

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)
(Jointly Administered)

Requested Hearing Date: March 13, 2024 at 2:30 p.m. (ET)
Requested Obj. Deadline: At the Hearing

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER
(I) ESTABLISHING DEADLINES FOR THE FILING OF PROOFS OF CLAIM,
INCLUDING FOR CLAIMS ARISING UNDER SECTION 503(b)(9) OF THE
BANKRUPTCY CODE; (II) APPROVING THE FORM AND MANNER OF
NOTICE THEREOF; AND (III) GRANTING RELATED RELIEF**

Burgess BioPower, LLC and Berlin Station, LLC, the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases, hereby submit this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (i) establishing deadlines for filing proofs of claim, including for claims arising under section 503(b)(9) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) approving the form and manner of notice thereof, and (iii) granting related relief. In support of the Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider and determine the Motion pursuant to 28 U.S.C. §§ 157 and 1134 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

2. The statutory predicates for the relief sought herein are sections 501, 502, 503 and 1111(a) of the Bankruptcy Code; Rules 2002, 3002(a), 3003(c), 5005(a) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and Rules 1009-2, 2002-1, and 3003-1(a) of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order or judgment by the Court in connection with the Motion if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

BACKGROUND

4. On February 9, 2024 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the Court. Pursuant to the *Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [D.I. 92], the Chapter 11 Cases are being jointly administered.

5. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or statutory committee has yet been appointed in these Chapter 11 Cases.

6. Additional information regarding the circumstances leading to the commencement of the Chapter 11 Cases and information regarding the Debtors’ business and capital structure is set forth in detail in the *Declaration of Dean Vomero Pursuant to 28 U.S.C. § 1746 in Support of*

the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 4] (the "First Day Declaration"), filed on the Petition Date and incorporated herein by reference.²

RELIEF REQUESTED

7. By this Motion, the Debtors request entry of an order, substantially in the form of the Proposed Order, (i) establishing deadlines for filing proofs of claim, including for claims arising under section 503(b)(9) of the Bankruptcy Code and (ii) approving the form and manner of notice thereof. In order to provide sufficient time for creditors to file proofs of claim, the Debtors propose the following deadlines (the "Bar Dates"): ³

General Bar Date	April 12, 2024 at 5:00 p.m. (ET)
Governmental Bar Date	August 7, 2024 at 5:00 p.m. (ET)
Amended Schedules Bar Date	The later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) twenty-one (21) days from the date on which the Debtors provide notice of an amendment to the Schedules
Rejection Bar Date	The later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) twenty-one (21) days after the entry of a Court order authorizing such rejection

8. The Debtors submit that the proposed Bar Dates will give all parties in interest adequate notice of the Bar Dates and an opportunity to respond.

BAR DATES

9. Bankruptcy Rule 3003(c)(2) provides that any creditor or equity security holder who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against or interest in the Debtors that arose, or is deemed to have arisen before the Petition Date and whose claim or interest is either (i) not listed on the Debtors' schedules of assets and liabilities (collectively the

² The First Day Declaration and other relevant case information are available on the following website maintained by the Debtors' claims and noticing agent, Epiq (as defined herein): <https://dm.epiq11.com/Burgess>.

³ If a Bar Date falls on a weekend or holiday, each Bar Date shall be the closest following business day.

“Schedules” or (ii) is listed on the Schedules as disputed, contingent, or unliquidated must file a proof of claim or interest. Bankruptcy Rule 3003(c)(3) provides that the court shall fix the time within which proofs of claim or interest must be filed in a chapter 11 case.

10. The Debtors believe that clearly established procedures for the filing of proofs of claim against the Debtors will limit confusion on the part of the holders of claims and result in an efficient claims reconciliation and resolution process. The Debtors anticipate that they will provide notice of the Bar Dates, substantially in the form attached to the Proposed Order as **Exhibit 1** (the “Bar Date Notice”), together with a proof of claim form, substantially in the form attached to the Proposed Order as **Exhibit 2** (a “Proof of Claim”) to all known entities holding potential claims against the Debtors, through the Debtors’ Court-appointed claims and noticing agent, Epiq Corporate Restructuring, LLC (“Epiq”).

11. **General Bar Date.** Bankruptcy Rule 3003(c)(3) requires that the Court fix a time within which proofs of claim must be filed. The Debtors propose that the Court establish **April 12, 2024 at 5:00 p.m. (prevailing Eastern Time)** as the General Bar Date, which would be the date by which all persons or entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) other than governmental units, must file a Proof of Claim on account of a claim that arose (or is deemed to have arisen) prior to the Petition Date, including secured claims, claims entitled to priority under sections 507(a)(3) through 507(a)(10) of the Bankruptcy Code, and unsecured non-priority claims. The Debtors also propose that the filing of a Proof of Claim be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code (which, despite their administrative priority status, are prepetition claims).

12. **Governmental Bar Date.** Section 502(b)(9) of the Bankruptcy Code provides that governmental units shall have 180 days after the Petition Date, or such later time as the Bankruptcy Rules may provide, to file proofs of claim. 11 U.S.C. § 502(b)(9). The Debtors propose that the Court establish **August 7, 2024 at 5:00 p.m. (prevailing Eastern Time)** as the Governmental Bar Date – the date by which all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, including claims for unpaid taxes, whether such claims arose from prepetition tax periods or prepetition transactions to which any of the Debtors were a party.

13. **Amended Schedules Bar Date.** In accordance with Local Rule 1009-2, and solely in the event that the Debtors amend their Schedules, the Debtors propose that the Court establish the date by which holders of claims affected by such amendment must file Proofs of Claim with respect to such claims (the “Amended Schedules Bar Date”) as the later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after the date on which the Debtors provided notice of an amendment to their Schedules; *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtors amend or supplement their Schedules shall not be required to file another Proof of Claim if the claim set forth in such filed Proof of Claim is not affected by the amendment.

14. **Rejection Bar Date.** The Debtors anticipate that certain entities may assert claims arising from the Debtors’ rejection of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code (each, a “Rejection Damages Claim”). The Debtors propose the deadline for filing a Proof of Claim asserting a Rejection Damages Claim be the later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) 5:00 p.m. (prevailing

Eastern Time) on the date that is twenty-one (21) days after the entry of an order approving the rejection of the executory contract or unexpired lease. Notwithstanding the foregoing, a party to a rejected executory contract or unexpired lease that asserts a claim (other than a Rejection Damages Claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease must file a Proof of Claim for such amounts on or before the General Bar Date or the Governmental Bar Date, if applicable, unless such party is expressly excluded from filing a Proof of Claim.

PARTIES REQUIRED TO FILE PROOFS OF CLAIM

15. The Proposed Order provides that each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, and governmental unit) asserting a claim against one or more of the Debtors is required to file a Proof of Claim.

