
Chad Paulson  
BB507BD3E626405...

Signature of individual signing on behalf of debtor

Chad Paulson  
Printed name

Authorized Signatory  
Position or relationship to debtor

**RESOLUTIONS OF THE SOLE MEMBER  
OR ALL OF THE MEMBERS  
OF EACH OF  
PEOS HOLDINGS, LLC  
POWIN CHINA HOLDINGS 1, LLC  
POWIN CHINA HOLDINGS 2, LLC  
CHARGER HOLDINGS, LLC  
POWIN ENERGY ONTARIO STORAGE, LLC  
POWIN ENERGY OPERATING, LLC  
POWIN ENERGY OPERATING HOLDINGS, LLC  
POWIN PROJECT LLC**

June 9, 2025

The undersigned, constituting the sole member or all of the members, as the case may be (each, a “Member” and collectively, the “Members”) of PEOS Holdings, LLC, an Oregon limited liability company, Powin China Holdings 1, LLC, an Oregon limited liability company, Powin China Holdings 2, LLC, an Oregon limited liability company, Charger Holdings, LLC, an Oregon limited liability company, Powin Energy Ontario Storage, LLC, an Oregon limited liability company, Powin Energy Operating, LLC, a Delaware limited liability company, Powin Energy Operating Holdings, LLC, a Delaware limited liability company and Powin Project LLC, a New Jersey limited liability company (each a “Company” and collectively, the “Companies”), hereby adopt the following resolutions as of the date stated above:

**A. Appointment of Chief Executive Officer:**

WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that it is desirable and in the best interests of each Company of which it is a member, and each such Company’s creditors, shareholders, employees, and other interested parties, to appoint a new Chief Executive Officer (“CEO”) following the resignation of the prior CEO to assist with management and operation of each such Company; and

WHEREAS, each of the Members has evaluated the capabilities of several candidates for the CEO appointment, and is prepared to make an appointment.

NOW, THEREFORE, BE IT RESOLVED, that effective as of the date hereof, each of the Members hereby appoints and promotes Brian Kane from each such Company’s Chief Projects Officer to the new CEO for each such Company;

BE IT FURTHER RESOLVED, that each Company be, and it hereby is, authorized and directed to pay all fees and expenses incurred in connection with the engagement of the CEO;

BE IT FURTHER RESOLVED, that the officers of each individual Company, including, without limitation, the CRO, CEO and the General Counsel (each, with respect

to such Company, an “Authorized Officer” and together the “Authorized Officers”) are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver, and file any and all such instruments as they, in their discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of each Company’s management, advisors and the Members, in the name and on behalf of any Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

**B. Chapter 11 Case:**

WHEREAS, each of the Members has considered the financial and operational aspects of the business of each Company of which it is a member and the recommendations of the senior management of each such Company and each such Company’s professionals and advisors;

WHEREAS, each of the Members has reviewed the historical performance of each Company of which it is a member, the market for each such Company’s services, and the current and long-term liabilities of each such Company; and

WHEREAS, each of the Members has reviewed, considered, and received the recommendations of the senior management of each Company of which it is a member and each such Company’s professionals and advisors as to a case of such Company under chapter 11 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT RESOLVED, that each of Members has determined, in the good-faith exercise of its reasonable business judgment, that it is desirable and in the best interests of each Company of which it is a member, and each such Company’s creditors, shareholders, employees, and other interested parties, for each such Company to file a voluntary petition under the provisions of chapter 11 the Bankruptcy Code and to take any related actions necessary to file for and effectuate bankruptcy protection and to take other actions in a bankruptcy case;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take all actions deemed necessary or appropriate to protect the assets of each such Company and seek protection from creditors, including without limitation, if they deem it appropriate, to execute and verify or certify a voluntary petition under chapter 11 of the Bankruptcy Code and to sign or authorize any and all other pleadings, petitions, motions, schedules, lists, applications, affidavits, instruments, documents, or actions appropriate and desirable, as determined by them in the exercise of their discretion, prior to and throughout the course of the bankruptcy case and to take and

perform any and all further acts and deeds, and pay such fees, that they deem necessary, proper or desirable in connection therewith or in furtherance of any such petition or any such Company's case in chapter 11 of the Bankruptcy Code;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver and file any and all such instruments, and pay such fees, as they, in their discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of each Company's management, advisors and the Members, in the name and on behalf of any Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

