

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Aquion Energy, Inc.</u>	
2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names	<u>44 Tech, Inc.</u>	
3. Debtor's federal Employer Identification Number (EIN)	<u>71-1051137</u>	
4. Debtor's address	Principal place of business <u>32 39th Street</u> <u>Pittsburgh, PA 15201</u> Number, Street, City, State & ZIP Code <u>Allegheny</u> County	Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business <u>1001 Technology Drive Mount Pleasant, PA 15666</u> Number, Street, City, State & ZIP Code
5. Debtor's website (URL)	<u>aquionenergy.com</u>	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor Aquion Energy, Inc.
Name

Case number (if known) _____

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.237130

8. Under which chapter of the Bankruptcy Code is the debtor filing? Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor _____	Relationship _____
District _____	When _____ Case number, if known _____

Debtor **Aquion Energy, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor Aquion Energy, Inc.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

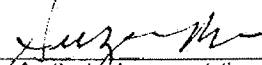
I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 03/08/2017
MM / DD / YYYY

X


Signature of authorized representative of debtorSuzanne B. Roski
Printed nameTitle Chief Restructuring Officer**18. Signature of attorney**

X


Signature of attorney for debtorDate 3/8/2017
MM / DD / YYYYLaura Davis Jones
Printed namePachulski Stang Ziehl & Jones LLP
Firm name919 North Market Street
17th Floor
Wilmington, DE 19801
Number, Street, City, State & ZIP CodeContact phone 302-652-4100

Email address _____

DE 2436

Bar number and State

AQUION ENERGY, INC.

SECRETARY'S CERTIFICATE

March 7, 2017

The undersigned, being the duly elected, qualified and acting Secretary of Aquion Energy, Inc., a Delaware corporation (the "**Company**"), hereby certifies, in his capacity as such, that attached hereto as Exhibit A is a true and complete copy of the resolutions adopted by the Board of Directors of the Company at a special meeting held on Friday, March 3, 2017, and such resolutions have not been rescinded or amended.

The foregoing is a certification of the Company and not of the undersigned personally.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate as of the date first above written.



John Connolly
Secretary

EXHIBIT A

BOARD RESOLUTIONS

WHEREAS, it has been proposed that Aquion Energy, Inc. (the "Company") seek relief under the provisions of Title 11 of the United States Code (the "Bankruptcy Code") by filing a voluntary petition (the "Petition") for relief under Chapter 11 of the Bankruptcy Code;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors of the Company (the "Board"), it is desirable and in the best interest of the Company, its creditors, its equity holders and other interested parties, that the Company be, and it hereby is, authorized, empowered, and directed to file or cause to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), at such time as it is deemed necessary by the appropriate officers of the Company, the Petition and all other documents, papers and pleadings necessary or appropriate to effectuate the Petition and any and all other documents, papers and pleadings necessary or appropriate in connection with the Chapter 11 case of the Company; and

FURTHER RESOLVED, that the President, the Treasurer, the Chief Technology Officer and the Chief Restructuring Officer (as hereinafter designated) of the Company (each, an "Authorized Officer", and collectively, the "Authorized Officers") be, and each of them, with full authority to act without the others, hereby is, authorized, empowered, and directed (i) to execute and verify the Petition and any other documents, papers and pleadings necessary or appropriate to effectuate the Petition and any and all other documents, papers and pleadings necessary or appropriate in connection with the Chapter 11 case of the Company and to cause the Petition and any other documents, papers and pleadings necessary or appropriate to effectuate the Petition and any and all other documents, papers and pleadings necessary or appropriate in connection with the Chapter 11 case of the Company to be filed with the Bankruptcy Court and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary, in the discretion of the Authorized Officers, to effect any of the foregoing; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized, empowered, and directed, on behalf of and in the name of the Company, to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, objections, responses, applications, and other papers and documents necessary or desirable in connection with the Chapter 11 case of the Company; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed, on such terms as such Authorized Officers or their designees shall approve, to retain the law firm of PSZJ as bankruptcy counsel to render legal services to, and to represent, the Company in connection with the Chapter 11 case and all matters related thereto, and the law firm of Morgan Lewis as general corporate counsel to assist and consult with PSZJ as appropriate and to render services related to all corporate, employment, litigation and transactional matters, including without limitation any process to sell the Company's assets and the negotiation and documentation thereof; and

FURTHER RESOLVED, that Suzanne Roski of Protiviti be designated as the Chief Restructuring Officer of the Company effective as of the filing of the Petition, and having the duties as set forth in the Protiviti engagement letter dated February 20, 2017; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain the firm of Protiviti (hereinafter referred to collectively with Morgan Lewis and PSZJ, as the "Professionals") as restructuring advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Chapter 11 case and all other related matters in connection therewith, on such terms as the Authorized Officers, and such other officers as they shall from time to time designate shall approve; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain on behalf of the Company any additional counsel, accountants, noticing agent and other advisors as the Authorized Officers, or any of them, may deem appropriate; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to proceed with an orderly process to sell the assets of the Company under the auspices of the Chapter 11 case and to take or cause to be taken any and all such further actions and to execute and deliver any and all such further instruments and documents and to pay all such expenses, costs, fees, or taxes, in each case, as in his or their judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any director or officer of the Company or any of the Professionals in connection the reorganization or liquidation of the Company or any matter related thereto, or by virtue of these resolutions be, and they hereby are, in all respects ratified, confirmed and approved; and

FURTHER RESOLVED, the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized with full power of delegations, for and in the name and on behalf of the Company, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions of any officer or director of the Company taken prior to the date hereof to carry out the purposes of the foregoing resolutions be, and they hereby are, ratified, approved, and confirmed in all respects.

