

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

NOBLE ENVIRONMENTAL POWER, LLC¹

Debtor.

Chapter 11

Case No. 16-12055 (KG)

Ref. Docket No. 38, 68

**ORDER (I) ESTABLISHING BAR DATES FOR FILING
PROOFS OF PREPETITION CLAIMS AND
(II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the "Motion")² of the Debtor for entry of an order (this "Order") (a) establishing deadlines for filing proofs of prepetition claims and (b) approving the form and manner of notice thereof; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and it appearing that venue of this chapter 11 case and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

¹ The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number, is: Noble Environmental Power, LLC (7076). The Debtor's principal offices are located at 6 Main Street, Suite 121, Centerbrook, CT 06409.

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

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Except as provided otherwise herein, all persons and entities except governmental units, holding or wishing to assert a claim arising prior to the Petition Date against the Debtor shall file a proof of such claim in writing so that it is *actually received* by American Legal Claims Services, LLC ("ALCS") on or before 4:00 p.m. (prevailing Eastern time) on the date which is 30 days after the Service Date (the "General Bar Date").
3. The General Bar Date applies to all types of claims against the Debtor that arose prior to the Petition Date.
4. Pursuant to section 502(b)(9) of the Bankruptcy Code, all governmental units holding claims against the Debtor that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by 4:00 p.m. (prevailing Eastern time) on March 14, 2017 (the "Government Bar Date").
5. The Debtor shall retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification or otherwise; (b) subsequently designate any claim listed in the Schedules as either one or more of: disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules; *provided, however*, that if the Debtor amends or supplements the Schedules after the Service Date, the Debtor shall give notice of any such amendment or supplement to the holders of claims affected thereby and the affected creditor shall have until the Amended Schedule Bar Date to file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled claim.

6. All notices of the Amended Schedule Bar Date shall include: (a) a copy of the applicable amendment to the Schedules; (b) a Proof of Claim Form; (c) a copy of the Bar Date Notice; and (d) a notice of the Amended Schedule Bar Date applicable to such claimant. The Amended Schedule Bar Date shall be the later of the General Bar Date (or the Government Bar Date for governmental units), or 21 days after a creditor is served with notice that the Debtor has amended its Schedules; *provided, however*, that notwithstanding the foregoing, nothing set forth herein will preclude the Debtor from objecting to any claim, whether scheduled or filed, on any grounds.

7. Notwithstanding anything in this Order to the contrary, the holder of any claim arising from the rejection of an executory contract or unexpired lease shall be required to file a proof of claim on account of such Rejection Damages Claim against the Debtor by the Rejection Bar Date which shall be the later of the General Bar Date (or the Government Bar Date for governmental units), or 21 days after the date of any order authorizing the rejection of an executory contract or unexpired lease. The Debtor shall send a notice of the Rejection Bar Date applicable to the relevant claimant.

8. All proofs of claims must conform substantially to Form B10 of the Official Bankruptcy Forms. Usage of the Proof of Claim Form (a) annexed hereto as Exhibit 2 and (b) available on ALCS's website at <https://www.americanlegal.com/noble> shall satisfy this requirement.

9. The following persons or entities whose claims otherwise would be subject to the General Bar Date, need not file proofs of claim:

- (a) any person or entity that already has filed a signed proof of claim against the Debtor with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;

- (b) any person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as any of “disputed,” “contingent” or “unliquidated;” and (ii) such entity agrees with the amount, nature, classification and priority of the claim as set forth in the Schedules;
- (c) any holder of a claim that previously has been allowed by order of the Court;
- (d) any holder of a claim that has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- (e) any non-Debtor subsidiary having a claim against the Debtor;
- (f) any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code;
- (g) any holder of a claim against any of the Debtor’s non-debtor subsidiaries or affiliates, including without limitation any lender to any of the Debtor’s non-debtor subsidiaries or affiliates that signed a waiver or consent in connection with the Debtor’s chapter 11 filing;
- (h) Paragon Noble LLC, JPMP Wind Energy (Noble) LLC, and CPP Investment Board (USRE II), Inc.;
- (i) each of Boies, Schiller & Flexner LLP, Orrick, Herrington & Sutcliffe LLP and Deloitte Tax LLP (collectively, the “**Firms**”), for claims arising on account of pre-petition services provided to the Debtor, which amounts have been agreed between the Debtor and such Firms; and
- (j) any holder of an interest based on equity securities of the Debtor solely with respect to such holder’s ownership interest in or possession of such equity securities; *provided, however*, that any such holders who wish to assert a claim against the Debtor based on transactions in the Debtor’s securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date; *provided, further*, that the Debtor reserves all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

