

United States Bankruptcy Court for the Southern District of Texas	
Name of Debtor: Heritage Power Marketing, LLC Case Number: 23-90038	For Court Use Only Claim Number: 0000010093 File Date: 04/20/2023 15:49:33

Proof of Claim (Official Form 410)

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. With the exception of 503(b)(9), do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

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

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

04/22

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): PJM Settlement, Inc.
 Other names the creditor used with the debtor: _____

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

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

Where should notices to the creditor be sent?

Name PJM Settlement, Inc.
 Address Attn: Eric L. Scherling
Assistant General Counsel
2750 Monroe Blvd.
 City Audubon
 State PA ZIP Code 19403
 Country (if International): _____
 Phone: 267-853-3494
 Email: eric.scherling@pjm.com

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

Name _____
 Address _____

 City _____
 State _____ ZIP Code _____
 Country (if International): _____
 Phone: _____
 Email: _____

4. Does this claim amend one already filed?
 No
 Yes.
 Claim number on court claims register (if known) _____
 Filed on _____
 MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?
 No
 Yes.
 Who made the earlier filing?

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?

No
 Yes.
 Last 4 digits of the debtor's account or any number you use to identify the debtor:

7. How much is the claim?
 \$ 23,902,471.71

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.
 Other Basis _____
 See Addendum-amt. owed PJM Trans Tariff

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 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 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:*
 Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
 Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).
 Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).
 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 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

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

13. Does this claim qualify as an Administrative Expense under 11 U.S.C. § 503(b)(9)?
 No
 Yes. **Amount that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9):** \$ _____

ADDENDUM TO PROOF OF CLAIM OF PJM SETTLEMENT, INC.

***IN RE HERITAGE POWER MARKETING, LLC
CASE NO. 23-90038
CHAPTER 11***

PJM Settlement, Inc. (“PJM Settlement”) files this Proof of Claim to assert its pre-petition claim (the “Claim”) against debtor Heritage Power Marketing, LLC (the “Debtor”).

The gross amount of the Claim is \$37,747,842.34, consisting of: (1) the Non-Performance Charge for the Performance Assessment Intervals (the “PAI Charge”) relating to Winter Storm Elliott in late 2022, in the amount of \$37,151,079.05; (2) interest thereon, in the amount of \$446,724.48; and (3) various other pre-petition charges and adjustments, in the amount of \$150,038.81.

The PAI Charge and related interest have been determined in accordance with the PJM Open Access Transmission Tariff, Attachment DD, section 10A.

PJM Settlement is crediting the Debtor for a bonus (the “PAI Bonus”) that is based on the performance of certain of the Debtor’s generation assets during the Performance Assessment Intervals identified above. The amount of the PAI Bonus to which the Debtor will ultimately be entitled is a function of PJM Settlement’s ongoing collection of similar PAI charges from other PJM market participants and, therefore, is not final. For purposes of this Proof of Claim, PJM Settlement estimates the Debtor’s PAI Bonus, including interest, to be in the amount of \$13,845,370.63.

PJM Settlement therefore asserts its Claim in the amount of \$23,902,471.71.

Reservation of Rights

1. PJM Settlement reserves the right to amend or supplement its Proof of Claim, including but not limited to adjustment of the PAI Charge and the PAI Bonus as circumstances may warrant.
2. PJM Settlement reserves all rights of recoupment and setoff against amounts payable to the Debtor.
3. As the Debtor has access to all information supporting the Claim through PJM tools, and because such information may include confidential or otherwise commercially sensitive information, PJM Settlement is not attaching further detail with this Proof of Claim. PJM Settlement will supply additional materials supporting the Claim to the Debtor as necessary by request directed to its counsel, John T. Carroll, III, jcarroll@cozen.com, (302) 295-2028.