PARTIES NOT REQUIRED TO FILE PROOFS OF CLAIM

16. Notwithstanding the foregoing, the Debtors propose that the following persons or entities holding claims that would otherwise be subject to the Bar Dates **will not be required** to file a Proof of Claim on or before the applicable Bar Date:

- (a) any person or entity that already has properly filed a Proof of Claim against the correct Debtor(s) with Epiq or the Clerk of the Court in a form substantially similar to Official Bankruptcy Form B410;
- (b) any person or entity whose claim is listed on the Schedules or any amendment thereto, *unless* (i) the claim is scheduled as “disputed,” “contingent,” or “unliquidated,” (ii) the claimant disagrees with the amount, priority, or nature of the claim as set forth in the Schedules, and (iii) the claimant disputes that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed. In the case of either (i), (ii), or (iii), a Proof of Claim must be filed on or before the applicable Bar Date;
- (c) an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);

- (d) professionals retained by the Debtors, pursuant to orders of the Court, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- (e) a claim on account of indemnification, contribution or reimbursement by an officer, director, or employee of the Debtors who held such position as of the Petition Date; *provided, however*, that any director, officer or employee of the Debtors as of the Petition Date that resigns or otherwise leaves the employment of the Debtors following the Petition Date must file a proof of claim by the later of (i) the General Bar Date or (ii) twenty-one (21) days following such resignation or termination of employment if such director, officer, or employee of the Debtors asserts a contingent or unliquidated claim against the Debtors for indemnification, contribution, or for reimbursement related to the foregoing;
- (f) any person or entity that holds a direct or indirect interest in one or both of the Debtors, which interest is based exclusively upon the ownership of such interests, or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against one or both of the Debtors, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest, or the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date unless another exception identified herein applies;⁴
- (g) any person or entity that holds a claim that has been allowed by a final order of the Court entered on or before the applicable Bar Date;
- (h) any person or entity whose claim has been paid in full by the Debtors or any other party;
- (i) a claim held by a claimant that is exempt from filing a Proof of Claim pursuant to an interim or final order approving debtor in possession financing and/or use of cash collateral, including, without limitation; (i) DBTCA, (ii) the DIP Agent, (iii) any of the DIP Lenders, (iv) the Prepetition Agent, and (v) any of the Prepetition Lenders for any claims arising under the DIP Documents, the Prepetition Senior Secured Note Documents, any related account or customer agreements, or any other agreements executed and/or delivered in connection with any of the foregoing;⁵

⁴ The Debtors reserve all rights with respect to such claims, including, without limitation, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

⁵ Capitalized terms not defined herein that are used in this sub-paragraph shall have the meanings ascribed to them in the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV)*

- (j) any holder of a claim for which a separate deadline previously has been fixed by the Court;
- (k) a Debtor holding a claim against the other Debtor;
- (l) any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (m) any other person or entity asserting a prepetition claim which by order of the Court is not required to file a Proof of Claim.

FILING CLAIMS AGAINST MULTIPLE DEBTORS

17. The Debtors propose that any person or entity asserting claims against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor on or before the applicable Bar Date. In addition, any person or entity filing a Proof of Claim must identify the particular Debtor against which its claim is being asserted.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

18. Pursuant to Bankruptcy Rule 3003(c)(2), the Debtors propose that any person or entity that is required to file a Proof of Claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Proposed Order, with respect to a particular claim against the Debtors, but fails to do so properly by the applicable Bar Date, shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or their estates and shall not be treated as a creditor with respect to such claim for purposes of voting or distribution in the Chapter 11 Cases.

Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling A Final Hearing, and (VII) Granting Related Relief [D.I. 200] (as may be updated pursuant to a final debtor-in-possession financing order).

**PROCEDURES FOR FILING PROOFS OF CLAIM
AND PROVIDING NOTICE OF THE BAR DATES**

A. Filing Proofs of Claim

19. Each Proof of Claim must substantially comply with Official Bankruptcy Form B410, a modified copy of which is attached the Proposed Order as **Exhibit 2**. Any person or entity filing a Proof of Claim must do so by (i) mailing the original Proof of Claim by United States first class mail to Burgess BioPower, LLC Claims Processing Center, c/o Epiq Corporate Restructuring, LLC, P.O. Box 4419, Beaverton, Oregon 97076; (ii) delivering such original Proof of Claim by overnight mail, courier service, hand delivery, or in person to Burgess BioPower, LLC Claims Processing Center, c/o Epiq Corporate Restructuring, LLC, 10300 SW Allen Blvd, Beaverton, Oregon 97005, or (iii) completing the electronic Proof of Claim form available online at: <https://dm.epiq11.com/Burgess>. **Proofs of Claim will be deemed timely filed only if they are actually received by Epiq on or before the applicable Bar Date.**

20. The Proposed Order provides that Proofs of Claim sent by facsimile, telecopy, or email will **not** be accepted. The Debtors request that properly filing an original, written Proof of Claim that substantially conforms to the Proof of Claim form be deemed to satisfy the procedural requirements for asserting a claim against a Debtor.

21. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number or otherwise without identifying a specific Debtor ***will be deemed improperly filed***.

22. Additionally, all Proofs of Claim must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) be written in English; (iii) denominate the claim in lawful currency of the United States; and (iv) include supporting

documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. Proofs of Claim signed electronically by a claimant or an authorized agent of the claimant may be deemed acceptable for purposes of claims administration.

23. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also (i) set forth with specificity (a) the date of shipment of the goods the claimant contends that the Debtors received in the twenty (20) calendar days before the Petition Date, (b) the date, place, and method (including carrier name) of delivery of the goods the claimant contends that the Debtors received in the twenty (20) calendar days before the Petition Date, (c) the value of the goods that the claimant contends the Debtors received in the twenty (20) calendar days before the Petition Date, and (d) whether the claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code; (ii) attach any documentation identifying the particular invoices for which a claim under section 503(b)(9) of the Bankruptcy Code is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code, if applicable.

B. The Bar Date Notice

24. The Bar Date Notice is consistent with the form of notice adopted in this District and contains information regarding, among other things, who must file a claim, the procedures for filing a claim, that Proofs of Claim must be filed on or before the applicable Bar Date, the consequences of failure to timely file a claim, and instructions for completing Proofs of Claim.

25. The Debtors intend to provide notice of the Bar Dates, within two (2) business days of entry of the Proposed Order, by mailing a copy of the Bar Date Notice, together with a Proof of Claim form, by United States first class mail, postage prepaid, to all known persons and entities

that, based upon the Debtors' books and records, are listed in the Debtors' creditor matrix. Epiq will also provide the Bar Date Notice and Proof of Claim form, via email or first class United States mail, upon all additional parties receiving notice in these Chapter 11 Cases, including, without limitation: (i) all known potential claim holders and their counsel (if known), including all persons and entities listed in the Schedules; (ii) all parties that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of entry of the Proposed Order approving the Motion; (iii) all governmental units that may have claims against the Debtors; (iv) all known parties to litigation with the Debtors as of the date of entry of the Proposed Order; (v) all known parties to executory contracts and unexpired leases with the Debtors as of the Petition Date, as identified in the Schedules; (vi) any applicable regulatory authorities; (vii) the Internal Revenue Service; (viii) all known taxing authorities for the jurisdictions in which the Debtors maintain or conduct business; (ix) the attorneys general for the states in which the Debtors conduct business; (x) the United States Department of Justice; and (xi) the United States Attorney for the District of Delaware.

26. After the initial mailing of the Bar Date Notice and Proof of Claim form, the Debtors, through Epiq, may, in their discretion, make supplemental mailings of notices, including in the event that (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; and (c) additional potential claimants or parties in interest become known after the initial mailing of the Bar Date Notice.

27. The Debtors request that this Court permit the Debtors to make supplemental mailings of the Bar Date Notice in the situations described above and similar circumstances as

soon as reasonably practicable after entry of the Proposed Order, with any such mailings deemed timely and the relevant Bar Dates being applicable to the recipient creditors. To the extent that any notices are returned as “return to sender” without a forwarding address, the Debtors respectfully request that they should not be required to mail additional notices to such creditors.