10. Pursuant to Bankruptcy Rule 2002, the form of the Bar Date Notice and the Proof of Claim form annexed hereto as Exhibit 1 and 2, respectively, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects. The manner of notice of the Bar Dates approved herein, including publication of the Publication Notice attached

hereto as Exhibit 3, is deemed to fulfill the notice requirements of the Bankruptcy Rules and the Local Rules and shall be deemed good and sufficient notice of the Bar Dates to known creditors pursuant to Bankruptcy Rule 2002 (a)(7).

11. The Debtor shall cause copies of the Bar Date Notice and a Proof of Claim Form (a "**Bar Date Package**") to be mailed to all the Notice Parties (as identified in the Motion and including all local, state, and federal environmental authorities for the jurisdiction where the Debtors and its subsidiaries do business) by first class mail, postage prepaid. On the date the Debtor commences service of the Bar Date Package (*i.e.*, the Service Date), the Debtor shall also file on the docket in this case a copy of the Bar Date Notice that specifies the actual date of the General Bar Date.

12. The Debtor is authorized to cause publication of the bar date notice in the national edition of *The New York Times* at least 25 days prior to the General Bar Date.

13. Any person or entity that is required to file a proof of claim in this chapter 11 case but fails to do so in a timely manner shall not be treated as a creditor with respect to such claim for purposes of voting and distribution.

14. The following requirements shall apply with respect to filing and preparing each proof of claim:

- (a) each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion); and (iii) be signed by the holder of the claim or by an authorized agent of the holder of the claim;
- (b) only original proofs of claim will be deemed acceptable for purposes of claims administration (provided, that proofs of claim may be submitted via ALCS's electronic proof of claim form, available at <https://www.americanlegal.com/noble>). Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will *not* be accepted;

- (c) each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d); and
- (d) each proof of claim, including supporting documentation, must be filed so as to be *actually received* by ALCS on or before the applicable Bar Date (i) by completing the electronic proof of claim form on ALCS's website at <https://www.americanlegal.com/noble> or (ii) by United States mail or other hand delivery system at the following address:

All mailings and deliveries to be sent to:	If by US mail: Noble Claims Center c/o American Legal Claim Services, LLC P.O. Box 23650 Jacksonville, FL 32241-3650 If by Overnight mail: Noble Claims Center c/o American Legal Claim Services, LLC 5985 Richard St., STE 3 Jacksonville, FL 32216
--	---

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

16. All creditors who desire to rely on the Schedules with respect to filing a proof of claim in this chapter 11 case shall have the responsibility for determining that their respective Claims are accurately listed therein.

17. The Debtor is authorized to amend the forms and notices approved hereby to conform to the applicable dates established by this Order and to make other non-substantive changes thereto.

18. The Debtor is authorized, in its discretion to extend the applicable Bar Date to certain holders of claims where the Debtor determines that such extension is in the best interests of its estate.

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


20. The Debtor and ALCS are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

21. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

22. This Court shall retain jurisdiction, even after the closing of this chapter 11 case, with respect to all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware

Oct. 6



KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Form Bar Date Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Chapter 11

NOBLE ENVIRONMENTAL POWER, LLC¹

Case No. 16-12055 (KG)

Debtor.

**NOTICE OF ESTABLISHMENT OF BAR DATES
FOR FILING PROOFS OF PREPETITION CLAIMS**

To All Persons and Entities with Claims Against the Debtor:

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST THE DEBTOR IN THE ABOVE-CAPTIONED CHAPTER 11 CASE. THEREFORE, 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.

On September 15, 2016 (the "**Petition Date**"), Noble Environmental Power, LLC (the "**Debtor**") filed a petition commencing its chapter 11 case under title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Delaware (the "**Court**").