Fill in this information to identify the case:

Debtor name Aquion Energy, Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (on a Consolidated Basis)

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	PA DEPT OF COMMUNITY & ECONOMIC DEVELOPMENT - OG OPPORTUNITY GRANT PROGRAM COMMONWEALTH KEYSTONE BUILDING 400 NORTH STREET, 4TH FLOOR HARRISBURG, PA 17120-0225 USA	SCOTT DEITRICH (P) 717.720.7451 (F) NOT AVAILABLE SDEITRICH@PA.GOV	Grant Reimbursement Claim	Contingent Unliquidated			\$5,600,000
2	PA DEPT OF COMMUNITY & ECONOMIC DEVELOPMENT - ACE ALTERNATIVE/CLEAN ENERGY PROGRAM COMMONWEALTH KEYSTONE BUILDING 400 NORTH STREET, 4TH FLOOR HARRISBURG, PA 17120-0225 USA	RYAN EMERSON (P) 717.346.8191 (F) NOT AVAILABLE RYEMERSON@PA.GOV	Grant Reimbursement Claim	Contingent Unliquidated			\$2,000,000
3	PA DEPT OF COMMUNITY & ECONOMIC DEVELOPMENT - D2PA DISCOVERED AND DEVELOPED IN PA COMMONWEALTH KEYSTONE BUILDING 400 NORTH STREET, 4TH FLOOR HARRISBURG, PA 17120-0225 USA	SCOTT DEITRICH (P) 717.720.7451 (F) NOT AVAILABLE SDEITRICH@PA.GOV	Grant Reimbursement Claim	Contingent Unliquidated			\$1,000,000
4	RE-ENERGY INC. #32 3F, ASHIKE BLDG. 3-6-5, MINAMISEMBA CHUO-KU OSAKA 542-0081 JAPAN	SHINTARO FUKUZONO (P) (81) 661 212071 (F) NOT AVAILABLE SAMURAIPW2@GMAIL.COM	Warranty Claims	Contingent Unliquidated			\$504,000
5	INTER-ISLAND SOLAR SUPPLY (INTER-ISLAND SOLAR SUPPLY) 761 AHUA STREET HONOLULU HI 96819 USA	RICHARD REED, PRESIDENT (P) 808.523.0711 (F) 808.536.5586 RREED@SOLARSUPPLY.COM	Warranty Claims / Trade Debt	Contingent Unliquidated			\$212,242
6	THE RIDC REGIONAL GROWTH FUND 210 SIXTH AVENUE, SUITE 3620 PITTSBURGH, PA 15222 USA	DONALD F. SMITH, PRESIDENT (P) 412.471.3939 (F) 412.471.1740 CPOREMSKI@RIDC.ORG	Rent & Utilities	Unliquidated			\$191,726
7	TRONOX LLC (TRONOX) 3301 NW 150TH STREET OKLAHOMA CITY, OK 73134 USA	TIMOTHY CARLTON, SVP & CFO (P) 405.775.5000 (F) 203.705.3703	Trade debt				\$174,000

Debtor

Aquion Energy, Inc.

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	SQM NORTH AMERICA CORP (SQM) PO BOX 932210 ATLANTA, GA 31193-2210 USA	GONZALO AGUIRRE, GENERAL COUNSEL (P) 770.916.9400 (F) NOT AVAILABLE GONZALO.AGUIRRE@SQM.COM	Trade debt				\$140,421
9	SHANGHAI STAL PRECISION STAINL (STAL) 291 HUAJIN RD.,XINZHUANG INDUSTRIAL ZONE MINHANG DISTRICT SHANGHAI 201108 CHINA	(P) 021-2408-7711 (F) 021-2408-7887 STAL@STAL.COM.CN	Trade debt				\$97,901
10	LEVERTON-CLARKE LTD UNIT 16 SHERRINGTON WAY, LISTER ROAD INSUTRIAL ESTATE BASINGSTOKE, RG22 4DQ UNITED KINGDOM	GRAHAM HOWE (F)+44 (0)1256 810393 SALES@LEVERTONCLARKE.COM	Trade Debt				\$88,500
11	ALTE STORE (ALTE) 330 CODMAN HILL ROAD BOXBOROUGH, MA 1749 USA	RICH LUSSIER, (P) 877.878.4060 (F) 978.263.7081 PURCHASINGRICH.LUSSIER@ALTESTORE.COM	Warranty Claim	Unliquidated			\$87,490
12	PORT ERIE PLASTICS, INC. (PORT ERIE) 909 TROUPE ROAD HARBORCREEK, PA 16421 USA	MELISSA RUNSER (P) 814.899.7602 (F)814.899.7854 MARUNSER@PORTERIE.COM	Trade debt				\$83,679
13	STEWART ADVANCED MATERIALS, LL (STEWARD) 1245 EAST 38TH STREET CHATTANOOGA, TN 37407 USA	CHERYL GENTRY (P) 423-468-1839 (F) 423-468-1802 CGENTRY@STEWARTMATERIALS.COM	Trade debt	Contingent Unliquidated			\$73,142
14	ALEXANDERWERK, INC 102 COMMERCE DRIVE MONTGOMERY, PA 18936 USA	(P) 215.442.0270 (F) 215.442.0271 HMVINCIGUERRA@ALEXANDERWERKINC.COM	Trade debt				\$69,154
15	DYNAMIC MANUFACTURING (DYNAMIC MANUFACTURING) 156 ARMSTRONG DRIVE FREEPORT, PA 16229 USA	MIKE EISENMAN, GENERAL MGR. (P) 724.295.4200 (F) 724.295.4228 MEISENMAN@DYNAMIC-MANUFACTURING.COM	Trade debt				\$63,987
16	UPMC HEALTH PLAN (UPMC HEALTH PLAN) PO BOX 371842 PITTSBURGH, PA 15250 USA	DANA DUTZIK (P) 412.454.5266 (F) 877.500.4023 DDUTZIKDL@UPMC.EDU	Trade debt				\$63,777
17	OMNOVA SOLUTIONS INC (OMNOVA) PO BOX 905162 CHARLOTTE, NC 28290-5162 USA	PAUL DESANTIS (P) 216-682-7000 (F) NOT AVAILABLE PDESANTIS@OMNOVA.COM	Trade debt				\$48,576
18	WIRELESS ENERGY PLOT 6, RUTA SURKIM 1017 PUERTO MONTT CHILE	NELSON STEVENS, CEO (P) 56 99 8852828 (F) 56 65 2204210 NSTEVENS@RENOVABLE.CL	Warranty Claims	Unliquidated			\$44,900