C. Publication Notice

28. Potential claims against the Debtors may exist that the Debtors have not been able to identify on the Schedules or, for various reasons, are not recorded in the Debtors’ books and records. Accordingly, the Debtors believe that it is appropriate to provide notice of the Bar Dates to these persons or entities whose names and addresses are unknown to the Debtors.

29. Bankruptcy Rule 2002(l) provides that “[t]he court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Accordingly, in addition to the foregoing, the Debtors request the authority to publish notice of the Bar Dates, substantially in the form attached to the Proposed Order as **Exhibit 3** (the “**Publication Notice**”) once in each of (a) the eastern edition of the *Wall Street Journal* or *New York Times* or similar publication and (b) the *Boston Globe* or such other local newspaper or publication, as soon as practicable after entry of the Proposed Order, but no later than ten (10) days before the General Bar Date. In the Debtors’ judgment, such publication is likely to reach the widest possible audience of creditors who may not otherwise have notice of the Chapter 11 Cases.

30. Like the Bar Date Notice, the Publication Notice provides information regarding who must file a claim, the procedures for filing a claim, that Proofs of Claim must be filed on or before the applicable Bar Date, the consequences of failure to timely file a claim, and instructions for completing Proofs of Claim. The Debtors submit that the Bar Date Notice and Publication

Notice will provide creditors with sufficient information to file properly prepared and executed Proofs of Claim.

BASIS FOR RELIEF

A. The Court has Authority to Approve the Proposed Bar Dates and Procedures for Filing Proofs of Claim in These Chapter 11 Cases.

31. Bankruptcy Rule 3003(c)(3) provides that “[t]he court shall fix . . . the time within which proofs of claim or interest may be filed.” Fed. R. Bankr. P. 3003(c)(3). Bankruptcy Rule 3003(c)(2) further provides that any creditor who asserts a claim against the debtor, and whose claim is not scheduled in the debtor’s schedules of assets and liabilities, or whose claim is listed on such schedules as disputed, contingent, or unliquidated, must file a proof of claim. *Id.* 3003(c)(2). The failure to do so means the claimant shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution. *Id.* Section 502(b)(9) of the Bankruptcy Code provides that the “claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief” 11 U.S.C. § 502(b)(9).

32. Although Local Rule 2002-1(e) provides that “[i]n all cases under chapter 11, the debtor may request a bar date for the filing of proofs of claim or interest” and Bankruptcy Rule 2002(a)(7) provides that all parties in interest must receive, at a minimum, twenty-one (21) days’ notice of the deadline for filing proofs of claim, neither the Bankruptcy Code, the Bankruptcy Rules, nor the Local Rules specify a time by which proofs of claim must be filed in chapter 11 cases (other than section 502(b)(9) of the Bankruptcy Code relating to governmental units). When the Bankruptcy Rules are silent as to notice required to be given under the Bankruptcy Rules, the Court has general authority, pursuant to Bankruptcy Rule 9007, to regulate “the time within which, the entities to whom, and the form and manner in which the notice shall be given.” Fed. R. Bankr. P. 9007.

33. As a result, the Court may exercise its discretion in setting such a date and is authorized to grant the relief requested herein. *See* 11 U.S.C. § 105(a) (empowering a court to issue “any order, process, or judgment that is necessary or appropriate to carry out the provisions of the Bankruptcy Code”).

34. The Debtors’ proposed Bar Dates are adequate and appropriate, considering that Bankruptcy Rule 2002(a)(7) requires that twenty-one (21) days’ notice of the deadlines for filing proofs of claim against the debtor be provided to creditors. Here, the Debtors propose to establish (i) a General Bar Date that gives potential claimants more than twenty-one (21) days’ notice following the entry of an order establishing the Bar Dates, (ii) a Governmental Bar Date that complies with section 502(b)(9) of the Bankruptcy Code, (iii) an Amended Schedules Bar Date limited to amendments to the Schedules allowing twenty-one (21) days to file a Proof of Claim in response to any such change, and (iv) a Rejection Bar Date allowing at least twenty-one (21) days to file a Proof of Claim.

35. Under the circumstances of the Chapter 11 Cases, the Bar Dates provide creditors sufficient time to prepare and file their Proofs of Claim, are reasonable and necessary for the efficient administration of the Chapter 11 Cases and should be approved. The Bar Dates and related procedures described herein are designed to achieve administrative and judicial efficiency. Such procedures provide comprehensive notice and clear instructions to creditors and will allow these Chapter 11 Cases to move forward quickly with a minimum of administrative expense and delay. Conversely, the failure to establish the Bar Dates and approve the proposed procedures would prolong creditor uncertainty, increase the costs and expenses incurred by the Debtors in connection with the claims’ reconciliation process, and delay or possibly derail the claims process.

B. The Proposed Notice Procedures Are Reasonable and Appropriate.

36. Pursuant to Bankruptcy Rule 2002(a)(7), creditors are entitled to at least twenty-one (21) calendar days' notice by mail of the deadline fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c). Fed. R. Bankr. P. 2002(a)(7). Bankruptcy Rule 2002(p)(2) requires at least thirty (30) calendar days' notice to creditors with foreign addresses. *Id.* 2002(p)(2). The Debtors do not believe they have any foreign creditors.

37. Additionally, Bankruptcy Rule 2002(l) provides that the Court may order notice by publication if it finds that notice by mail is impractical or it is desirable to supplement other notices. *Id.* 2002(l). Bankruptcy Rule 9008 also provides that the Court shall determine the form and manner of publication notice, the newspapers used, and the frequency of publication. *Id.* 9008

38. To determine the adequacy of notice given to a creditor, the Third Circuit distinguishes between “known” and “unknown” creditors. *See Chemetron Corp. v. Jones*, 72 F.3d 341, 345-46 (3d Cir. 1995). In *Chemetron*, the Third Circuit explained that “[k]nown creditors must be provided with actual written notice of a debtor’s bankruptcy filing and bar claims date. With respect to unknown claimants, notification by publication will generally suffice.” *Id.* at 346 (citations omitted). A “known” creditor is one whose identity is “either known or ‘reasonably ascertainable by the debtor.’” *Id.* (quoting *Tulsa Prof'l Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)). An “unknown” creditor is one whose “interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor].” *Id.* (quoting *Mullane v. Cent. Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950)). As for the particular efforts that a debtor must exert to identify known creditors “[w]hether a creditor received adequate notice of a bar date ‘depends upon the facts and circumstances of a given case.’” *In re Grand Union Co.*, 204 B.R. 864, 871 (Bankr. D. Del. 1997)

(citing *Oppenheim, Appel, Dixon & Co. v. Bullock (In re Robintech, Inc.)*, 863 F.2d 393, 396 (5th Cir. 1989), *cert denied*, 493 U.S. 811 (1989)).

39. The Debtors submit that the proposed notice procedures provide sufficient time for all parties in interest to assert their claims and satisfy the *Chemetron* standard. The Debtors have identified those persons and entities that are known to the Debtors to hold claims against them or are especially likely to be potential holders of claims. The potential claimants were identified after a careful review of the Debtors' books and records. Further, because the notice procedures described herein will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by publication, the Debtors submit that the proposed notice procedures are reasonably calculated to provide notice to all parties that may wish to assert a claim against the Debtors in the Chapter 11 Cases.

40. The proposed form of Bar Date Notice is reasonable and appropriate in the context of the Chapter 11 Cases. The proposed form Bar Date Notice is easy to comprehend, provides clear notice of the Bar Dates, contains information regarding who must file a Proof of Claim, the consequences of failure to timely file a Proof of Claim, and instructions for completing the Proof of Claim. The Proof of Claim form is similar to those used effectively in other chapter 11 cases and are appropriate in the context of these Chapter 11 Cases.

