

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

In re:

TARONIS FUELS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11121 (BLS)

(Jointly Administered)

Re: Docket No. 281

**ORDER (I) ESTABLISHING DEADLINES FOR THE FILING
OF PROOFS OF CLAIM AND REQUESTS FOR ALLOWANCE OF
ADMINISTRATIVE EXPENSE CLAIMS, (II) APPROVING THE FORMS AND
MANNER OF NOTICE THEREOF, AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the Debtors, pursuant to sections 501, 502, 503, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002, 3002(a), 3003(c)(3), and 5005(a), and Local Rules 1009-2, 2002-1, and 3003-1(a), for entry of an order (i) establishing deadlines for filing proofs of claim and requests for allowance of administrative expense claims in these Chapter 11 Cases, (ii) approving the forms and manner of notice thereof, and (iii) granting related relief; and this Court having jurisdiction over this matter 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 this is a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and the hearing thereon having been

¹ The Debtors in these chapter 11 cases, along with the last four digits (if any) of each Debtor’s federal tax identification number include: Taronis Fuels, Inc. (7454), MagneGas Welding Supply – West, LLC (6662), Taronis Sub III LLC (5826), MagneGas Welding Supply – South, LLC (8686), MagneGas Real Estate Holdings, LLC (7412), MagneGas IP, LLC (0988), MagneGas Production, LLC (7727), Taronis Sub I LLC (4205), Taronis-TAS, LLC (2356), Taronis-TAH, LLC (3542), and Taronis Sub II LLC (9673). The location of the Debtors’ service address in these chapter 11 cases is 24980 N. 83rd Avenue, Suite 100, Peoria, Arizona 85383.

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

given as set forth in the Motion; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and it appearing that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit (as defined in section 101(27) of the Bankruptcy Code) that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against any of the Debtors shall file a separate Proof of Claim or Payment Request, as applicable, in the bankruptcy case of each Debtor against which a claim is asserted; provided, however, that the Debtors may agree in writing to permit a claimant to file a Proof of Claim or Payment Request, as applicable, asserting a claim against more than one Debtor, if such Proof of Claim or Payment Request clearly identifies the Debtors and liabilities of each.
3. Proofs of Claim or Payment Requests shall be filed by the holder of the claim (the “Creditor”) or an authorized representative of the Creditor. Any Proof of Claim or Payment Request submitted by an authorized representative of the Creditor shall state the basis for such authorization. Any person seeking to file a Proof of Claim or Payment Request on behalf of a Creditor without express written authorization shall seek authorization from this Court prior to the applicable Bar Date.

4. **General Bar Date.** Except as otherwise provided herein, any person or entity (excluding any governmental unit) asserting a claim against the Debtors in these Chapter 11 Cases, including any claim arising under section 503(b)(9) of the Bankruptcy Code, shall file a completed and executed Proof of Claim, substantially in the form attached hereto as **Exhibit 2**, so that it is received, as provided in paragraphs 9 – 11 below, by DRC, the Court-approved claims and noticing agent in these Chapter 11 Cases, on or before the General Bar Date to be designated by the Debtors, which shall be thirty (30) days after service of the Bar Date Notice at 5:00 p.m. (prevailing Eastern Time). The Debtors shall include the designated General Bar Date in the Bar Date Notice and shall file the Bar Date Notice making the designated General Bar Date a matter of record. The Debtors are authorized, but not required, to agree to extend the General Bar Date for any claimant by written stipulation filed with this Court in advance of the General Bar Date.

5. **Administrative Claim Bar Date.** Except as otherwise provided herein, any person or entity that holds or wishes to assert an administrative expense claim pursuant to section 503(b) of the Bankruptcy Code (except those claims arising under section 503(b)(9)) that arose during the period from the Petition Date through and including February 10, 2023, shall file a completed and executed Payment Request, substantially in the form attached hereto as **Exhibit 3**, so that it is received, as provided in paragraphs 9 – 11 below, by DRC on or before the Administrative Claim Bar Date to be designated by the Debtors, which shall be thirty (30) days after service of the Bar Date Notice at 5:00 p.m. (prevailing Eastern Time). The Debtors shall include the designated Administrative Claim Bar Date in the Bar Date Notice and shall file the Bar Date Notice making the designated Administrative Claim Bar Date a matter of record. The Debtors are authorized, but not required, to agree to extend the Administrative Bar Date for any claimant by written stipulation filed with this Court in advance of the Administrative Claim Bar Date.

6. **Governmental Bar Date.** All governmental units (as defined in section 101(27) of the Bankruptcy Code) asserting claims against one or more of the Debtors shall file completed and executed Proofs of Claim, substantially in the form attached hereto as **Exhibit 2**, so they are received, as provided in paragraphs 9 – 11 below, by DRC on or before 5:00 p.m. (prevailing Eastern Time) on May 10, 2023.