On [•], 2016, the Court entered an order [Docket No. ____] (the "**Bar Date Order**") establishing various bar dates for filing proofs of claim and requests for allowance of certain administrative expenses. The Court has established [•], 2016 at 4:00 p.m. (prevailing Eastern time) (the "**General Bar Date**"), as the general claims bar date for filing proofs of claim in this chapter 11 case for all persons and entities other than governmental units and March 14, 2017 at 4:00 p.m. (prevailing Eastern time) (the "**Government Bar Date**") as the bar date for governmental units to file proofs of claim in this chapter 11 case. As described below, the Bar Date Order also establishes different bar dates for other categories of claims.

NONE OF THE DEBTOR'S SUBSIDIARIES OR AFFILIATES HAS FILED FOR BANKRUPTCY PROTECTION. ACCORDINGLY, NO HOLDER OF A CLAIM AGAINST ANY OF THE DEBTOR'S NON-DEBTOR SUBSIDIARIES OR AFFILIATES IS REQUIRED TO FILE A PROOF OF CLAIM AGAINST SUCH NON-DEBTOR ENTITY, INCLUDING WITHOUT LIMITATION ANY LENDER TO ANY OF THE DEBTOR'S NON-DEBTOR SUBSIDIARIES OR AFFILIATES THAT SIGNED A WAIVER OR CONSENT IN CONNECTION WITH THE DEBTOR'S CHAPTER 11 FILING.

For your convenience, enclosed with this Notice is a personalized proof of claim form, which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtor's schedules of assets and liabilities filed in this case (the "**Schedules**").

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units and the United States trustee. The terms "persons" and "governmental units" are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

¹ The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number, is: Noble Environmental Power, LLC (7076). The Debtor's principal offices are located at 6 Main Street, Suite 121, Centerbrook, CT 06409.

Additionally, the term “claim” means, as to or against the Debtor and in accordance with section 101(5) of the Bankruptcy Code: (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.

1. The Bar Dates

The Bar Date Order establishes the following bar dates for filing proofs of claim in this case (the “Bar Dates”):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all persons or entities holding claims against the Debtor that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by *[•], 2016 at 4:00 p.m. (prevailing Eastern time)*. The General Bar Date applies to all types of claims against the Debtor that arose prior to the Petition Date.
- (b) The Government Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against the Debtor that arose or are deemed to have arisen prior to the Petition Date are required to file proofs of claim by *March 14, 2017 at 4:00 p.m. (prevailing Eastern time)*. The Government Bar Date applies to all governmental units holding claims against the Debtor that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtor for unpaid taxes, whether such claims arise from prepetition tax periods or prepetition transactions to which the Debtor was a party.
- (c) The Amended Schedule Bar Date. If, subsequent to the date of this Notice, the Debtor amends or supplements its Schedules to modify the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtor reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a proof of claim or amend any previously filed proof of claim in respect of the affected claim on or before the later of (i) the above-listed Bar Date applicable to such affected creditor or (ii) 21 days after the date that notice of the applicable amendment or supplement to the Schedules is served on the creditor. The later of these dates is referred to in this Notice as the “Amended Schedule Bar Date.”
- (d) The Rejection Bar Date. Any entity whose claim arises out of the Court-approved rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code prior to the confirmation of a chapter 11 plan in this chapter 11 case must file a proof of claim on or before the later of (i) the General Bar Date (or the Government Bar Date for governmental units), or (ii) 21 days after the date of entry of any order authorizing the rejection of an executory contract or unexpired lease. The later of these dates is referred to in this Notice as the “Rejection Bar Date.”