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	IMERYS GRAPHITE & CARBON (IMERYS) PO BOX 71-4488 COLUMBUS, OH 43271 USA	JEAN LUC-CIALDINI (P) 41 91 873 2010 (F) 41 91 873 2019 JEAN-LUC.CIALDINI@IMERYS.COM	Trade debt				\$44,369
20	SALESFORCE.COM P.O. BOX 203141 DALLAS, TX 75320-3141 USA	MARK HAWKINS (P) 415-901-7000 (F) NOT AVAILABLE POWEROFUS@SALESFORCE.COM	Trade Debt				\$41,216

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AQUION ENERGY, INC.,¹

Debtor.

Chapter 11

Case No. 17-____ (____)

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer of the above-captioned Debtor, certifies that the following is a corporation other than the Debtor, or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1.

Name	Address	Class of Share	Percentage
40 North Investments LP	9 West 57th Street, 30th Floor New York, NY 10019 Attn: Michael Bonnici	Common	13.8%
Alettar LLC	9 West 57th Street 30th Floor New York, NY 10019	Common	13.8%
HFI V, LP	Heinz Family Office 625 Liberty Avenue Suite 3200 Pittsburgh, PA 15222 Attn: Andrew Eberhart and Bret Doverspike	Common	11.1%
KPCB Holding, Inc.	2750 Sand Hill Road Menlo Park, CA 94025 Attention: William Joy and John Denniston	A-1 Preferred	100.0%

¹ The Debtor in this chapter 11 cases and the last four digits of the Debtor's U.S. tax identification number is Aquion Energy, Inc. (1370). The Debtor's headquarters is located at 32 39th Street, Pittsburgh, PA, 15201.

KPCB Holding, Inc.	2750 Sand Hill Road Menlo Park, CA 94025 Attention: William Joy and John Denniston	A-2 Preferred	100.0%
KCPB Holding, Inc.	2750 Sand Hill Road Menlo Park, CA 94025 Attention: William Joy and John Denniston	Series B Preferred	100.0%
KPCB Holding, Inc.	2750 Sand Hill Road Menlo Park, CA 94025 Attention: William Joy and John Denniston	Series C Preferred	34.0%
Foundation Capital VI, LLP	250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series C Preferred	33.6%
Advanced Technology Ventures VII, L.P.	500 Boylston Street Suite 1380 Boston, MA 02116 Attention: William Wiberg	Series C Preferred	23.5%
Onwell Enterprise Holdings, Inc.	c/o 25th Floor, DCH Commercial Centre, 25 Westlands Road, Quarry Bay, Hong Kong	Series D Preferred	23.5%
Tao, LLC	1 Letterman Dr Bldg C Suite 420 San Francisco, CA 94129	Series D Preferred	17.6%
Gates Ventures, LLC	2365 Carillon Point Kirkland, WA 98033 Attn: General Counsel	Series D Preferred	16.4%
Onwell Enterprise Holdings, Inc.	c/o 25th Floor, DCH Commercial Centre, 25 Westlands Road, Quarry Bay, Hong Kong	Series D Warrant	25.3%
Batios Holdings, Limited	White Summers Caffee & James LLP 541 Jefferson Ave., Suite 100 Redwood City, CA 94063	Series D Warrant	16.9%
DNS-AQN, LLC	71 South Wacker Drive, Suite 4700 Chicago, IL 60606 Attention: Michael A. Pucker	Series E Preferred	26.3%