41. The Publication Notice has been designed to provide notice of the Bar Dates on an extensive basis throughout the United States and locations where potential creditors of the Debtors likely exist. The Debtors believe that such Publication Notice suffices to provide any claimants unknown to the Debtors that may potentially hold claims against the Debtors with adequate notice of the Bar Dates. In addition, the Debtors believe that the Publication Notice contemplated by the Motion constitutes good and sufficient notice to unknown creditors.

42. The procedures proposed herein provide ample notice and give sufficient time to creditors within which to file any necessary Proofs of Claim. Granting the relief requested will assist in the efficient administration of the Debtors' estates, maximize value for the Debtors, their estates and parties in interest and is in the best interests of the Debtors and their estates.

RESERVATION OF RIGHTS

43. Nothing contained in the Motion, the Proposed Order, the Bar Date Notice, or the Publication Notice is intended or shall be construed as a waiver of any of the Debtors' rights, including, without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend the Schedules. In addition, nothing contained in the Motion, the Proposed Order, the Bar Date Notice, or the Publication Notice is intended to be an admission of the validity of any claim against the Debtors or an approval, assumption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. Further, nothing contained in the Proposed Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

NOTICE AND NO PRIOR REQUEST

44. Notice of the Motion has been or will be provided to (a) the U.S. Trustee (Attn: Jane M. Leamy); (b) the holders of the twenty (20) largest unsecured claims against each Debtor; (c) counsel to UMB Bank, National Association in its capacity as Collateral Agent, Locke Lord LLP; (d) counsel to Deutsche Bank Trust Company Americas, Hogan Lovells LLP; (e) counsel to the DIP Lenders and the Senior Secured Noteholders, Greenberg Traurig, LLP; (f) Berlin Biopower Investment Fund, LLC, with a copy to Murray Plumb & Murray; (g) Greenline CDF

Subfund XVIII LLC, with a copy to Kutak Rock LLP, U.S. Bancorp Community Development Corporation and Leverage Law Group, LLC; (h) Public Service of New Hampshire d/b/a Eversource Energy, with a copy to Hunton Andrews Kurth LLP; (i) the United States Attorney's Office for the District of Delaware; (j) the United States Attorney's Office for the District of New Hampshire; (k) the United States Environmental Protection Agency; (l) the Nuclear Regulatory Commission; (m) the United States Department of Energy; (n) the Federal Energy Regulatory Commission; (o) New Hampshire Department of Environmental Services; (p) New Hampshire Public Utilities Commission; (q) New Hampshire Site Evaluation Committee; (r) New Hampshire Department of Energy; (s) City of Berlin; (t) ISO New England, Inc.; (u) the United States Securities and Exchange Commission; (v) the Internal Revenue Service; and (w) any party that has requested notice pursuant to Bankruptcy Rule 2002. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request entry of the Proposed Order: (a) establishing the Bar Dates for filing Proofs of Claim, (b) approving the forms and manner of filing Proofs of Claim, (c) approving notice thereof, and (d) granting such other and further relief as may be appropriate.

Dated: March 6, 2024
Wilmington, Delaware

/s/ Katharina Earle

Chantelle D. McClamb (No. 5978)

Katharina Earle (No. 6348)

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Proposed Co-Counsel for Debtors Burgess

BioPower, LLC and Berlin Station, LLC

EXHIBIT A

(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)
(Jointly Administered)

Re: D.I.

**ORDER (I) ESTABLISHING DEADLINES FOR THE FILING OF PROOFS OF CLAIM,
INCLUDING FOR CLAIMS ARISING UNDER SECTION 503(b)(9) OF THE
BANKRUPTCY CODE; (II) APPROVING THE FORM AND MANNER OF NOTICE
THEREOF; AND (III) GRANTING RELATED RELIEF**

Upon consideration of the *Motion of the Debtors for Entry of an Order (I) Establishing Deadlines for the Filing of Proofs of Claim, Including for Claims Arising Under Section 503(b)(9) of the Bankruptcy Code; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief* (the “Motion”);² and the Court finding that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157 and the *Amended Standing Order of Reference* of the United States District Court for the District of Delaware, dated February 29, 2012; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (iv) the Court may enter a final order consistent with Article III of the United States Constitution; and upon the record herein; and after due deliberation thereon; and it appearing that sufficient notice of the Motion has been given and that no further notice is necessary; and good cause appearing therefor, it is hereby

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

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

ORDERED THAT:

1. The Motion is GRANTED, as set forth herein.
2. The form of Bar Date Notice, the Proof of Claim form, and the Publication Notice, substantially in the forms attached hereto as **Exhibit 1**, **Exhibit 2**, and **Exhibit 3**, respectively, and the procedures for providing notice of the Bar Dates, as described in the Motion, are hereby APPROVED in all respects.
3. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit that holds or asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against either or both of the Debtors shall file a separate Proof of Claim in the bankruptcy case of each Debtor against which a claim is asserted, through the Debtors' Court-approved claims and noticing agent in the Chapter 11 Cases, Epiq.
4. Proofs of Claim shall be filed by the holder of the claim (the "Creditor") or an authorized representative of the Creditor. Any Proof of Claim submitted by an authorized representative of the Creditor shall state the basis for such authorization. Any person seeking to file a Proof of Claim on behalf of a Creditor without express written authorization shall seek authorization from the Court prior to the applicable Bar Date.
5. **General Bar Date.** Except as otherwise provided herein, any person or entity (excluding any governmental unit) asserting a claim against the Debtors in the Chapter 11 Cases, including any claim arising under section 503(b)(9) of the Bankruptcy Code, shall file a completed and executed Proof of Claim, substantially in the form attached hereto as **Exhibit 2**, so that it is received, as provided in paragraphs 9-11 below, by Epiq, on or before **April 12, 2024 at 5:00 p.m. (prevailing**

Eastern Time). The Debtors shall include the designated General Bar Date in the Bar Date Notice and the Publication Notice.

6. **Governmental Bar Date.** All governmental units asserting claims against one or both of the Debtors shall file completed and executed Proofs of Claim, substantially in the form attached hereto as **Exhibit 2**, so they are received, as provided in paragraphs 9-11 below, by Epiq on or before **August 7, 2024 at 5:00 p.m. (prevailing Eastern Time)**. The Debtors shall include the Governmental Bar Date in the Bar Date Notice and the Publication Notice.

7. **Amended Schedules Bar Date.** If, on or after the date on which the Debtors serve the Bar Date Notice, the Debtors amend their Schedules to: (a) change the amount, nature, classification or characterization of a claim, or (b) add a new claim to the Schedules, the affected Creditor shall file a completed and executed Proof of Claim, substantially in the form attached hereto as **Exhibit 2**, or amend any previously-filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is received, as provided in paragraphs 9-11 below, by Epiq on or before the later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after the date on which the Debtors provide notice of an amendment to their Schedules; *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtors amend their Schedules shall not be required to file another Proof of Claim if the claim set forth in such filed Proof of Claim is not affected by the amendment.

