

Fill in this information to identify the case:Debtor Powin, LLCUnited States Bankruptcy Court for the: _____ District of New Jersey
(State)Case number 25-16137**Modified Official Form 410
Proof of Claim****04/25**

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

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

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

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

Part 1: Identify the Claim

1. Who is the current creditor?	ArentFox Schiff LLP	
	Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor <u>Arent Fox LLP</u>	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	ArentFox Schiff LLP Attn: Nicholas A. Marten 1301 Avenue of the Americas 42nd Floor New York, NY 10019	ArentFox Schiff LLP Attn: Angela M. Santos 1301 Avenue of the Americas 42nd Floor New York, NY 10019
	Contact phone <u>212-484-3900</u> Contact email <u>nicholas.marten@afslaw.com</u>	Contact phone <u>212-484-3900</u> Contact email <u>angela.santos@afslaw.com</u>
	Uniform claim identifier (if you use one): _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



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

6. Do you have any number you use to identify the debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: __ __ __ __
7. How much is the claim?	\$ <u>122,873.50</u> Does this amount include interest or other charges? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. <u>Amounts due for legal services rendered to debtor.</u>
9. Is all or part of the claim secured?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature or property: <input type="checkbox"/> Real estate: If the claim is secured by the debtor's principle residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$ _____ Annual Interest Rate (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Identify the property: <u>See attached Rider.</u>



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check all that apply:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$17,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/28 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

☒ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

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

If you file this claim electronically, FRBP 5005(a)(3) authorizes courts to establish local rules specifying what a signature is.

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

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date 09/29/2025
MM / DD / YYYY

/s/Katrina S. DeLawter
Signature

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

Name Katrina S. DeLawter
First name Middle name Last name

Title Chief Financial Officer

Company ArentFox Schiff LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1717 K Street NW, Washington, DC, 20006

Contact phone 202-857-6000 Email katrina.delawter@afslaw.com



Verita (KCC) ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (866) 507-8031 | International 001-310-823-9000

Debtor: 25-16137 - Powin, LLC District: District of New Jersey, Trenton Division		
Creditor: ArentFox Schiff LLP Attn: Nicholas A. Marten 1301 Avenue of the Americas 42nd Floor New York, NY, 10019 Phone: 212-484-3900 Phone 2: Fax: Email: nicholas.marten@afslaw.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Disbursement/Notice Parties: ArentFox Schiff LLP Attn: Angela M. Santos 1301 Avenue of the Americas 42nd Floor New York, NY, 10019 Phone: 212-484-3900 Phone 2: Fax: E-mail: angela.santos@afslaw.com DISBURSEMENT ADDRESS		
Other Names Used with Debtor: Arent Fox LLP	Amends Claim: No Acquired Claim: No	
Basis of Claim: Amounts due for legal services rendered to debtor.	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 122,873.50	Includes Interest or Charges: Yes	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: Yes, See attached Rider.	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	

Submitted By:

Katrina S. DeLawter on 29-Sep-2025 11:24:33 a.m. Pacific Time

Title:

Chief Financial Officer

Company:

ArentFox Schiff LLP

Optional Signature Address:

1717 K Street NW

Washington, DC, 20006

Telephone Number:

202-857-6000

Email:

katrina.delawter@afslaw.com

In re Powin, LLC, et al.
Case No. 25-16137 (MBK) (Jointly Administered)

RIDER TO PROOF OF CLAIM

1. ArentFox Schiff LLP (“AFS”) hereby files this rider (the “Rider”) to its proof of claim (the “Proof of Claim”) against the estate for Powin, LLC (the “Powin Debtor”), Case No. 25-16137 (MBK) (the “Lead Case”). This Rider and its attachments are an integral part of and are incorporated by reference into the Proof of Claim.

2. On June 10, 2025 (the “Petition Date”), the Powin Debtor and certain affiliated entities (collectively, the “Debtors”)¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”), commencing their jointly administered chapter 11 cases under the Lead Case (collectively with the affiliated Debtors cases, the “Bankruptcy Case”).

3. Prior to the Petition Date, the Powin Debtor engaged ArentFox Schiff LLP (f/k/a Arent Fox LLP) to provide legal services in matters unrelated to the Debtors Bankruptcy Cases, including customs and trade matters and counseling services pursuant to an *Engagement Agreement* dated May 19, 2022 (the “Engagement Agreement”). Pursuant to the Retainer Agreement, the Powin Debtor paid to AFS a retainer, \$18,588.50 of which remained unapplied as of the Petition Date(the “Retainer”).

4. As of the Petition Date, the Powin Debtor was indebted to AFS in the amount of

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.

\$122,873.50 plus reasonable costs of collection and interest (before application of the Retainer), on account of its prepetition obligations to AFS for legal services rendered before application of the Retainer (the “Prepetition Fees and Expenses”), as reflected in the summary of open invoices attached hereto as **Schedule 1**.²

5. Accordingly, AFS hereby files this Proof of Claim in an amount no less than \$122,873.50 (the “Claim”) and asserts a right of setoff under Section 553 of the Bankruptcy Code with respect to the Retainer. After applying the Retainer, the remaining Prepetition Fees and Expenses would be \$104,285.00.