2. Who Must File a Proof of Claim

Unless one of the exceptions described in Section 5 below applies, you MUST file a proof of claim to vote on a chapter 11 plan of reorganization or to share in distributions from the Debtor’s bankruptcy estate if you have a claim that arose or is deemed to have arisen prior to the Petition Date. Claims based on acts or omissions of the Debtor that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Except where the Rejection Bar Date, the Government Bar Date, or the Amended Schedule Bar Date applies to establish a different deadline or one of the exceptions in Section 5 applies, the following entities must file proofs of claim on or before the General Bar Date:

- (a) any person or entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed in the Schedules as either one or more of: disputed, contingent, or unliquidated; or
- (b) any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

3. What to File

The Debtor is enclosing a proof of claim form for use in this case, or you may use another proof of claim form that conforms substantially to Official Bankruptcy Form B10. If your claim is scheduled by the Debtor, the attached proof of claim form also sets forth: (a) the amount of your claim (if any) as scheduled by the Debtor; (b) whether your claim is scheduled as either one or more of: disputed, contingent, or unliquidated; and (c) whether your claim is listed as a secured, unsecured priority or unsecured nonpriority claim. You will receive a different proof of claim form for each claim scheduled in your name by the Debtor. You may utilize the proof of claim form provided by the Debtor to file your claim.

All proof of claim forms must be signed by the creditor or, if the creditor is not an individual, by an authorized agent of the creditor (provided, that proofs of claim may be submitted via electronic proof of claim form, available at <https://www.americanlegal.com/noble>). The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

All administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code.

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

4. When and Where to File

All proofs of claim must be submitted so as to be actually received by the Debtor's claims agent, American Legal Claims Services, LLC ("**ALCS**"), *on or before the applicable Bar Date* (a) by completing the electronic proof of claim form on ALCS's website at <https://www.americanlegal.com/noble> or (b) in person, by courier service, by hand delivery, or by mail so as to be received *on or before the applicable Bar Date* at the following address:

<p>If by US mail: Noble Claims Center c/o American Legal Claim Services, LLC P.O. Box 23650 Jacksonville, FL 32241-3650</p>	<p>If by Overnight mail: Noble Claims Center c/o American Legal Claim Services, LLC 5985 Richard St., STE 3 Jacksonville, FL 32216</p>
--	---

Proofs of claims will be collected, docketed and maintained by ALCS. If you are submitting a proof of claim in person, by courier service, by hand delivery or by mail and wish to receive acknowledgement of ALCS's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, postage prepaid return envelope.

Proofs of claim will be deemed filed only when actually received by ALCS. Proofs of claim may not be delivered by facsimile or electronic mail transmission (provided, that proofs of claim may be submitted via ALCS's electronic proof of claim form, available at <https://www.americanlegal.com/noble>). Any facsimile or electronic mail submissions will not be accepted and will not be considered filed until a proof of claim is submitted by one of the methods described above.

5. Who Need Not File a Proof of Claim

The Bar Date Order further provides that the following entities, who otherwise would be subject to the General Bar Date, need *not* file proofs of claim in this case:

- a. any person or entity that already has filed a signed proof of claim against the Debtor with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;
- b. any person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as any of "disputed," "contingent" or "unliquidated;" and (ii) such entity agrees with the amount, nature, classification and priority of the claim as set forth in the Schedules;
- c. any holder of a claim that previously has been allowed by order of the Court;
- d. any holder of a claim that has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any non-Debtor subsidiary having a claim against the Debtor;
- f. any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code;
- g. any holder of a claim against any of the Debtor's non-debtor subsidiaries or affiliates; including without limitation any lender to any of the Debtor's non-debtor subsidiaries or affiliates that signed a waiver or consent in connection with the Debtor's chapter 11 filing;
- h. Paragon Noble LLC, JPMP Wind Energy (Noble) LLC, and CPP Investment Board (USRE II), Inc.;
- i. each of Boies, Schiller & Flexner LLP, Orrick, Herrington & Sutcliffe LLP and Deloitte Tax LLP (collectively, the "**Firms**"), for claims arising on account of pre-petition services provided to the Debtor, which amounts have been agreed between the Debtor and such Firms; and
- j. any holder of an interest based on equity securities of the Debtor solely with respect to such holder's ownership interest in or possession of such equity securities; *provided, however,* that any such holders who wish to assert a claim against the Debtor based on transactions in the Debtor's securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date; *provided, further,* that the Debtor reserves all rights with respect to any such claims including, *inter alia,* to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

6. Executory Contracts and Unexpired Leases

As described in Section 1 above, any entity that has a claim arising out of the rejection of an executory contract or unexpired lease prior to the confirmation of a plan of reorganization must file a proof of claim for damages caused by such rejection by the Rejection Bar Date.