8. **Rejection Bar Date.** Creditors asserting a claim arising from the Debtors' rejection of an executory contract or an unexpired lease pursuant to section 365 of the Bankruptcy Code shall file a completed and executed Proof of Claim, substantially in the form attached hereto as **Exhibit 2**, so that it is received, as provided in paragraphs 9-11 below, by Epiq on or before the later of (i) the

General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after the entry of an order approving the rejection of the executory contract or unexpired lease; *provided, however*, that persons or entities asserting a claim with respect to an executory contract or unexpired lease that is not related to rejection damages claims must file a Proof of Claim on account of such claim on or before the General Bar Date or the Governmental Bar Date, as applicable, unless such party is expressly excluded from filing a Proof of Claim

9. Proofs of Claim may be filed by: (i) mailing the original Proof of Claim by United States first class mail to Burgess BioPower, LLC Claims Processing Center, c/o Epiq Corporate Restructuring, LLC, P.O. Box 4419, Beaverton, Oregon 97076; (ii) delivering such original Proof of Claim by overnight mail, courier service, hand delivery, or in person to Burgess BioPower, LLC Claims Processing Center, c/o Epiq Corporate Restructuring, LLC, 10300 SW Allen Blvd., Beaverton, Oregon 97005, or (iii) completing the electronic Proof of Claim form available online at: <https://dm.epiq11.com/Burgess>.

10. Proofs of Claim submitted to Epiq by mail, overnight mail, courier, or hand delivery in paper must be original and contain original signatures.

11. Proofs of Claim mailed or delivered to Epiq, or submitted electronically through Epiq's website, will be deemed timely filed only if **actually received** by Epiq on or before the Bar Date associated with such claim at the address listed in paragraph 9 above.

12. Except as set forth in paragraphs 9 and 10 above, Epiq shall not accept Proofs of Claim by facsimile, telecopy, email, or other electronic submission (i.e, not submitted through the website for the Chapter 11 Cases maintained by Epiq), and Proofs of Claim submitted by such means shall not be deemed timely filed.

13. The following persons or entities whose claims otherwise would be subject to the Bar Dates, are **not** required to file Proofs of Claim:

- (a) any person or entity that already has properly filed a Proof of Claim against the correct Debtor(s) with Epiq or the Clerk of the Court in a form substantially similar to Official Bankruptcy Form B410;
- (b) any person or entity whose claim is listed on the Schedules or any amendment thereto, *unless* (i) the claim is scheduled as “disputed,” “contingent,” or “unliquidated,” (ii) the claimant disagrees with the amount, priority, or nature of the claim as set forth in the Schedules, and (iii) the claimant disputes that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed. In the case of either (i), (ii), or (iii), a Proof of Claim must be filed on or before the applicable Bar Date;
- (c) an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (d) professionals retained by the Debtors, pursuant to orders of the Court, that assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- (e) a claim on account of indemnification, contribution or reimbursement by an officer, director, or employee of the Debtors who held such position as of the Petition Date; *provided, however*, that any director, officer or employee of the Debtors as of the Petition Date that resigns or otherwise leaves the employment of the Debtors following the Petition Date must file a proof of claim by the later of (i) the General Bar Date or (ii) twenty-one (21) days following such resignation or termination of employment if such director, officer, or employee of the Debtors asserts a contingent or unliquidated claim against the Debtors for indemnification, contribution, or for reimbursement related to the foregoing;
- (f) any person or entity that holds a direct or indirect interest in one or both of the Debtors, which interest is based exclusively upon the ownership of such interests, or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against one or both of the Debtors, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest, or the sale, issuance, or distribution of

the interest, must file Proofs of Claim on or before the applicable Bar Date unless another exception identified herein applies;³

- (g) any person or entity that holds a claim that has been allowed by a final order of the Court entered on or before the applicable Bar Date;
- (h) any person or entity whose claim has been paid in full by the Debtors or any other party;
- (i) a claim held by a claimant that is exempt from filing a Proof of Claim pursuant to an interim or final order approving debtor in possession financing and/or use of cash collateral, including, without limitation; (i) DBTCA, (ii) the DIP Agent, (iii) any of the DIP Lenders, (iv) the Prepetition Agent, and (v) any of the Prepetition Lenders for any claims arising under the DIP Documents, the Prepetition Senior Secured Note Documents, any related account or customer agreements, or any other agreements executed and/or delivered in connection with any of the foregoing;⁴
- (j) any holder of a claim for which a separate deadline previously has been fixed by the Court;
- (k) a Debtor holding a claim against the other Debtor;
- (l) any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (m) any other person or entity asserting a prepetition claim which by order of the Court is not required to file a Proof of Claim.

14. Any entity asserting claims against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor on or before the applicable Bar Date. In addition, any entity filing a Proof of Claim must identify the particular Debtor against which its claim is being

³ The Debtors reserve all rights with respect to such claims, including, without limitation, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

⁴ Capitalized terms not defined herein that are used in this sub-paragraph shall have the meanings ascribed to them in the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling A Final Hearing, and (VII) Granting Related Relief* [D.I. 200] (as may be updated pursuant to a final debtor-in-possession financing order).

asserted. A Proof of Claim filed under the joint administration case number or otherwise without identifying a specific Debtor will be deemed improperly filed.

15. The provisions of this Order apply to all claims of whatever character, against the Debtors or their assets, whether secured or unsecured, priority or nonpriority, liquidated or unliquidated, fixed or contingent.

16. Any person or entity that is required to file a Proof of Claim in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or this Order, with respect to a particular claim against the Debtors, but fails to properly do so by the applicable Bar Date, (i) may be forever barred, estopped, and enjoined from asserting such claim against the Debtors, their estates, or property of the Debtors, or thereafter filing a Proof of Claim with respect thereto in these Chapter 11 Cases, unless otherwise ordered by this Court; (ii) shall not, with respect to such claim, be treated as a Creditor of the Debtors for the purposes of voting upon any plan in these proceedings; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim, without further order of this Court.

17. The Bar Date Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known Creditors of the Debtors if it is served, together with the Proof of Claim form, by United States first class mail, postage prepaid (or equivalent service), within two (2) days of entry of this Order, and no later than twenty-one (21) days before the General Bar Date and the Governmental Bar Date, to (i) all known potential claim holders and their counsel (if known), including all persons and entities listed in the Schedules; (ii) all parties that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of entry of the Proposed Order approving the Motion; (iii) all governmental units that may

have claims against the Debtors; (iv) all known parties to litigation with the Debtors as of the date of entry of the Proposed Order; (v) all known parties to executory contracts and unexpired leases with the Debtors as of the Petition Date, as identified in the Schedules; (vi) any applicable regulatory authorities; (vii) the Internal Revenue Service; (viii) all known taxing authorities for the jurisdictions in which the Debtors maintain or conduct business (ix) the attorneys general for the states in which the Debtors conduct business; (x) the United States Department of Justice; and (xi) the United States Attorney for the District of Delaware.

18. The Debtors shall publish the Publication Notice, substantially in the form attached hereto as **Exhibit 3**, once in each of (a) the eastern edition of the *Wall Street Journal* or *New York Times* or similar publication and (b) the *Boston Globe* or such other local newspaper or publication, as soon as practicable after entry of the Proposed Order, but no later than ten (10) days before the General Bar Date, which Publication Notice is hereby approved in all respects and which shall be deemed good, adequate, and sufficient notice of the Bar Dates by publication.

19. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest herein to dispute, or to assert offsets or defenses to, any claim reflected in the Schedules as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated.

20. The Debtors are authorized to make non-substantive changes to the exhibits hereto without further order of this Court, including without limitation, changes to (a) correct typographical and grammatical errors, (b) update references to cited pleadings and orders, and (c) conform changes among this Order, the exhibits, and any other related materials prior to their mailing to parties in interest.

21. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), or otherwise, this Order shall be immediately effective and enforceable upon its entry.