**C. Retention of Advisors:**

WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that it is desirable and in the best interests of each Company of which it is a member, and its creditors, shareholders, employees, and other interested parties to employ the law firm of Dentons US, LLP as general bankruptcy counsel to each such Company to represent and assist each such Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each such Company's rights, including filing and pleading, and in connection therewith, each such Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Dentons US, LLP;

WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that is desirable and in the best interests of each Company of which it is a member and each such Company's creditors, shareholders, employees, and other interested parties to engage Togut, Segal & Segal LLP as conflict and efficiency counsel for each such Company in connection with the chapter 11 case, subject to bankruptcy court approval;

WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that it is desirable and in the best interests of each Company of which it is a member and each such Company's creditors, shareholders, employees, and other interested parties to engage Huron Transaction Advisory LLC as investment banker for each such Company in connection with the chapter 11 case, subject to bankruptcy court approval; and



WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that is desirable and in the best interests of each Company of which it is a member and each such Company's creditors, shareholders, employees, and other interested parties to engage Kurtzman Carson Consultants LLC as claims agent for each such Company in connection with the chapter 11 case, subject to bankruptcy court approval.

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to engage Dentons US LLP as general bankruptcy counsel for each such Company in connection with the chapter 11 case, subject to bankruptcy court approval;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, authorized and directed to engage Togut, Segal & Segal LLP as conflict and efficiency counsel for each such Company in connection with the chapter 11 case, subject to bankruptcy court approval;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to engage Huron Transaction Advisory LLC as investment banker for each such Company in connection with the chapter 11 case, subject to bankruptcy court approval;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, authorized and directed to engage Kurtzman Carson Consultants LLC as claims agent for each such Company in connection with the chapter 11 case, subject to bankruptcy court approval;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to employ additional professionals as the Authorized Officers, in their reasonable discretion deem necessary to represent and assist each such Company in carrying out its duties under the Bankruptcy Code or to carry out the purpose and intent of the foregoing resolutions;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of any additional professional;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of

each such Company, to engage and retain all assistance by legal counsel, accountants, investment banking advisors, financial advisors, and other professionals, subject to bankruptcy court approval, and to perform any and all further acts and deeds that the Authorized Officers deem necessary, proper, advisable, or desirable in furtherance thereof with a view to the successful prosecution of each such Company's chapter 11 case;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver and file any and all such instruments as they, in their discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of each Company's management, advisors and the Members, in the name and on behalf of any Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

**D. Use of Cash Collateral:**

WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that it is desirable and in the best interests of each Company of which it is a member and each such Company's creditors, shareholders, employees, and other interested parties, to approve the use of cash collateral by each such Company in the post-petition conduct of its business in accordance with any related orders of the bankruptcy court (the "Cash Collateral Use").

NOW, THEREFORE, BE IT RESOLVED, that the Cash Collateral Use is hereby adopted, approved and ratified in all respects, subject to bankruptcy court approval;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company to do or cause to be done all such acts and things, and to take all actions deemed necessary or appropriate, to cause the bankruptcy court's approval of the Cash Collateral Use;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver and file any and all such instruments as they, in their discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of each Company's management,

advisors and the Members, in the name and on behalf of any Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

**E. Forbearance and Support Agreement:**

WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that it is desirable and in the best interests of each Company of which it is a member and each such Company's creditors, shareholders, employees, and other interested parties, to enter into that certain Forbearance, Support and Joinder Agreement, with Powin Energy Intermediate, LLC, Powin, LLC, Powin Project, LLC, each of the other subsidiary guarantors party thereto and GLAS USA LLC (the "Forbearance Agreement"); and

WHEREAS, all capitalized terms used herein but not otherwise defined herein shall have the meanings given to them in the Forbearance Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Forbearance Agreement and the Loan Documents be, and they hereby are, authorized and approved in all respects;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take such actions as he or she may deem, in his or her sole discretion, to be necessary, appropriate, or advisable for the purpose of consummating the transactions contemplated by the Forbearance Agreement and the Loan Documents, and effectuation and carrying out the intents and purposes of these resolutions, including, without limitation, paying all fees and expenses in accordance with the terms of the Forbearance Agreement or the Loan Documents, negotiating, executing, delivering, and performing, or causing the same, on behalf of each such Company, the Forbearance Agreement, the Loan Documents and any other agreements, amendments, instruments, financing statements, documents, notices, and certificates contemplated by or under the Forbearance Agreement or the Loan Documents;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to assign, transfer, pledge and grant liens and security interests in all or substantially all of each such Company's assets, including intellectual property, inventory, chattel paper, accounts, equipment and general intangibles, as contemplated by the Forbearance Agreement or the Loan Documents, and the Authorized Officers of each such Company are hereby authorized and directed, for and on behalf of each such Company, to take such actions as he or she may deem, in his or her sole discretion, to be necessary, appropriate, or advisable for the purpose of granting or perfecting such liens and security interests;

BE IT FURTHER RESOLVED, the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each

such Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver, and file any and all such instruments as they, in their discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of each Company's management, advisors and the Members, in the name and on behalf of any Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.


