

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*



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

Powin, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

**PLAN PROPONENTS' APPLICATION FOR ENTRY OF AN ORDER SHORTENING
TIME FOR HEARING ON EMERGENCY MOTION OF THE DEBTORS AND THE
COMMITTEE FOR ENTRY OF AN ORDER DISALLOWING AND EXPUNGING THE
ADMINISTRATIVE CLAIM FILED BY FLEXGEN OR, IN THE ALTERNATIVE,
ESTIMATING THAT CLAIM AT \$0 FOR ALL PURPOSES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Powin, LLC ("Powin") and the above-referenced affiliated debtors and debtors in possession (collectively, the "Debtors") in these chapter 11 cases (the "Chapter 11 Cases"), together with the Committee of Unsecured Creditors (the "Committee" and, together with the Debtors, the "Plan Proponents"), by and through their undersigned counsel, request that the time period to notice a hearing on the *Emergency Motion of the Debtors and the Committee for Entry of an Order Disallowing and Expunging the Administrative Claim filed by FlexGen or, in the Alternative, Estimating that Claim at \$0 For All Purposes*, ECF No. 1103 (the "Motion"),² as required by Rule 2002 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules") be shortened pursuant to Bankruptcy Rule 9006(c)(1), and respectfully submit:

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]; (xii) Powin Canada B.C. Ltd. [2239], and (xiii) Powin EKS SellCo, LLC [9110]. Powin, LLC has formally changed its name to BESS RemainCo, LLC.

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

1. A shortened time hearing is warranted under the circumstances. As detailed in the Motion, only eight days before the scheduled hearing on confirmation of plan in these cases, FlexGen Power Systems, LLC (“FlexGen”) submitted a request for payment of an alleged administrative expense claim approaching \$17 million. *See Request for Payment of Administrative Expense filed by Blake Denton on behalf of FlexGen Power Systems, LLC*, ECF No. 1062 (the “FlexGen Motion” and, together with the Motion, the “Motions”).

2. Of note, FlexGen’s alleged administrative claim stems from the Debtors’ failure to physically deliver a small portion of inventory (due to no fault of the Debtors) yet requests an administrative claim in an amount that is nearly half the purchase price FlexGen paid for all assets under the relevant asset purchase agreement. FlexGen’s request and the FlexGen Motion necessitates that the estimation motion be heard concurrently with confirmation, as it ties to estimated reserves and anticipated payments on the effective date of the plan, as set forth in the plan documents. *See Notice of Filing of Plan Supplement*, ECF Nos. 1036, 1038, 1055; *see also Declaration of Gerard Uzzi in Support of Confirmation of Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Powin, LLC and Affiliates Thereof and the Official Committee of Unsecured Creditors*, ECF No. 1102.

3. Proceeding on shortened notice to hear the Motion is therefore essential.³ It will allow the Court and the parties to consider FlexGen’s administrative expense assertions concurrently with confirmation-related issues, ensure that the plan’s feasibility and administrative solvency can be properly assessed, and avoid unnecessary disruption to the culmination of these Chapter 11 Cases.

³ While the parties have been engaged in discussions regarding a potential resolution to the Motions, such discussions are ongoing and have not yet resulted in any resolution. However, shortened time is still needed to permit the Motion to be heard on an expedited basis to the extent no resolution is reached.

4. Under these circumstances, reducing the notice period promotes efficiency, conserves estate resources, and facilitates a value-maximizing resolution without imposing any unfair prejudice on any party in interest.

5. A hearing is requested on: November 25, 2025 at 11:30 a.m. (prevailing E.T.).

6. Reduction of the time period is not prohibited under Bankruptcy Rule 9006(c)(2).

7. The Plan Proponents request entry of the proposed order shortening time.

Dated: November 24, 2025

/s/ Frank A. Oswald

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*

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*

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

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

EXHIBIT A

(Proposed Form of Order)

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

In re:

Powin, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

ORDER SHORTENING TIME PERIOD FOR NOTICE AND SETTING HEARING

The relief set forth on the following pages, numbered one (1) through six (6), is
ORDERED.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; (ix) Powin Energy Operating, LLC [6487]; (x) Powin Energy Storage 2, Inc., [9926]; (xi) Powin Energy Ontario Storage II LP, [5787]; (xii) Powin Canada B.C. Ltd. [2239], and (xiii) Powin EKS SellCo, LLC [9110]. Powin, LLC has formally changed its name to BESS RemainCo, LLC.

(page 2)

Debtors: Powin, LLC, et al.

Case No. 25-16137 (MBK)

Caption of Order: Order Shortening Time Period for Notice and Setting Hearing

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

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)

Debtors: Powin, LLC, et al.

Case No. 25-16137 (MBK)

Caption of Order: Order Shortening Time Period for Notice and Setting Hearing

Upon review of the *Plan Proponents' Application for Entry of an Order Shortening Time for Hearing on Emergency Motion of the Debtors and the Committee for Entry of an Order Disallowing and Expunging the Administrative Claim filed by FlexGen or, in the Alternative, Estimating that Claim at \$0 for All Purposes* (the "Application"), of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") and the Committee of Unsecured Creditors (the "Committee" and together with the Debtors, the "Plan Proponents") for entry of an order (this "Order") requesting that the time period for notice of the *Emergency Motion of the Debtors and the Committee for Entry of an Order Disallowing and Expunging the Administrative Claim filed by FlexGen or, in the Alternative, Estimating that Claim at \$0 for All Purposes* (the "Motion"), be shortened pursuant to Fed. R. Bankr. P. 9006(c)(1),

IT IS HEREBY ORDERED THAT:

1. A hearing will be conducted on the Motion on November 25, 2025 at 11:30 a.m. (ET) before the Honorable Michael B. Kaplan, United States Bankruptcy Judge, Clarkson S. Fisher United States Courthouse, 402 East State Street, Second Floor, Courtroom 8, Trenton, NJ 08608.
2. The Debtors must serve a copy of this Order, and all related documents to all parties in interests by either regular mail or email, as applicable.
3. Service must be made within ____ days of the date of this Order.
4. Notice by telephone is not required.
5. Any objection to the Motion shall be filed by _____, 2025 at _____. Any objections to the Motion may be presented orally at the hearing.

(page 4)

Debtors: Powin, LLC, et al.

Case No. 25-16137 (MBK)

Caption of Order: Order Shortening Time Period for Notice and Setting Hearing

6. Information to participate in the hearing via zoom can be found at
<https://www.njb.uscourts.gov/powin>.