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

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

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

EXHIBIT 1

(Bar Date Notice)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)
(Jointly Administered)

NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CASES. YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

TO: ALL POTENTIAL HOLDERS OF CLAIMS AGAINST THE DEBTORS

On February 9, 2024 (the “Petition Date”), Burgess BioPower, LLC and Berlin Station, LLC (collectively, the “Debtors”) commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

On March [], 2024, the Court entered an order (the “Bar Date Order”)² establishing: (i) **April 12, 2024 at 5:00 p.m. (prevailing Eastern Time)** (the “General Bar Date”) as the last date and time for each person or entity to file a proof of claim in the Chapter 11 Cases (a “Proof of Claim”), **provided that**, solely with respect to a governmental unit, the last date and time for such governmental unit to file a Proof of Claim in the Chapter 11 Cases is **August 7, 2024 at 5:00 p.m. (prevailing Eastern Time)** (the “Governmental Bar Date”). For your convenience, enclosed with this Bar Date Notice is a Proof of Claim form.

THE FACT THAT YOU HAVE RECEIVED THIS BAR DATE NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM AGAINST THE DEBTORS.

The Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all Claims (the holder of any such Claim, a “claimant”) that arose, or are deemed to have

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, without limitation, Claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code, no matter how remote or contingent.

As used in this Bar Date Notice, the term “creditor” has the meaning given to it in section 101(10) of the Bankruptcy Code, and includes all persons, entities, estates, trusts, governmental units and the United States Trustee. In addition, the terms “persons,” “entities” and “governmental units” are defined in sections 101(41), 101(15) and 101(27) of the Bankruptcy Code, respectively.

As used in this Bar Date Notice, the term “Claim” or “Claims” has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtors: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

A. PROOFS OF CLAIM

i. Proof of Claim

Except as otherwise provided herein, any person or entity that has or seeks to assert a Claim which arose, or is deemed to have arisen, prior to the Petition Date, including, without limitation, a Claim under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE** in order to potentially share in the Debtors’ estates. For the avoidance of doubt, pursuant to Bankruptcy Rule 3003(c)(2), any claimant who asserts a Claim that arose, or is deemed to have arisen, prior to the Petition Date and whose Claim is either (a) not listed on the Debtors’ Schedules or (b) is listed on the Schedules as disputed, contingent, or unliquidated, shall be required to file a Proof of Claim on or prior to the applicable Bar Date in order to potentially share in the Debtors’ estates. Under the Bar Date Order, the filing of an original, written Proof of Claim, or the electronic submission of a Proof of Claim shall be deemed to satisfy the procedural requirements for the assertion of administrative priority Claims under section 503(b)(9) of the Bankruptcy Code. All other administrative Claims under section 503(b) of the Bankruptcy Code shall not be deemed proper if made by Proof of Claim. **Claims under section 503(b)(9) of the Bankruptcy Code must be filed by the General Bar Date.** Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to Claims that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent, or have not become fixed or liquidated prior to or as of the Petition Date.

Claims for Which a Proof of Claim Need Not be Filed

Notwithstanding the foregoing, holders of the following Claims are **not required** to file a Proof of Claim on or before the applicable Bar Date, solely with respect to such claim:

- (a) any person or entity that already has properly filed a Proof of Claim against the correct Debtor(s) with Epiq or the Clerk of the Court in a form substantially similar to Official Bankruptcy Form B410;
- (b) any person or entity whose claim is listed on the Schedules or any amendment thereto, *unless* (i) the claim is scheduled as “disputed,” “contingent,” or “unliquidated,” (ii) the claimant disagrees with the amount, priority, or nature of the claim as set forth in the Schedules, and (iii) the claimant disputes that the claim as listed in the Schedules is an obligation of the specific Debtor against which the claim is listed. In the case of either (i), (ii), or (iii), a Proof of Claim must be filed on or before the applicable Bar Date;
- (c) an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (d) professionals retained by the Debtors, pursuant to orders of the Court, that assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- (e) a claim on account of indemnification, contribution or reimbursement by an officer, director, or employee of the Debtors who held such position as of the Petition Date; *provided, however*, that any director, officer or employee of the Debtors as of the Petition Date that resigns or otherwise leaves the employment of the Debtors following the Petition Date must file a proof of claim by the later of (i) the General Bar Date or (ii) twenty-one (21) days following such resignation or termination of employment if such director, officer, or employee of the Debtors asserts a contingent or unliquidated claim against the Debtors for indemnification, contribution, or for reimbursement related to the foregoing;
- (f) any person or entity that holds a direct or indirect interest in one or both of the Debtors, which interest is based exclusively upon the ownership of such interests, or rights to purchase, sell, or subscribe to such an interest; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against one or both of the Debtors, including, without limitation, claims that arise out of or relate to the ownership or purchase of an interest, or the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date unless another exception identified herein applies;³
- (g) any person or entity that holds a claim that has been allowed by a final order of the Court entered on or before the applicable Bar Date;

³ The Debtors reserve all rights with respect to such claims, including, without limitation, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

- (h) any person or entity whose claim has been paid in full by the Debtors or any other party;
- (i) a claim held by a claimant that is exempt from filing a Proof of Claim pursuant to an interim or final order approving debtor in possession financing and/or use of cash collateral, including, without limitation; (i) DBTCA, (ii) the DIP Agent, (iii) any of the DIP Lenders, (iv) the Prepetition Agent, and (v) any of the Prepetition Lenders for any claims arising under the DIP Documents, the Prepetition Senior Secured Note Documents, any related account or customer agreements, or any other agreements executed and/or delivered in connection with any of the foregoing;⁴
- (j) any holder of a claim for which a separate deadline previously has been fixed by the Court;
- (k) a Debtor holding a claim against the other Debtor;
- (l) any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; and
- (m) any other person or entity asserting a prepetition claim which by order of the Court is not required to file a Proof of Claim.

Please take notice that any claimant exempted from filing a Proof of Claim for a Claim as described in the list above must still properly and timely file a Proof of Claim for any other Claim that does not fall within the exemptions described in the list above.

A CLAIMANT OR REPRESENTATIVE OF THE CLAIMANT SHOULD CONSULT HIS OR HER ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM. NEITHER THE DEBTORS' ATTORNEYS, NOR EPIQ, NOR THE CLERK OF THE COURT CAN ADVISE THE CLAIMANT WHETHER THE CLAIMANT SHOULD FILE A PROOF OF CLAIM.

ii. Schedules and Amendments thereto

You may be listed as the holder of a Claim in the Schedules. The Schedules are available free of charge on Epiq's website <https://dm.epiq11.com/Burgess>. If you rely on the Schedules, it is your responsibility to determine that your Claim is accurately listed in the Schedules. As described

⁴ Capitalized terms not defined herein that are used in this sub-paragraph shall have the meanings ascribed to them in the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling A Final Hearing, and (VII) Granting Related Relief* [D.I. 200] (as may be updated pursuant to a final debtor-in-possession financing order).

above, if (a) you agree with the nature, amount and status of your Claim as listed in the Schedules, (b) your Claim is **not** described as “disputed,” “contingent,” or “unliquidated,” and (c) you do **not** dispute that the claim is an obligation of the particular Debtor against which the claim is listed in the Schedules, then you are not required to file a Proof of Claim in the Chapter 11 Cases with respect to such Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Bar Date Notice and the Bar Date Order.