	Copy to: Latham & Watkins LLP 330 North Wabash Avenue, Suite 2800 Chicago, IL 60611 Attention: Scott Hairston		
Total Energy Ventures International, S.A.S	2 place Jean Millier – La Défense 6, 92078 Paris La Défense Cedex, France Attention: Edouard Bulteau	Series E Preferred	14.4%
Constellation NewEnergy, Inc.	100 Constellation Way, Suite 500 C Baltimore MD 21202 Attention: Michael Smith	Series E Preferred	13.2%
Constellation NewEnergy, Inc.	100 Constellation Way, Suite 500 C Baltimore MD 21202 Attention: Michael Smith	Series E Warrant	50.0%
Total Energy Ventures International, S.A.S	2 place Jean Millier – La Défense 6, 92078 Paris La Défense Cedex, France Attention: Edouard Bulteau	Series E Warrant	50.0%
DNS-AQN, LLC	71 South Wacker Drive, Suite 4700 Chicago, IL 60606 Attention: Michael A. Pucker Copy to: Latham & Watkins LLP 330 North Wabash Avenue, Suite 2800 Chicago, IL 60611 Attention: Scott Hairston	Series F-1 Warrant	31.0%
Constellation NewEnergy, Inc.	100 Constellation Way, Suite 500 C Baltimore MD 21202 Attention: Michael Smith	Series F-1 Warrant	18.1%
Gates Ventures, LLC	2365 Carillon Point Kirkland, WA 98033 Attn: General Counsel	Series F-1 Warrant	10.8%

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

In re:

AQUION ENERGY, INC.,¹

Debtor.

Chapter 11

Case No. 17-____ (____)

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case:

[List Begins on Following Page]

¹ The Debtor in this chapter 11 cases and the last four digits of the Debtor's U.S. tax identification number is Aquion Energy, Inc. (1370). The Debtor's headquarters is located at 32 39th Street, Pittsburgh, PA, 15201.

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
40 North Investments LP 9 West 57th Street, 30th Floor New York, NY 10019	Series D Warrant	230,102	Equity
40 North Investments LP 9 West 57th Street, 30th Floor New York, NY 10019 Attn: Michael Bonnici	Common	575,254	Equity
Advanced Technology Ventures VIII, L. P. 500 Boylston Street, Suite 1380 Boston, MA 02116 Attention: William Wiberg	Series C Preferred	1,899,256	Equity
Advanced Technology Ventures VIII, L.P. 500 Boylston Street, Suite 1380 Boston, MA 02116	Series D Warrant	46,021	Equity
Advanced Technology Ventures VIII, L.P. 500 Boylston Street, Suite 1380 Boston, MA 02116 Attention: William Wiberg	Series D Preferred	135,760	Equity
Advanced Technology Ventures VIII, L.P. 500 Boylston Street, Suite 1380 Boston, MA 02116 Attention: William Wiberg	Series D Preferred	94,341	Equity
Advanced Technology Ventures VIII, L.P. 500 Boylston Street, Suite 1380 Boston, MA 02116	Series F-1 Preferred	143,111	Equity
Advanced Technology Ventures VIII, L.P. 500 Boylston Street Suite 1380 Boston, MA 02116	Series F-1 Preferred	103,972	Equity
Alettat LLC 9 West 57th Street 30th Floor New York, NY 10019	Common	575,254	Equity
Alettat LLC 9 West 57th Street 30th Floor New York, NY 10019	Series D Warrant	230,102	Equity
Andre T. Heinz Trust BNY Mellon Wealth Management BNY Mellon Center, Suite 3840 Pittsburgh, PA 15258-0001	Series D Warrant	46,021	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Andre T. Heinz Trust BNY Mellon Wealth Management BNY Mellon Center, Suite 3840 Pittsburgh, PA 15258-0001 Attn: Robert A. Haas	Series F-1 Preferred	26,606	Equity
Andre T. Heinz Trust Heinz Family Office 625 Liberty Avenue Suite 3200 Pittsburgh, PA 15222 Attn: Andrew Eberhart and Bret Doverspike	Series D Preferred	230,101	Equity
Batios Holdings Limited Attention: Inna Efimchik White Summers Caffee & James LLP 541 Jefferson Ave., Suite 100 Redwood City, CA 94063	Series F-1 Preferred	79,739	Equity
Batios Holdings Limited Trident Chambers PO BOX 146 Road Town, Tortola British Virgin Islands Attn: Costas Hadjicosti	Series D Preferred	690,305	Equity
Batios Holdings Limited White Summers Caffee & James LLP 541 Jefferson Ave., Suite 100 Redwood City, CA 94063	Series D Warrant	1,000,000	Equity
BNP Paribas S.A. 3 Rue d' Antin 75002 Paris France Attention: Yann Lagalaye	Series F-1 Preferred	1,581,340	Equity
Brandon Thomas Moore 1849 Elmdale Road Pittsburgh, PA 15205	Common	1,100	Equity
CapX Fund IV L.P. 155 North Wacker Drive Chicago, IL 60606	Series D Warrant	124,255	Equity
CapX Fund IV L.P. 155 North Wacker Drive Chicago, IL 60606 Attention: Michael Maino	Series E Preferred	275,900	Equity
CapX Fund IV L.P. 155 North Wacker Drive, Suite 1760 Chicago, IL 60606 Attn: Jeffry S. Pfeffer	Series F-1 Preferred	31,864	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Carnegie Mellon University Technology Transfer Office 5000 Forbes Avenue Pittsburgh, PA 15213 Attn: Robert Wooldridge, Director	Common	280,000	Equity
Christina J. Deasy 108 Brandon Court Pittsburgh, PA 15237	Common	10,039	Equity
Christina L. Marsico 7716 Cannon Street Pittsburgh, PA 15218	Common	87	Equity
Cindy Lou Matson 433 Ross Mountain Park Road New Florence, PA 15944	Common	57	Equity
ClearSky Power & Technology Fund I LLC 700 Universe Boulevard Jumeau Beach, FL 33408 Attn: Nick-Anthony Buford	Series F-1 Preferred	39,857	Equity
ClearSky Power & Technology Fund I LLC 700 Universe Boulevard Juno Beach, FL 33408	Series D Warrant	575,254	Equity
ClearSky Power & Technology Fund I LLC 700 Universe Boulevard Juno Beach, FL 33408	Series D Warrant	69,031	Equity
ClearSky Power & Technology Fund I LLC 700 Universe Boulevard Juno Beach, FL 33408 Attn: Managing Directors	Series D Preferred	103,545	Equity
ClearSky Power & Technology Fund I LLC 700 Universe Boulevard Juno Beach, FL 33408 Attn: Managing Directors	Series D Preferred	241,607	Equity
Constellation NewEnergy, Inc. 100 Constellation Way, Suite 500 C Baltimore MD 21202	Series E Warrant	459,833	Equity
Constellation NewEnergy, Inc. 100 Constellation Way, Suite 500 C Baltimore MD 21202	Series F-1 Warrant	79,068	Equity