6. AFS reserves all rights to supplement, amend or otherwise modify this Proof of Claim and to assert any and all other claims of whatever kind or nature that it has, or may have, against the Powin Debtor, or any of the other Debtors, with such supplement, amendment or other modification relating back to the date this Proof of Claim was filed with the Bankruptcy Court.

7. Filing this Proof of Claim or any subsequent amendment or supplement is not and shall not be deemed or construed as: (a) a waiver or release of AFS’ rights against any person, entity or property; (b) a consent by AFS to the jurisdiction of this Bankruptcy Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving AFS; (c) a waiver or release of AFS’ right to trial by jury in this Bankruptcy Court or any other court in any proceeding as to any and all matters so triable, whether or not a matter is designated as a legal or private right, or in any case, controversy or related proceeding, notwithstanding the designation or not of such matters as “core proceedings” pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by AFS to a jury trial in any court in any proceeding as to any and all matters so triable in this case

² AFS believes the Debtors are in possession of the Retainer Agreement and the invoices which comprise this Proof of Claim. Redacted copies of the invoices will be provided upon request.

or in any case, controversy or related proceeding, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of AFS' right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge; (f) a waiver of AFS' right to move to withdraw the reference with respect to: (i) the subject matter of this Proof of Claim; (ii) any claim objection or; (iii) any other proceeding which may be commenced in these cases relating to the Proof of Claim or otherwise involving AFS; (g) an election of remedies; (h) an acknowledgment that AFS received adequate notice of any bar date fixed in these cases; (i) a waiver of any past, present or future events of default; or (j) a waiver or limitation of any other rights, claims, actions, defenses, set-offs, or recoupments to which AFS is or may be entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, set-offs, and recoupments AFS expressly reserves.

8. By executing and filing this Proof of Claim, AFS does not waive any obligation owed to it, any right to claim specific assets, or any other right or rights of action that it has or may have against the Powin Debtor, any of the other Debtors or any person or persons. The filing of this Proof of Claim is without prejudice to AFS' right to assert that 28 U.S.C. § 157(b)(2)(C) is unconstitutional.

9. By filing this Proof of Claim, AFS does not waive any of its claims against the Debtors, whether prepetition or postpetition, and expressly reserves any and all of its rights in connection with such claims, including, without limitation, its right to assert administrative expense claims. This Proof of Claim also expressly includes any and all rights to assert a constructive trust against assets or cash held by the Debtors, and also includes any and all amounts owed, for damages or otherwise, on account of any and all claims AFS has or may have, whether known or unknown, against the Debtors and all those purporting to act on its behalf, whether

presently asserted or to be asserted, including, without limitation, claims based upon: (a) common law fraud; (b) misrepresentation; (c) subrogation; (d) indemnity; (e) contribution; (f) unjust enrichment; (g) constructive trust; (h) fraudulent conveyance; (i) failure to fulfill contractual and fiduciary obligations; (j) breach of implied covenant of good faith and fair dealing; (k) making, causing, or permitting to be made misleading statements regarding the business of the Debtors; (l) failure to take prudent and appropriate action regarding adverse business conditions affecting the business operations of the Debtors; (m) tortious interference; and (n) *quantum meruit*, all of which singularly or collectively may be applicable to damages incurred by AFS.

10. AFS reserves the right to amend, revise or supplement this Proof of Claim at any time and in any respect, including, without limitation, for the purposes of adding further documents or information as necessary or appropriate to support, amend, quantify or correct amounts, to assert alternative theories of recovery or to fix the amount of any contingent or unliquidated claim.

11. The address to which all notices and other communications should be sent with respect to this Proof of Claim is as follows:

ArentFox Schiff LLP
1301 Avenue of the Americas
New York, NY 10019
Attention: Angela M. Santos, Esq.
Nicholas A. Marten, Esq.
Telephone: (212) 484-3900
Email: Angela.Santos@afslaw.com
Nicholas.Marten@afslaw.com

Schedule 1

Invoice#	Inv Date	Service Period	Balance
2404954	2/11/2025	January, 2025	\$2,568.00
2404955	2/11/2025	January, 2025	\$20,816.50
2404956	2/11/2025	January, 2025	\$2,393.00
2414938	3/12/2025	February, 2025	\$2,400.50
2414939	3/12/2025	February, 2025	\$6,669.50
2414947	3/12/2025	February, 2025	\$2,357.00
2414957	3/12/2025	February, 2025	\$6,645.00
2424876	4/14/2025	March, 2025	\$1,495.00
2424877	4/14/2025	March, 2025	\$3,952.00
2426785	4/17/2025	March, 2025	\$29,693.00
2426786	4/17/2025	March, 2025	\$2,236.00
2431092	5/5/2025	April, 2025	\$947.00
2431097	5/5/2025	April, 2025	\$4,647.00
2431100	5/5/2025	April, 2025	\$22,513.00
2442402	6/11/2025	May, 2025	\$3,253.00
2442406	6/11/2025	May, 2025	\$10,172.50
2449913	7/8/2025	June 1 – 10, 2025	\$115.50
Prepetition Fees and Expenses:			\$122,873.50
Remaining Retainer:			(\$18,588.50)
Total Claim (after application of Remaining April Advance):			\$104,285.00