7. **Amended Schedule Bar Date.** If, on or after the date on which the Debtors serve the Bar Date Notice, the Debtors amend or supplement their Schedules to (a) change the amount, nature, classification or characterization of a claim, or (b) add a new claim to the Schedules, the affected claimant shall file a completed and executed Proof of Claim, substantially in the form attached hereto as **Exhibit 2**, or amend any previously-filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is received, as provided in paragraphs 9 – 11 below, by DRC on or before the later of (a) the General Bar Date and (b) twenty-one (21) days after the claimant is served with notice of the applicable amendment or supplement to the Schedules. If the Debtors amend their Schedules with respect to the claim of a governmental unit, the affected governmental unit shall be permitted to dispute the amount, nature, classification, or characterization of the scheduled claim by filing with DRC a completed and executed Proof of Claim, substantially in the form attached hereto as **Exhibit 2**, on or before the later of (a) the Governmental Bar Date and (b) twenty-one (21) days after the governmental unit is served with notice of the applicable amendment or supplement to the Schedules.

8. **Rejection Bar Date.** In the event that the Debtors reject executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, completed and executed Proofs of Claim, substantially in the form attached hereto as **Exhibit 2**, shall be filed in connection with any rejection damages claims so that they are received, as provided in paragraphs 9 and 10 below,

by DRC on or before the later of (a) the General Bar Date and (b) thirty days after the effective date of such rejection established in the Court order authorizing such rejection (the “Rejection Bar Date”). Persons or entities asserting claims with respect to contracts or leases that are not related to rejection damages claims must file Proofs of Claim on account of such claims by the General Bar Date.

9. Proofs of Claim and Payment Requests must be sent (a) by mail to DRC at: Donlin, Recano & Company, Inc., Re Taronis Fuels, Inc. *et al.* P.O Box 199043, Blythebourne Station, Brooklyn, NY 11219; (b) by overnight mail, courier, or hand delivery to DRC at: Donlin, Recano & Company, Inc., Re: Taronis Fuels, Inc., *et al.* 6201 15th Avenue, Brooklyn, NY 11219; or (c) electronically by submitting a Proof of Claim or Payment Request through DRC’s website, <https://www.donlinrecano.com/Clients/tfi/FileClaim>.

10. Proofs of Claim and Payment Requests sent by mail, overnight mail, courier, or hand delivery in paper must be original and contain original signatures.

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

12. Except as set forth in paragraphs 9 and 10 above, DRC shall not accept Proofs of Claim or Payment Requests by facsimile, telecopy, email, or other electronic submission, and Proofs of Claim or Payment Requests submitted by such means shall not be deemed timely filed.

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

- a) any person or entity that already has filed a Proof of Claim against the correct Debtor(s) with DRC or the Clerk of the in a form substantially similar to Official Bankruptcy Form B 410;
- b) any person or entity whose claim is listed on the Debtors' Schedules or any amendments thereto; unless (i) the claim is scheduled as "disputed," "contingent," or "unliquidated;" (ii) the claimant disagrees with the amount, nature and/or priority of the claim as set forth in the Schedules; or (iii) the claimant disputes that the claim is an obligation of the particular Debtor against which the claim is listed in the Schedules. In the case of either (i), (ii), or (iii), a Proof of Claim must be filed on or before the applicable Bar Date;
- c) professionals retained by the Debtors, pursuant to orders of the Court, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
- d) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors;
- e) a holder of a claim that has previously been allowed by order of the Court;
- f) a holder of a claim that has been paid in full by the Debtors or any other party;
- g) a holder of a claim for which a specific deadline to file a Proof of Claim previously has been fixed by the Court;
- h) any Debtor having a claim against another Debtor;
- i) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit and the Debtors have in fact honored such claim; provided, however, that a current or former employee must submit a Proof of Claim by the General Bar Date for all other claims, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance, or any other litigation or pre-litigation claim; and
- j) a holder of a claim arising under the Prepetition Loan Agreement and/or Term Note; provided, that the Prepetition Lender, or authorized agent, is authorized, but not directed or required, to file one master Proof of Claim on behalf of themselves, on account of

any and all of the respective claims arising under the Prepetition Loan Agreement and/or Term Note. The Prepetition Lender, or authorized agent, shall not be required to attach any instruments, agreements, or other documents evidencing the obligations owing by each of the Debtors to the Prepetition Lender, which instruments, agreements, or other documents will be provided upon written request to counsel to the Prepetition Lender, or agent.