Aquiou Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Constellation NewEnergy, Inc. 100 Constellation Way, Suite 500 C Baltimore MD 21202 Attention: Michael Smith	Series E Preferred	1,149,583	Equity
Constellation NewEnergy, Inc. 100 Constellation Way, Suite 500 C Baltimore MD 21202 Attention: Vice President, Technology Ventures	Series F-1 Preferred	593,002	Equity
Constellation NewEnergy, Inc. 100 Constellation Way, Suite 500 C Baltimore MD 21202 Attn: Vice President, Technology Ventures	Series F-1 Preferred	790,669	Equity
Constellation NewEnergy, Inc. 100 Constellation Way, Suite 500 C Baltimore MD 21202 Attn: Vice President, Technology Ventures	Series F-1 Preferred	197,667	Equity
Corey Roemer 211 Elizabeth Street Pittsburgh, PA 15209	Common	53	Equity
David H. Wells 1100 Madison Avenue #7G New York, NY 10028	Series E Preferred	11,495	Equity
David H. Wells 339 Filbert Street San Francisco, CA 94133	Series F-1 Preferred	1,344	Equity
DNS-AQN, LLC 101 South Reid Street, Suite 307 (Office 313) Sioux Falls, SD 57103	Series F-1 Preferred	1,354,208	Equity
DNS-AQN, LLC 101 South Reid Street, Suite 307 (Office 313) Sioux Falls, SD 57103	Series F-1 Preferred	197,667	Equity
DNS-AQN, LLC 71 South Wacker Drive, Suite 4700 Chicago, IL 60606	Series F-1 Warrant	135,422	Equity
DNS-AQN, LLC 71 South Wacker Drive, Suite 4700 Chicago, IL 60606 Attention: Michael A. Pucker	Series E Preferred	2,299,167	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Donald E. Humphreys 6621 Candies Creek Ridge Road Charleston, TN 37310	Common	231,466	Equity
Edward Samuel Lynch-Bell 608/2-10 Plenty Road Preston, VIC, 3072 Australia	Common	27,010	Equity
Ethan Michael Bishop 808 East End Avenue, Apt. 2 Pittsburgh, PA 15221	Common	27	Equity
Foundation Capital VI Principals Fund, L.L.C. 250 Middlefield Road Menlo Park, CA 94025	Series D Warrant	1,018	Equity
Foundation Capital VI Principals Fund, L.L.C. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series C Preferred	30,415	Equity
Foundation Capital VI Principals Fund, L.L.C. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series C Preferred	7,604	Equity
Foundation Capital VI Principals Fund, L.L.C. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series D Preferred	3,012	Equity
Foundation Capital VI Principals Fund, L.L.C. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series D Preferred	2,072	Equity
Foundation Capital VI Principals Fund, L.L.C. 250 Middlefield Road Menlo Park, CA 94025 Attn: David Armstrong	Series F-1 Preferred	2,183	Equity
Foundation Capital VI Principals Fund, L.L.C. 250 Middlefield Road Menlo Park, CA 94025 Attn: Steve Vassallo	Series F-1 Preferred	2,794	Equity
Foundation Capital VI, L.P. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series C Preferred	680,532	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Foundation Capital VI, L.P. 250 Middlefield Road Menlo Park, CA 94025	Series D Warrant	91,025	Equity
Foundation Capital VI, L.P. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series C Preferred	2,722,131	Equity
Foundation Capital VI, L.P. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series D Preferred	269,658	Equity
Foundation Capital VI, L.P. 250 Middlefield Road Menlo Park, CA 94025 Attention: David Armstrong	Series D Preferred	185,461	Equity
Foundation Capital VI, L.P. 250 Middlefield Road Menlo Park, CA 94025 Attn: David Armstrong	Series F-1 Preferred	195,483	Equity
Foundation Capital VI, L.P. 250 Middlefield Road Menlo Park, CA 94025 Attn: Steve Vassallo	Series F-1 Preferred	250,021	Equity
Gates Ventures, LLC 2365 Carillon Point Kirkland, WA 98033	Series D Warrant	460,204	Equity
Gates Ventures, LLC 2365 Carillon Point Kirkland, WA 98033	Series F-1 Warrant	46,957	Equity
Gates Ventures, LLC 2365 Carillon Point Kirkland, WA 98033 Attn: General Counsel	Series D Preferred	690,305	Equity
Gates Ventures, LLC 2365 Carillon Point Kirkland, WA 98033 Attn: General Counsel	Series D Preferred	1,610,713	Equity
Gates Ventures, LLC 2365 Carillon Point Kirkland, WA 98033 Attn: General Counsel	Series E Preferred	356,370	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Gates Ventures, LLC 2365 Carillon Point Kirkland, WA 98033 Attn: General Counsel	Series F-1 Preferred	782,600	Equity
Gates Ventures, LLC 2365 Carillon Point Kirkland, WA 98033 Attn: General Counsel	Series F-1 Preferred	156,552	Equity
Gentry-Aquion Energy Investment I LLC 205 N. Michigan Ave. Suite 3770 Chicago, IL 60601 Attn: Larry Aschebrook	Series D Preferred	360,083	Equity
Gentry-Aquion Energy Investment I LLC 205 N. Michigan Avenue Suite 3770 Chicago, IL 60601 Attn: Larry Aschebrook	Series D Preferred	10,575	Equity
Gentry-Aquion Energy Investment I LLC 205 North Michigan Avenue, Suite 3770 Chicago, IL 60601	Series D Warrant	72,017	Equity
Gentry-Aquion Energy Investment I LLC 205 North Michigan Avenue, Suite 3770 Chicago, IL 60601	Series D Warrant	2,115	Equity
Gentry-Aquion Energy Investment I LLC 205 North Michigan Avenue, Suite 3770 Chicago, IL 60601 Attn: Thomas B. Raterman	Series F-1 Preferred	42,814	Equity
Geoffrey Hurd 1059 N. Negley Avenue, Apt. 5 Pittsburgh, PA 15206	Common	25	Equity
Gregory Glovach 29 Burnham Road Lowell, MA 01852	Common	6,250	Equity
HFI V, LP Heinz Family Office 625 Liberty Avenue Suite 3200 Pittsburgh, PA 15222	Series D Warrant	184,082	Equity
HFI V, LP Heinz Family Office 625 Liberty Avenue Suite 3200 Pittsburgh, PA 15222 Attn: Andrew Eberhart and Bret Doverspike	Common	460,203	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Horizon Technology Finance Corporation 1101 Horizon Drive PO Box 4290 Lawrence, KS 66046-1290	Series D Warrant	57,525	Equity
Horizon Technology Finance Corporation 1101 Horizon Drive PO Box 4290 Lawrence, KS 66046-1290	Series D Warrant	57,525	Equity
Jacob A. Schurer 261 Rockdale Road Butler, PA 16002	Common	43	Equity
Jay Whitacre 5859 Aylesboro Avenue Pittsburgh, PA 15217	Common	1,820,000	Equity
John A Swanson Revocable Trust U/A 9/10/02 1551 Saint James Circle The Villages, FL 32162	Series F-1 Preferred	395,333	Equity
John A Swanson Revocable Trust U/A 9/10/02 1551 Saint James Circle The Villages, FL 32162	Series F-1 Preferred	39,533	Equity