7. Consequences of Failure to File a Proof of Claim by the Applicable Bar Date

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION.

8. The Debtor's Schedules and Access Thereto

You may be listed as the holder of a claim against the Debtor in the Schedules. To determine if and how you are listed in the Schedules, please refer to the information set forth on the enclosed proof of claim form regarding the nature, amount, classification and status of your claim.

If you choose to rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, the enclosed form: (a) sets forth the amount of your claim (if any) as set forth in the Schedules; (b) specifies whether your claim is listed in the Schedules as either one or more of disputed, contingent, or unliquidated; and (c) identifies whether your claim is scheduled as a secured claim, unsecured priority claim, or unsecured nonpriority claim.

As described above, if: (a) you agree with the nature, amount and status of your claim as listed in the Schedules; and (b) your claim is *not* described as either one or more of: "disputed," "contingent," or "unliquidated;" you need not file a proof of claim. Otherwise, you must file a proof of claim before the applicable Bar Date in accordance with the procedures set forth in this Notice.

9. Reservation of Rights

The Debtor reserves the right to: (a) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtor from objecting to any claim, whether scheduled or filed, on any grounds.

10. Additional Information

Copies of the Schedules, the Bar Date Order and other information regarding this chapter 11 case are available for inspection free of charge on ALCS's website at <https://www.americanlegal.com/noble>. The Schedules and other filings in this chapter 11 case also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in this case also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time), Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtor's notice and claims agent, American Legal Claim Services, LLC, directly by writing to: *Noble Info*, PO Box 23550, Jacksonville, FL 32241, by calling (904)517-1442 or emailing notice_noble@americanlegal.com.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTOR SHOULD CONSULT ITS OWN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. NEITHER THE COURT NOR COUNSEL TO THE DEBTOR CAN ADVISE CREDITORS WHETHER THEY SHOULD FILE A PROOF OF CLAIM.

Dated: Wilmington, Delaware
September 22, 2016

MORGAN, LEWIS & BOCKIUS LLP

Neil E. Herman
101 Park Avenue
New York, New York 10178
Telephone: (212) 309-6000
Facsimile: (212) 309-6001

- and -

MORGAN, LEWIS & BOCKIUS LLP

Rachel Jaffe Mauceri
1701 Market Street
Philadelphia, PA 19103
Telephone: (215) 963-5000
Facsimile: (215) 963-5001

- and -

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Justin P. Duda

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Kenneth J. Enos (No. 4544)
Justin P. Duda (No. 5478)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Proposed Co-Counsel to the Debtor

EXHIBIT 2

Form of Proof of Claim

Fill in this information to identify the case:

Debtor 1 NOBLE ENVIRONMENTAL POWER, LLC

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: District of Delaware

Case number 16-12055 (KG)

Official Form 410
Proof of Claim

04/16

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

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies 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.

Claims should be sent to: Noble Claims Center, c/o ALCS, P.O. Box 23650 Jacksonville, FL 32241-3650 or Overnight to Noble Claims Center, c/o ALCS, 5985 Richard St., STE 3, Jacksonville, FL 32216

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?

Where should notices to the creditor be sent?

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

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Name _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Name _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Contact phone _____

Contact phone _____

Contact email _____

Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

4. Does this claim amend one already filed?

No

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

Filed on _____
MM / DD / YYYY

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

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.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.

Nature of property:

Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.

Motor vehicle

Other. Describe: _____

Basis for perfection: _____

Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %

Fixed

Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

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

- No
 Yes. Check one:

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

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

Amount entitled to priority

\$ _____

Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

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

\$ _____

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

\$ _____

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

\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

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

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

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

Check the appropriate box:

- I am the creditor.
 I am the creditor's attorney or authorized agent.
 I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
 I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date _____
 MM / DD / YYYY

 Signature

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

Name _____
 First name Middle name Last name

Title _____

Company _____
 Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
 Number Street

City State ZIP Code

Contact phone _____ Email _____

EXHIBIT 3

Publication Notice

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

In re:

NOBLE ENVIRONMENTAL POWER, LLC¹

Debtor.

