

**IN RE: VERENGO, INC.
CASE NO. 16-12098 (BLS)**

**FREQUENTLY ASKED QUESTIONS (FAQs)
SOLICITATION OF VOTES IN CONNECTION WITH FINAL APPROVAL OF
COMBINED DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN**

1. What are the documents included with the Solicitation Package?

- The Solicitation Package includes documents related to confirmation by the Bankruptcy Court of Verengo's *Second Amended Combined Disclosure Statement and Chapter 11 Plan of Reorganization for Verengo, Inc. Proposed by the Debtor and Debtor in Possession* (the "**Combined Disclosure Statement and Plan**").
- The Combined Disclosure Statement and Plan has two parts:
 - The Disclosure Statement component describes what Verengo hopes to accomplish through its bankruptcy plan as well as the general terms.
 - The Plan component details how Verengo intends to emerge from bankruptcy protection, including how creditors and claims will be treated. One way to look at it is the Plan portion is the legal document and the Disclosure Statement portion explains the legal document.
- The Conditional Approval and Procedures Order.
- The Combined Hearing Notice setting forth the date for the hearing to finally approve the Combined Disclosure Statement and Plan has been set for April 24, 2017 at 1:30 p.m. (Eastern Time).
- A Ballot to accept or reject the Combined Disclosure Statement and Plan along with a pre-addressed, postage prepaid return envelope.
- Verengo's Solicitation Letter from CEO Dan Squiller.

Verengo recommends that all persons and entities entitled to vote on the Combined Disclosure Statement and Plan submit a timely ballot voting to accept the Combined Disclosure Statement and Plan on or before April 19, 2017.

2. Why did I receive this notice?

- The Solicitation Package was sent to everyone that Verengo's records indicate it has done business with, or may have a claim against it.
- Receipt of the Solicitation Package *does not mean* you have a claim against Verengo. Rather you are being sent the Solicitation Package to provide you with an opportunity to review and vote on the Combined Disclosure Statement and Plan.

3. Why should I vote for the Combined Disclosure Statement and Plan?

- Verengo and its advisors believe that the Combined Disclosure Statement and Plan represents the best way to maximize value of its estate. The Plan is the result of months of negotiations with Crius Solar Fulfillment, LLC.
- If the Combined Disclosure Statement and Plan is not confirmed, Verengo could elect to proceed with a sale its assets to Crius or attempt to formulate a different plan. Furthermore, the additional costs of remaining in chapter 11 may be so significant that Verengo may seek to convert the case to a case under chapter 7.

4. How can I read the documents provided for in the Solicitation Package?

- Copies of the documents contained in the Solicitation Package are available free of charge from the Voting Agent at: <http://www.jndla.com/cases/verengo>
- Such documents and pleadings may also be obtained from the Voting Agent upon request by (i) first-class mail, overnight mail, or hand delivery addressed to: Verengo, Inc. Balloting Center, c/o JND Corporate Restructuring, 8269 E. 23rd Avenue, Suite 275 Denver, CO 80238; or (ii) telephoning the Voting Agent at (855) 839-5147.

5. Where can I get a Ballot?

- If you are the Holder of a Claim who believes you are entitled to vote on the Combined Disclosure Statement and Plan, but you did not receive a Ballot or your Ballot is damaged or illegible, or if you have any questions concerning voting procedures, you should contact the Voting Agent.

6. What is the “Objection Deadline”

- If you disagree with the final approval of the Combined Disclosure Statement and confirmation of the Plan, you must file an objection with the bankruptcy court on or before April 19, 2017 at 4:00 p.m. (Eastern Time). Please note that neither Verengo nor the staff of JND Corporate Restructuring, the Voting Agent, is permitted to give legal advice regarding if or how you should file an objection. You will need to obtain your own legal counsel to make this determination.

7. Where can I go for more information?

- If you need additional information beyond the scope of this Q&A, please visit our dedicated restructuring website at <http://www.jndla.com/cases/verengo> or call our dedicated information line at (855) 839-5147.
- Neither Verengo, its legal counsel nor JND are permitted to provide you with legal advice.
- For other legal questions, it is recommended you seek your own legal counsel.