John A Swanson Revocable Trust U/A 9/10/02 1551 Saint James Circle The Villages, FL 32162	Series F-1 Warrant	39,533	Equity
KPCB Holdings, Inc., as Nominee 2750 Sand Hill Road Menlo Park, CA 94025	Series A-1 Preferred	2,333,331	Equity
KPCB Holdings, Inc., as Nominee 2750 Sand Hill Road Menlo Park, CA 94025	Series A-2 Preferred	1,166,669	Equity
KPCB Holdings, Inc., as Nominee 2750 Sand Hill Road Menlo Park, CA 94025	Series B Preferred	6,751,113	Equity
KPCB Holdings, Inc., as Nominee 2750 Sand Hill Road Menlo Park, CA 94025	Series D Warrant	138,061	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
KPCB Holdings, Inc., as Nominee 2750 Sand Hill Road Menlo Park, CA 94025 Attention: William Joy and John Denniston	Series C Preferred	2,752,546	Equity
KPCB Holdings, Inc., as Nominee 2750 Sand Hill Road Menlo Park, CA 94025 Attention: William Joy and John Denniston	Series D Preferred	408,430	Equity
KPCB Holdings, Inc., as Nominee 2750 Sand Hill Road Menlo Park, CA 94025 Attention: William Joy and John Denniston	Series D Preferred	281,874	Equity
KPCB Holdings, Inc., as nominee 2750 Sand Hill Road Menlo Park, CA 94025 Attn: Paul Vronsky	Series F-1 Preferred	593,002	Equity
KPCB Holdings, Inc., as nominee 2750 Sand Hill Road Menlo Park, CA 94025 Attn: William Joy & John Denniston	Series F-1 Preferred	395,333	Equity
Kuwait Investment Authority P.O Box 64, Safat 13001, Kuwait Attention: Farouk A. Bastaki, Executive Director, Alternative Investment	Series F-1 Preferred	5,930,025	Equity
Kuwait Investment Authority P.O Box 64, Safat 13001, Kuwait Attention: Farouk A. Bastaki, Executive Director, Alternative Investment	Series F-1 Preferred	790,670	Equity
Laura Herbeck c/o Bea Herbeck Belnap 2359 Railroad Street, Apt. 2524 Pittsburgh, PA 15222	Common	211	Equity
Mark Neville 6172 Island Lake Drive Brighton, MI 48116-9527	Common	9,644	Equity
Meisha L. Watkins 1866 Morningside Avenue Pittsburgh, PA 15206	Common	120	Equity
Michael A. Eshoo 1004 W. Galer Street Seattle, WA 98119	Common	15,431	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Onwell Enterprises Holding Inc. c/o 25th Floor, DCH Commercial Centre, 25 Westlands Road, Quarry Bay, Hong Kong	Series D Preferred	2,301,019	Equity
Onwell Enterprises Holding Inc. c/o 25th Floor, Berkshire House 25 Westlands Road Quarry Bay Hong Kong	Series F-1 Preferred	395,335	Equity
Onwell Enterprises Holding Inc. c/o 25th Floor, Berkshire House 25 Westlands Road Quarry Bay Hong Kong	Series F-1 Preferred	593,002	Equity
Onwell Enterprises Holding Inc. c/o 25th Floor, Berkshire House 25 Westlands Road Quarry Bay Hong Kong	Series E Preferred	275,900	Equity
Onwell Enterprises Holding Inc. c/o 25th Floor, Berkshire House 25 Westlands Road Quarry Bay Hong Kong	Series F-1 Preferred	118,600	Equity
Onwell Enterprises Holding Inc. c/o 25th Floor, DCH Commercial Centre 25 Westlands Road Quarry Bay, Hong Kong	Series D Warrant	460,204	Equity
Onwell Enterprises Holding Inc. c/o 25th Floor, DCH Commercial Centre 25 Westlands Road Quarry Bay, Hong Kong	Series D Warrant	1,500,000	Equity
Onwell Enterprises Holding Inc. c/o 25th Floor, DCH Commercial Centre 25 Westlands Road Quarry Bay, Hong Kong Attention: Andy Yung	Series E Preferred	229,916	Equity
Prelude Fund, LP One Ferry Building, Suite 300 San Francisco, CA 94111	Series D Warrant	46,021	Equity
Prelude Fund, LP One Ferry Building, Suite 300 San Francisco, CA 94111 Attn: Tim Woodward	Series D Preferred	230,101	Equity
Prelude Fund, LP One Ferry Building, Suite 300 San Francisco, CA 94111 Attn: Tim Woodward	Series E Preferred	459,833	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Prelude Fund, LP One Ferry Building, Suite 300 San Francisco, CA 94111 Attn: Tim Woodward	Series F-1 Preferred	143,507	Equity
Prelude Fund, LP One Ferry Building, Suite 300 San Francisco, CA 94111 Attn: Tim Woodward	Series F-1 Preferred	118,600	Equity
Prime Overseas Investments and Enterprises SA Attendus Trust Company AG Bahnhofstrasse 12 PO Box 1551 6301 Zug Switzerland	Series F-1 Preferred	270,841	Equity
Prime Overseas Investments and Enterprises SA Attendus Trust Company AG Bahnhofstrasse 12 PO Box 1551 6301 Zug Switzerland	Series F-1 Warrant	27,084	Equity
Prime Overseas Investments and Enterprises SA Attendus Trust Company AG Bahnhofstrasse 12 PO Box 1551 6301 Zug, Switzerland	Series E Preferred	459,833	Equity
Quelcy T. Kogel 3210 Dobson Street, #3 Pittsburgh, PA 15219	Common	121	Equity
Rachel Liggett 922 Limestone Drive Allison Park, PA 15101	Common	100	Equity
Riyadh Valley Company PO Box 90076 Riyadh 11613 Kingdom of Saudi Arabia Attn: Dr. Khalid Al-Saleh	Series F-1 Preferred	1,581,340	Equity
Salix Investments, LLC 110 NW 2nd Street, Suite 300 Bentonville, AR 72712	Series F-1 Warrant	40,626	Equity
Salix Investments, LLC 110 NW 2nd Street, Suite 300 Bentonville, AR 72712 Attention: Marissa Nevill	Series E Preferred	689,750	Equity
Salix Investments, LLC 110 NW 2nd Street, Suite 300 Bentonville, AR 72712 Attn: Marissa Nevill	Series F-1 Preferred	406,261	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Shell Technology Ventures LLC 150 N. Dairy Ashford Houston, Texas 77079	Series F-1 Preferred	270,841	Equity
Shell Technology Ventures LLC 150 N. Dairy Ashford Houston, Texas 77079	Series F-1 Warrant	27,084	Equity
Shell Technology Ventures LLC 910 Louisiana St. Houston, Texas 77002 Attention: Henrik Holland	Series E Preferred	459,833	Equity
Silicon Valley Bank 5 Radnor Corporate Center 100 Matsonford Road Radnor, PA 19807	Series D Warrant	57,525	Equity
Sneha Shanbhag 213 Valley Road Pittsburgh, PA 15215	Common	2,000	Equity
Sylvia McFadden 204 Westcombe Park West Henrietta, NY 14586	Common	1,166	Equity
Tao Invest LLC Tao Capital Partners LLC 1 Letterman Drive Suite C4-420 San Francisco, CA 94129	Series F-1 Preferred	395,333	Equity
Tao, LLC 1 Letterman Dr Bldg C Suite 420 San Francisco, CA 94129	Series D Preferred	1,725,764	Equity
Tao, LLC 1 Letterman Dr Bldg C Suite 420 San Francisco, CA 94129	Series D Warrant	345,153	Equity
Tao, LLC 1 Letterman Dr Bldg C Suite 420 San Francisco, CA 94129 Attention: Nicholas J. Pritzker	Series E Preferred	459,833	Equity
Techview Investments Ltd. Lyford Cay House 6th Floor PO Box N7776 Slot 193 Nassau, N.P. The Bahamas	Series F-1 Preferred	270,841	Equity