Chapter 11

Case No. 16-12055 (KG)

**NOTICE OF ESTABLISHMENT OF BAR DATES
FOR FILING PROOFS OF PREPETITION CLAIMS**

On September 15, 2016 (the "**Petition Date**"), Noble Environmental Power, LLC (the "**Debtor**") filed a petition commencing its chapter 11 case under title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Delaware (the "**Court**"). On [•], 2016, the Court entered an order establishing various bar dates for filing proofs of claim and requests for allowance of certain administrative expenses (the "**Bar Date Order**").

The General Bar Date: All persons or entities holding claims against the Debtor that arose prior to the Petition Date are required to file proofs of claim by *[•], 2016 at 4:00 p.m. (prevailing Eastern time)*. The General Bar Date applies to all types of claims against the Debtor that arose prior to the Petition Date.

The Government Bar Date: All governmental units holding claims against the Debtor that arose prior to the Petition Date are required to file proofs of claim by *March 14, 2017 at 4:00 p.m. (prevailing Eastern time)*. The Government Bar Date applies to all governmental units holding claims against the Debtor that arose prior to the Petition Date, including governmental units with claims against the Debtor for unpaid taxes, whether such claims arise from prepetition tax periods or prepetition transactions to which the Debtor was a party.

The Amended Schedule Bar Date: If, after the date of this Notice, the Debtor amends or supplements the schedules of assets and liabilities filed in this case (the "**Schedules**") to modify the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtor reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a proof of claim or amend any previously filed proof of claim in respect of the affected claim on or before the later of (i) the above-listed Bar Date applicable to such affected creditor or (ii) 21 days after the date that notice of the applicable amendment or supplement to the Schedules is served on the creditor. The later of these dates is referred to as the "**Amended Schedule Bar Date**."

The Rejection Bar Date: If your claim arises out of the rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code prior to the confirmation of a chapter 11 plan you must file a proof of claim on or before the later of (i) the General Bar Date (or the Government Bar Date for governmental units) or (ii) 21 days after the date of entry of any order authorizing the rejection of an executory contract or unexpired lease. The later of these dates is referred to as the "**Rejection Bar Date**."

Entities That Must File Proofs of Claim by the Bar Date: Unless one of the exceptions described in below applies, you MUST file a proof of claim to vote on a chapter 11 plan of reorganization or to share in distributions if you have a claim that arose prior to the Petition Date. Claims based on acts or omissions of the Debtor that occurred before the Petition Date must be filed prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Except where the Rejection Bar Date, the Government Bar Date, or the Amended Schedule Bar Date establishes a different deadline or one of the exceptions below applies, you must file proofs of claim on or before the General Bar Date if:

¹ The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number, is: Noble Environmental Power, LLC (7076). The Debtor's principal offices are located at 6 Main Street, Suite 121, Centerbrook, CT 06409.

- your claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed in the Schedules as either one or more of: disputed, contingent, or unliquidated; or
- you believe that your claim is improperly classified in the Schedules or is listed in an incorrect amount and desire to have your claim allowed in a different classification or amount.

All proof of claim forms must be signed by the creditor or, if the creditor is not an individual, by an authorized agent of the creditor. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

All administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code.

When and Where to File: All proofs of claim must be submitted so as to be actually received by the Debtor's claims agent, American Legal Claim Services, LLC ("ALCS"), *on or before the applicable Bar Date* (a) by completing the electronic proof of claim form on ALCS's website at <https://www.americanlegal.com/noble> or (b) *in person, by courier service, by hand delivery, or by mail* at the following address: Noble Claims Center, c/o ALCS, 5985 Richard St., STE 3, Jacksonville, FL 32216. Proofs of claim will be collected, docketed and maintained by ALCS. If you wish to receive acknowledgement of ALCS's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, postage prepaid return envelope.

Proofs of claim will be deemed filed only when actually received by the Debtor's claims agent, ALCS. Proofs of claim may not be delivered by facsimile or electronic mail transmission (provided, that proofs of claim may be submitted via ALCS's electronic proof of claim form, available at <https://www.americanlegal.com/noble>).