If the Debtors amend their Schedules, then the Bar Date for those creditors affected by any such amendment shall be the later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) twenty-one (21) days from the date on which the Debtors provide notice of an amendment to the Schedules (the “Amended Schedules Bar Date”).

iii. Claims Arising from Rejected Executory Contracts or Unexpired Leases

Any person or entity that holds a Claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) twenty-one (21) days after the entry of an order approving the rejection of the executory contract or unexpired lease (the “Rejection Bar Date” and, together with the General Bar Date, the Governmental Bar Date, and Amended Schedules Bar Date, the “Bar Dates,” and each a “Bar Date”).

B. PROCEDURE FOR FILING PROOFS OF CLAIM

All claimants must submit (by first class mail, overnight mail, courier service, hand delivery, or in person) an original, written Proof of Claim that substantially conforms to the Official Bankruptcy Form B 410 or the enclosed Proof of Claim form so as to be **actually received** by Epiq by no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date at the following address:

By First Class Mail:
Burgess BioPower, LLC
Claims Processing Center
c/o Epiq Corporate Restructuring, LLC
P.O. Box 4419
Beaverton, Oregon 97076

By Hand Delivery or Overnight Mail:
Burgess BioPower, LLC
Claims Processing Center
c/o Epiq Corporate Restructuring, LLC
10300 SW Allen Blvd.
Beaverton, Oregon 97005

Alternatively, claimants may submit a Proof of Claim electronically through the electronic Claims filing system available at <https://dm.epiq11.com/Burgess>.

Proofs of Claim will be deemed timely filed only if actually received by Epiq on or before the applicable Bar Date. **Proofs of Claim may not be delivered by facsimile, telecopy, or electronic mail transmission.** Any facsimile, telecopy, or electronic mail submissions will **not** be accepted and will **not** be deemed filed until a Proof of Claim is submitted to Epiq by first class mail, overnight mail, courier service, hand delivery, or in person or through the electronic filing system described above. Claimants wishing to receive acknowledgment that their original, written Proofs

of Claim were received by Epiq must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to Epiq).

C. CONTENTS OF A PROOF OF CLAIM

i. Proof of Claim

As noted above, the Debtors are enclosing a Proof of Claim form for use in the Chapter 11 Cases, or you may use another Proof of Claim form that substantially conforms to Official Bankruptcy Form B 410. The Proof of Claim form is available free of charge on Epiq's website: <https://dm.epiq11.com/Burgess>.

If your Claim is listed in the Debtors' Schedules, the Proof of Claim form sent to you will indicate how the Debtors have scheduled your Claim in the Schedules, including (a) the amount of the scheduled Claim, if any; (b) whether the Claim is listed as disputed, contingent, or unliquidated; and (c) whether the Claim is listed as a secured, unsecured priority, or unsecured non-priority Claim.

To be valid, your Proof of Claim **MUST**: (a) be signed by the Claimant or, if the Claimant is not an individual, by an authorized agent of the Claimant (which, if submitted electronically, may be satisfied by electronic signature through the electronic Claims filing system described above); (b) be written in English; (c) be denominated in lawful currency of the United States; and (d) include supporting documentation or an explanation as to why such documentation is not available. **You should redact any sensitive information from your supporting documentation prior to filing your Proof of Claim.**

If you are filing a Claim under section 503(b)(9) of the Bankruptcy Code, you must indicate in Box 13 of the Proof of Claim form the amount of the Claim that arises under section 503(b)(9) of the Bankruptcy Code. For each Claim under section 503(b)(9) of the Bankruptcy Code, you must attach all documents supporting such Claim to the Proof of Claim form and include a statement setting forth with specificity: (a) the value of the goods the claimant contends the Debtors received within twenty (20) days before the Petition Date; (b) documentation, including invoices, receipts, purchase orders, bills of lading, and the like, identifying the particular goods for which the claim is being asserted; and (c) a statement indicating (i) whether the value of such goods listed in the Proof of Claim form represents a combination of services and goods, (ii) the percentage of value related to services and related to goods, and (iii) whether the claimant has been paid on account of any other claim against the Debtors regarding the goods underlying its Proof of Claim form.

D. CONTINGENT CLAIMS

Acts or omissions of or by the Debtors that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by the Debtors, or goods provided to or by the Debtors, may give rise to Claims against the Debtors and their estates notwithstanding the fact that such Claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity

that holds a Claim or potential Claim against the Debtors and their estates, no matter how remote, contingent, or unliquidated, **MUST** file a Proof of Claim on or before the applicable Bar Date.

CONSEQUENCES FOR FAILURE TO FILE A PROOF OF CLAIM

Any claimant that is required to file a Proof of Claim and in the Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order with respect to a particular Claim, but that fails to do so properly by the applicable Bar Date, shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or their estates and shall not be treated as a creditor with respect to such claim for purposes of voting or distribution in the Chapter 11 Cases.

RESERVATION OF RIGHTS

Nothing contained in this Bar Date Notice or the Bar Date Order is intended or should be construed as a waiver of any of the Debtors' rights, including without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Schedules as to the nature, amount, liability or classification thereof; (b) subsequently designate any scheduled Claim as disputed, contingent or unliquidated; or (c) otherwise amend the Schedules. In addition, nothing contained herein is intended or should be construed as an admission of the validity of any Claim or an approval, assumption or rejection of any agreement, contract or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

ADDITIONAL INFORMATION

The Proof of Claim form, the Bar Date Order, and all other pleadings filed in these Chapter 11 Cases are available free of charge on Epiq's website at <https://dm.epiq11.com/Burgess>. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims and noticing agent, Epiq, by e-mail at Burgess@epiqglobal.com or by telephone at (877) 556-2937 for U.S. parties, or +1 (503) 843-8526 for international parties.

EXHIBIT 2

(Proof of Claim form)

Burgess BioPower, LLC Claims Processing Center
c/o Epiq Corporate Restructuring, LLC
P.O. Box 4419
Beaverton, OR 97076-4419

Name of Debtor:
Case Number:

☐ Check box if the address on the envelope sent to you by the court needs to be updated. Identify your replacement address in Part 1 (Section 3) below.

For Court Use Only

Proof of Claim (Official Form 410)

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. With the exception of claims under 11 U.S.C. § 503(b)(9), 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 of 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?

Name of the current creditor (the person or entity to be paid for this claim): _____

Other names the creditor used with the debtor: _____

2. Has this claim been acquired from someone else? ☐ No ☐ Yes. From whom? _____

3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Where should notices to the creditor be sent?

Name _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Country (if International): _____

Contact phone: _____

Contact email: _____

Where should payments to the creditor be sent? (if different)

Name _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Country (if International): _____

Contact phone: _____

Contact email: _____

4. Does this claim amend one already filed?

☐ No

☐ Yes. Claim number on court claims register (if known) _____

Filed on _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☐ No

☐ 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?

☐ No

☐ Yes.

Last 4 digits of the debtor's account or any number you use to identify the debtor:

7. How much is the claim?

\$ _____

Does this amount include interest or other charges?

☐ No

☐ 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.