Aquion Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Techview Investments Ltd. Lyford Cay House 6th Floor PO Box N7776 Slot 193 Nassau, N.P., The Bahamas	Series E Preferred	459,833	Equity
Techview Investments Ltd. Lyford Cay House 6th Floor PO Box N7776 Slot 193 Nassau, N.P., The Bahamas	Series F-1 Warrant	27,084	Equity
Theodore Alan Wiley 44 Prince Street, #44 Cambridge, MA 02139	Common	51,724	Equity
Timothy R. Schwertfeger 1550 N. State Pkwy. Chicago, IL 60610	Series D Warrant	46,021	Equity
Timothy R. Schwertfeger 1550 N. State Pkwy. Chicago, IL 60610	Series F-1 Preferred	138,365	Equity
Timothy R. Schwertfeger 1550 N. State Pkwy. Chicago, IL 60610	Series F-1 Preferred	39,533	Equity
Timothy R. Schwertfeger 1550 N. State Pkwy. Chicago, IL 60610	Series F-1 Warrant	13,838	Equity
Timothy R. Schwertfeger 1550 N. State Pkwy. Chicago, IL 60610	Series D Preferred	230,101	Equity
Total Energy Ventures International, S.A.S. 2 place Jean Millier – La Défense 6 92078 Paris La Défense Cedex France	Series E Warrant	459,833	Equity
Total Energy Ventures International, S.A.S. 2 place Jean Millier – La Défense 6 92078 Paris La Défense Cedex France	Series F-1 Preferred	118,600	Equity
Total Energy Ventures International, S.A.S. 2 place Jean Millier – La Défense 6 92078 Paris La Défense Cedex France	Series F-1 Preferred	14,149	Equity