**[SIGNATURES BEGIN ON THE FOLLOWING PAGE]**

IN WITNESS WHEREOF, the undersigned Members have signed these resolutions as of the date first written above.

**MEMBERS:**

With respect to each Company,

POWIN, LLC

DocuSigned by:  
  
14B506C37E95409...

By: \_\_\_\_\_


Name: John Brecker

Title: Manager

With respect to Powin Energy  
Operating, LLC only,

POWIN ENERGY OPERATING  
HOLDINGS, LLC

By: POWIN, LLC, its sole member

DocuSigned by:  
  
14B506C37E95409...

By: \_\_\_\_\_

Name: John Brecker

Title: Manager

**RESOLUTIONS OF THE SOLE MEMBER  
OR ALL OF THE MEMBERS  
OF EACH OF  
PEOS HOLDINGS, LLC  
POWIN CHINA HOLDINGS 1, LLC  
POWIN CHINA HOLDINGS 2, LLC  
CHARGER HOLDINGS, LLC  
POWIN ENERGY ONTARIO STORAGE, LLC  
POWIN ENERGY OPERATING, LLC  
POWIN ENERGY OPERATING HOLDINGS, LLC  
POWIN PROJECT LLC**

June 9, 2025

The undersigned, constituting the sole member or all of the members, as the case may be (each, a “Member” and collectively, the “Members”) of PEOS Holdings, LLC, an Oregon limited liability company, Powin China Holdings 1, LLC, an Oregon limited liability company, Powin China Holdings 2, LLC, an Oregon limited liability company, Charger Holdings, LLC, an Oregon limited liability company, Powin Energy Ontario Storage, LLC, an Oregon limited liability company, Powin Energy Operating, LLC, a Delaware limited liability company, Powin Energy Operating Holdings, LLC, a Delaware limited liability company and Powin Project LLC, a New Jersey limited liability company (each a “Company” and collectively, the “Companies”), hereby adopt the following resolutions as of the date stated above:

WHEREAS, each of the Members has determined, in the good-faith exercise of its reasonable business judgment, that it is desirable and in the best interests of the Company and its creditors, shareholders, employees, and other interested parties to engage Uzzi & Lall as an advisor to the Company (with such advisory services to include, without limitation, making Gerard Uzzi available to the Company as a Chief Restructuring Officer), in connection with a potential chapter 11 bankruptcy case, subject to bankruptcy court approval (the “Engagement”).

NOW, THEREFORE, BE IT RESOLVED, that the Engagement is adopted, approved and ratified, and the officers of each individual Company, including, without limitation, the Chief Executive Officer and the General Counsel (each, with respect to such Company, an “Authorized Officer” and together the “Authorized Officers”) are, and each of them hereby is, authorized and directed, on behalf of and in the name of the Company, to engage Uzzi & Lall as an Advisor to the Company in connection with a potential chapter 11 bankruptcy case, subject to bankruptcy court approval;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take or cause to be taken any and all such other and further actions, and to execute appropriate retention agreements, pay appropriate retainers prior to and

immediately upon the filing of a chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Uzzi & Lall;

BE IT FURTHER RESOLVED, that the Authorized Officers of each Company are, and each of them hereby is, authorized and directed, on behalf of and in the name of each such Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver and file any and all such instruments as they, in their discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of each Company's management, advisors and the Members, in the name and on behalf of any Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

**[SIGNATURES BEGIN ON THE FOLLOWING PAGE]**

IN WITNESS WHEREOF, the undersigned Members have signed these resolutions as of the date first written above.

**MEMBERS:**

With respect to each Company,

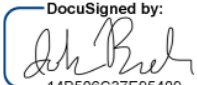
POWIN, LLC

By:   
Name: John Brecker  
Title: Manager

With respect to Powin Energy  
Operating, LLC only,

POWIN ENERGY OPERATING  
HOLDINGS, LLC

By: POWIN, LLC, its sole member

By:   
Name: John Brecker  
Title: Manager