

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

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

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Counsel for FlexGen Power Systems, LLC

In re:

Powin, LLC, et al. ¹

Debtors.



Order Filed on December 11, 2025
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

**JOINT STIPULATION AND AGREED ORDER EXTENDING THE DEADLINE TO
RESPOND TO 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 THE CLAIM AT \$0 FOR ALL PURPOSES**

The relief set forth below is hereby **ORDERED**:

DATED: December 11, 2025


Honorable Michael B. Kaplan
United States Bankruptcy Judge



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Debtors: Powin, LLC, et al.

Case No. 25-16137 (MBK)

Caption of the Order: JOINT STIPULATION AND AGREED ORDER EXTENDING THE DEADLINE TO RESPOND TO 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 THE CLAIM AT \$0 FOR ALL PURPOSES

WHEREAS, on June 9, 2025, the above-captioned Debtors filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of New Jersey (the “Court”); and

WHEREAS, on August 18, 2025, the Court entered that certain *Sale Order* [Docket No. 751] (the “Sale Order”), pursuant to which the Court authorized the Debtors to enter into, with FlexGen, an Asset Purchase Agreement, dated July 6, 2025 (the “APA”), under which FlexGen purchased certain assets from the Debtors; and

WHEREAS, on November 17, 2025, FlexGen filed a *Request for Payment of Administrative Expenses* [Docket No. 1062] (the “Administrative Claim”); and

WHEREAS, on November 21, 2025, the Debtors and the Official Committee of Unsecured Creditors filed 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* [Docket No. 1103] (the “FlexGen Administrative Claim Disallowance Motion”) challenging the Administrative Claim; and

WHEREAS, on December 1, 2025, the Court entered its *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement on a Final Basis and (II) Confirming the Joint Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Powin, LLC and Affiliates Thereof and the Official Committee of Unsecured Creditors* [Docket No. 1165] (the

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“Confirmation Order”); and

WHEREAS, in the Confirmation Order, FlexGen’s Response to the FlexGen Administrative Claim Disallowance Motion was due on or before December 10, 2025 and Trustee for the Powin Liquidating Trust’s Reply was due on or before December 15, 2025; and

WHEREAS, FlexGen and the Trustee for the Powin Liquidating Trust have been engaged in good faith negotiations regarding a potential resolution of FlexGen’s Administrative Claim and the FlexGen Administrative Claim Disallowance Motion, and have reached an agreement in principle to resolve such disputes, which the parties are in the process of memorializing in a settlement agreement; and

WHEREAS, in order to further the aforementioned good faith negotiations and provide the parties with time to facilitate a potential resolution, FlexGen and the Trustee for the Powin Liquidating Trust have agreed to extend FlexGen’s Response Deadline to December 15, 2025 and Trustee for the Powin Liquidating Trust’s Reply Deadline to December 16, 2025; and

NOW, THEREFORE, the parties hereby **STIPULATE AND AGREE**; and **IT IS SO ORDERED**, as follows:

1. FlexGen’s Response Deadline is hereby extended through and including December 15, 2025, in all respects.
2. Trustee for the Powin Liquidating Trust’s Reply Deadline is hereby extended through and including December 16, 2025, in all respects.

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3. Nothing contained herein shall act to extend any deadline for any person, creditor, or person in interest other than FlexGen and the Trustee for the Powin Liquidating Trust.

4. Nothing contained herein shall act to waive or prejudice either: (a) the right of any of the parties to seek such other and further extensions as they deem necessary and appropriate with respect to the Response or Reply Deadlines; or (b) the right of any other parties to object to request(s) for such an extension.

5. The parties agree that each of them, through their respective counsel, has had a full opportunity to participate in the drafting of this Stipulation and Agreed Order, and, accordingly, any claimed ambiguity shall be construed neither for nor against either of the parties.

6. This Stipulation and Agreed Order constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior discussions, agreements, and understandings, both written and oral, among the parties with respect thereto.

7. This Stipulation and Agreed Order shall become immediately effective upon entry.

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

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STIPULATED AND AGREED TO BY:

LATHAM AND WATKINS, LLP
Counsel to FlexGen Power Systems, LLC

By: /s/ Blake T. Denton
Blake T. Denton

Dated: December 10, 2025

STEPTOE LLP
Co-counsel to the Trustee for the Powin Liquidating Trust

By: /s/ Timothy W. Walsh
Timothy W. Walsh

Dated: December 10, 2025