Aquiou Energy, Inc
List of Equity Security Holders

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Total Energy Ventures International, S.A.S. 2 place Jean Millier – La Défense 6 92078 Paris La Défense Cedex France Attention: Edouard Bulteau	Series E Preferred	1,149,583	Equity
Tray3, LLC 120 Millview Drive Pittsburgh, PA 15238	Series F-1 Preferred	593,003	Equity
Trinity Capital Fund II, L.P. 2121 West Chandler Boulevard, Suite 103 Chandler, AZ 85224	Series D Warrant	82,836	Equity
TriplePoint Capital LLC 2755 Sand Hill Road Menlo Park, CA 94025	Series C Warrant	19,267	Equity
TriplePoint Ventures 2, LLC 2755 Sand Hill Road, Suite 150 Menlo Park, CA 94025 Attention: Sajal Srivastava	Common	82,576	Equity
William Meanor 326 Belford Court Cranberry Twp., PA 16066	Common	2,557	Equity
William Meanor 326 Belford Court Cranberry Twp., PA 16066	Common	1,664	Equity
William Wedler 531 Gross Street Pittsburgh, PA 15224	Common	2,162	Equity

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

In re:

AQUION ENERGY, INC.,¹

Debtor.

Chapter 11

Case No. 17-____ (____)

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above captioned debtor and its affiliated debtors in possession (collectively, the “Debtors”)² hereby certify that the *Creditor Matrix* submitted herewith contains the names and addresses of the Debtors’ creditors. To the best of the Debtors’ knowledge, the *Creditor Matrix* is complete, correct, and consistent with the Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Creditor Matrix* have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

¹ The Debtor in this chapter 11 cases and the last four digits of the Debtor’s U.S. tax identification number is Aquion Energy, Inc. (1370). The Debtor’s headquarters is located at 32 39th Street, Pittsburgh, PA, 15201.

² The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): American Apparel, LLC (0601); American Apparel (USA), LLC (8940); American Apparel Retail, Inc. (7829); American Apparel Dyeing & Finishing, Inc. (0324); KCL Knitting, LLC (9518); and Fresh Air Freight, Inc. (3870). The address of each of the Debtors is 747 Warehouse Street, Los Angeles, California, 90021.

Fill in this information to identify the case:

Debtor name Aquion Energy, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement**
- List of Equity Holders**
- Certification of Creditor Matrix**

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

Executed on March 8, 2017

x

Suzanne Roski
Signature of individual signing on behalf of debtor

Suzanne Roski
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

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