The Bar Date Order further provides that the following entities, who otherwise would be subject to the General Bar Date, need *not* file proofs of claim in this case:

- any person or entity that already has filed a signed proof of claim against the Debtor with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;
- any person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as any of "disputed," "contingent" or "unliquidated;" and (ii) such entity agrees with the amount, nature, classification and priority of the claim as set forth in the Schedules;
- any holder of a claim that previously has been allowed by order of the Court;
- any holder of a claim that has been paid in full by the Debtor pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- any non-Debtor subsidiary having a claim against the Debtor;
- any holder of an administrative expense allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code;
- any holder of a claim against any of the Debtor's non-debtor subsidiaries or affiliates, including without limitation any lender to any of the Debtor's non-debtor subsidiaries or affiliates that signed a waiver or consent in connection with the Debtor's chapter 11 filing;
- Paragon Noble LLC, JPMP Wind Energy (Noble) LLC, and CPP Investment Board (USRE II), Inc.;
- each of Boies, Schiller & Flexner LLP, Orrick, Herrington & Sutcliffe LLP and Deloitte Tax LLP (collectively, the "**Firms**"), for claims arising on account of pre-petition services provided to the Debtor, which amounts have been agreed between the Debtor and such Firms; and
- any holder of an interest based on equity securities of the Debtor solely with respect to such holder's ownership interest in or possession of such equity securities; provided, however, that any such holders who wish to assert a claim against the Debtor based on transactions in the Debtor's securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date; *provided, further*, that the Debtor reserves all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code.

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL NOT BE

TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION.

FOR THE AVOIDANCE OF DOUBT, NONE OF THE DEBTOR'S SUBSIDIARIES OR AFFILIATES HAS FILED FOR BANKRUPTCY PROTECTION. ACCORDINGLY, NO HOLDER OF A CLAIM AGAINST ANY OF THE DEBTOR'S NON-DEBTOR SUBSIDIARIES OR AFFILIATES IS REQUIRED TO FILE A PROOF OF CLAIM AGAINST SUCH NON-DEBTOR ENTITY, INCLUDING WITHOUT LIMITATION ANY LENDER TO ANY OF THE DEBTOR'S NON-DEBTOR SUBSIDIARIES OR AFFILIATES WHO SIGNED A WAIVER OR CONSENT IN CONNECTION WITH THE DEBTOR'S CHAPTER 11 FILING.

If you choose to rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If: (a) you agree with the nature, amount and status of your claim as listed in the Schedules; and (b) your claim is *not* described as either one or more of: "disputed," "contingent," or "unliquidated;" you need not file a proof of claim. Otherwise, you must file a proof of claim before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules, the Bar Date Order and other information regarding this chapter 11 case are available for inspection free of charge on ALCS's website at <https://www.americanlegal.com/noble>. The Schedules and other filings in this chapter 11 case also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("**PACER**") are required to access this information and can be obtained through the PACER Service at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in this case also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time), Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtor's notice and claims agent, ALCS, directly by writing to: Noble Info, PO Box 23650, Jacksonville, FL 32241, by calling (904) 517-1442 or emailing notice_noble@americanlegal.com.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTOR SHOULD CONSULT ITS OWN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. NEITHER THE COURT NOR COUNSEL TO THE DEBTOR CAN ADVISE CREDITORS WHETHER THEY SHOULD FILE A PROOF OF CLAIM.

<p>MORGAN, LEWIS & BOCKIUS LLP Neil E. Herman 101 Park Avenue New York, New York 10178 Telephone: (212) 309-6000 Facsimile: (212) 309-6001</p> <p>Rachel Jaffe Mauceri 1701 Market Street Philadelphia, PA 19103 Telephone: (215) 963-5000 Facsimile: (215) 963-5001</p>	<p>YOUNG CONAWAY STARGATT & TAYLOR, LLP</p> <p>Robert S. Brady (No. 2847) Edmon L. Morton (No. 3856) Kenneth J. Enos (No. 4544) Justin P. Duda (No. 5478) Rodney Square 1000 North King Street Wilmington, Delaware 19801 Telephone: (302) 571-6600 Facsimile: (302) 571-1253</p>
<p style="text-align: center;">Counsel to the Debtor and Debtor in Possession</p>	