<p>9. Is all or part of the claim secured?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. The claim is secured by a lien on property.</p> <p>Nature of property:</p> <p><input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (official Form 410-A) with this <i>Proof of Claim</i>.</p> <p><input type="checkbox"/> Motor vehicle</p> <p><input type="checkbox"/> Other. Describe: _____</p> <p>_____</p> <p>Basis for perfection: _____</p> <p>_____</p> <p>Attach redacted copies of documents, if any, that show evidence of perfection of security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)</p> <p>Value of property: \$ _____</p> <p>Amount of the claim that is secured: \$ _____</p> <p>Amount of the claim that is unsecured: \$ _____</p> <p>(The sum of the secured and unsecured amounts should match the amount in 7.)</p> <p>Amount necessary to cure any default as of the date of the petition: \$ _____</p> <p>Annual Interest Rate (when case was filed) _____ %</p> <p><input type="checkbox"/> Fixed <input type="checkbox"/> Variable</p>	<p>10. Is this claim based on a right of setoff?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of petition.</p> <p>\$ _____</p> <p>11. Is the claim secured by a right of setoff?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Identify the property: _____</p> <p>_____</p> <p>12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. <i>Check one:</i></p> <p><input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____</p> <p><input type="checkbox"/> Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$15,150*) 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). \$ _____</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____</p> <p><input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____</p> <p><input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507 (a)() that applies. \$ _____</p> <p>* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.</p>
<p>13. Does this claim qualify as an Administrative Expense under 11 U.S.C. § 503(b)(9)?</p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Amount that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____</p>	

<p>Part 3: Sign Below</p>	
<p>The person completing this proof of claim must sign and date it. FRBP 9011(b).</p> <p>If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.</p> <p>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.</p>	<p><i>Check the appropriate box:</i></p> <p><input type="checkbox"/> I am the creditor.</p> <p><input type="checkbox"/> I am the creditor's attorney or authorized agent.</p> <p><input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.</p> <p><input type="checkbox"/> I am a guarantor, surety, endorser, or other co-debtor. Bankruptcy Rule 3005.</p> <p>I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.</p> <p>I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information is true and correct.</p> <p>I declare under penalty of perjury that the foregoing is true and correct.</p> <p>Executed on date _____</p> <p>MM / DD / YYYY Signature</p> <p>Print the name of the person who is completing and signing this claim:</p> <p>Name _____</p> <p>First name Middle name Last name</p> <p>Title _____</p> <p>Company _____</p> <p>Identify the corporate servicer as the company if the authorized agent is a servicer.</p> <p>Address _____</p> <p>Number Street</p> <p>City State ZIP Code</p> <p>Contact Phone _____ Email _____</p>

United States Bankruptcy Court

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

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

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.** The full list of debtors is provided under the general information section on the Claims Agent's website: <https://dm.epiq11.com/Burgess>.
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of redaction below.) Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**
- **A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St, City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the Claims Agent's website (<https://dm.epiq11.com/Burgess>) to view your filed form under "Claims."

Where to File Proof of Claim Form

First Class Mail:

Burgess BioPower, LLC
c/o Epiq Corporate Restructuring, LLC
PO Box 4419
Beaverton, OR 97076-4419

Hand Delivery or Overnight Mail:

Burgess BioPower, LLC
c/o Epiq Corporate Restructuring, LLC
10300 SW Allen Blvd
Beaverton, OR 97005

Electronic Filing: By accessing the E-filing Claims link at <https://dm.epiq11.com/Burgess>

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. § 101(10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101(13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. § 507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. § 506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 11 U.S.C. § 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

EXHIBIT 3

(Publication Notice)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)
(Jointly Administered)

NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM

PLEASE TAKE NOTICE OF THE FOLLOWING:

GENERAL BAR DATE: APRIL 12, 2024 AT 5:00 P.M. (ET)

GOVERNMENTAL BAR DATE: AUGUST 7, 2024 AT 5:00 P.M. (ET)

On February 9, 2024 (the “Petition Date”), Burgess BioPower, LLC and Berlin Station, LLC (collectively, the “Debtors”) commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of title 11 of the U.S. Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

On , 2024, the Court entered an order establishing certain deadlines for the filing of Proofs of Claim in the Chapter 11 Cases [D.I.] (the “Bar Date Order”).²

Pursuant to the Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust) that holds or seeks to assert a Claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date (including, without limitation, Claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code), no matter how remote or contingent such right to payment or equitable remedy may be (with certain limited exceptions as set forth in the Bar Date Order), **MUST FILE A PROOF OF CLAIM** on or before **April 12, 2024 at 5:00 p.m. (prevailing Eastern Time)** (the “General Bar Date”), by sending an original Proof of Claim form to: by first class mail: **Burgess BioPower, LLC Claims Processing Center, c/o Epiq Corporate Restructuring, LLC, P.O. Box 4419, Beaverton, Oregon 97076** or by hand delivery or overnight mail: **Burgess BioPower, LLC, Claims Processing Center c/o Epiq Corporate Restructuring,**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

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

LLC, 10300 SW Allen Blvd, Beaverton, Oregon 97005; or by completing the online Proof of Claim form available at <https://dm.epiq11.com/Burgess>, so that it is **actually received** on or before the General Bar Date; **provided that**, solely with respect to governmental units (as defined in section 101(27) of the Bankruptcy Code), the deadline for such governmental units to file a Proof of Claim is **August 7, 2024 at 5:00 p.m. (prevailing Eastern Time)** (the “Governmental Bar Date”).

You may be listed as the holder of a Claim in the Schedules. The Schedules are available free of charge on Epiq’s website at <https://dm.epiq11.com/Burgess>. If you rely on the Schedules, it is your responsibility to determine that your Claim is accurately listed in the Schedules. As described above, if (a) you agree with the nature, amount and status of your Claim as listed in the Schedules, (b) your Claim is **not** described as “disputed,” “contingent,” or “unliquidated,” and (c) you do **not** dispute that the claim is an obligation of the particular Debtor against which the claim is listed in the Schedules, then you are not required to file a Proof of Claim in the Chapter 11 Cases with respect to such Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Publication Notice and the Bar Date Order.

If the Debtors amend their Schedules, then the Bar Date for those creditors affected by any such amendment shall be the later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) twenty-one (21) days from the date on which the Debtors provide notice of an amendment to the Schedules (the “Amended Schedules Bar Date”).

Any person or entity that holds a Claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the General Bar Date, (ii) the Governmental Bar Date, if applicable, and (iii) twenty-one (21) days after the entry of an order approving the rejection of the executory contract or unexpired lease (the “Rejection Bar Date” and, together with the General Bar Date, the Governmental Bar Date, and the Amended Schedules Bar Date, the “Bar Dates”).

Proofs of Claim must be submitted to Epiq by first class United States mail, courier service, hand delivery, or in person, or completed electronically through Epiq’s website described above. Proofs of Claim sent by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in the Chapter 11 Cases. There are certain limited exemptions from the requirements to file a Proof of Claim which are described in the Bar Date Order.

THE FACT THAT THE DEBTORS HAVE PUBLISHED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM AGAINST THE DEBTORS.

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THE CHAPTER 11 CASES WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS BUT FAILS TO DO SO PROPERLY BY THE APPLICABLE BAR DATE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM: (A) ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR ESTATES (OR FILING A PROOF OF CLAIM), AND THE DEBTORS AND THEIR PROPERTIES AND ESTATES SHALL BE FOREVER DISCHARGED FROM ANY AND ALL

INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM; AND (B) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN IN THE CHAPTER 11 CASES OR OTHERWISE IN RESPECT OF OR ON ACCOUNT OF SUCH CLAIM, AND SUCH PERSON OR ENTITY SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR ANY PURPOSE IN THE CHAPTER 11 CASES.

The Proof of Claim form, the Bar Date Order, and all other pleadings filed in the Chapter 11 Cases are available free of charge on Epiq's website at <https://dm.epiq11.com/Burgess>. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims and noticing agent, Epiq, by e-mail at Burgess@epiqglobal.com or by telephone at (877) 556-2937 for U.S. parties, or +1 (503) 843-8526 for international parties.

Dated:
Wilmington, Delaware

BY THE ORDER OF THE COURT
THE HONORABLE LAURIE SELBER SILVERSTEIN