14. Additionally, the following claims are not required to be filed on or before the Administrative Claim Bar Date:

- a) Administrative Expense Claims that (i) have been previously paid by the Debtors in the ordinary course of the Debtors' business or (ii) have otherwise been allowed by order of the Court;
- b) Administrative Expense Claims previously filed with DRC or the Court;
- c) Administrative Expense Claims held by a person or entity that filed a motion requesting allowance of such Administrative Expense Claim prior to the date hereof;
- d) Administrative Expense Claims of any professional retained and employed by the Debtors pursuant to sections 327, 328, or 1103 of the Bankruptcy Code, including any ordinary course of business professionals retained, pursuant to an order of this Court approving the employment of ordinary course business professionals, for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date;
- e) claims for fees payable to the Clerk of this Court;
- f) fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717; and
- g) Administrative Expense Claims arising after February 10, 2023.

15. Unless otherwise agreed by the Debtors in writing, any entity asserting claims against more than one Debtor must file a separate Proof of Claim or Payment Request, as applicable, with respect to each such Debtor on or before the applicable Bar Date. In addition, any entity filing a Proof of Claim or Payment Requests must identify the particular Debtor against which its claim is being asserted.

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

17. Any person or entity that is required to file a timely Proof of Claim or Payment Request in the form and manner specified by this Order and who fails to do so on or before the Bar Date associated with such claim: (a) may be forever barred, estopped, and enjoined from asserting such claim against the Debtors, their estates, or property of the Debtors, or thereafter filing a Proof of Claim with respect thereto in these Chapter 11 Cases, unless otherwise ordered by this Court; (b) may not, with respect to such claim, be treated as a Creditor of the Debtors for the purposes of voting upon any plan in these proceedings; and (c) may not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim, without further order of this Court.

18. The Bar Date Notice, substantially in the form attached hereto as **Exhibit 1**, the Proof of Claim form, substantially in the form attached hereto as **Exhibit 2**, the Payment Request form, substantially in the form attached hereto as **Exhibit 3**, and the Publication Notice, substantially in the form attached hereto as **Exhibit 4**, are hereby approved in all respects.

19. The Bar Date Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known Creditors of the Debtors if it is served, together with the Proof of Claim form and Payment Request form, by first-class U.S. mail, postage prepaid, no later than thirty (30) days before the General Bar Date, to (a) all persons and entities (and their counsel if known) known by the Debtors to be holding potential claims or interests in the Debtors, (b) all parties that have requested notice in these Chapter 11 Cases, (c) all persons or entities listed in the Schedules, (d) all parties to executory contracts and unexpired leases with the Debtors, (e) all

parties to litigation with the Debtors, (f) all parties that have already filed a Proof of Claim or Payment Request against the Debtors, (g) all taxing authorities for the jurisdictions in which the Debtors do business, (h) all governmental units that may have claims against the Debtors, and (i) the United States Trustee.

20. The Debtors shall publish the Publication Notice, substantially in the form attached hereto as **Exhibit 3**, in the national edition of one of the following newspapers: *The Wall Street Journal*, *The New York Times*, or *USA Today*, and, solely in the discretion of the Debtors, a regional publication circulated where substantial portions of the Debtors' business are located, at least once no later than twenty-one (21) days prior to the General Bar Date, which Publication Notice is hereby approved in all respects and which shall be deemed good, adequate, and sufficient notice of the Bar Dates by publication.

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

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

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

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

Dated: February 21st, 2023
Wilmington, Delaware



BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Bar Date Notice

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

In re:

TARONIS FUELS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11121 (BLS)

(Jointly Administered)

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM AND
REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE CLAIMS**

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

TO: ALL POTENTIAL HOLDERS OF CLAIMS AGAINST THE DEBTORS

Please take notice that on November 11, 2022, the above-captioned debtors (the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the U.S. Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), with the United States Bankruptcy Court for the District of Delaware (the “Court”).

Please take further notice that on [____], 2023, the Court entered an order (the “Bar Date Order”)² establishing: (i) [____], **2023 at 5:00 p.m. (prevailing Eastern Time)** (the “General Bar Date”) as the last date and time for each person or entity to file a Proof of Claim in these Chapter 11 Cases (the “Proof of Claim” or “Proofs of Claim,” as applicable), provided that, solely with respect to a governmental unit, the last date and time for such governmental unit to file a Proof of Claim in these Chapter 11 Cases is **May 10, 2023 at 5:00 p.m. (prevailing Eastern Time)** (the “Governmental Bar Date”); and (ii) [____], **2023 at 5:00 p.m. (prevailing Eastern Time)** (the “Administrative Claim Bar Date”) as the last date and time for each person or entity to file a request for allowance of an Administrative Expense Claims (the “Payment Request” or “Payment Requests,” as applicable) arising during the period **from the Petition Date through**

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

and including February 10, 2023. For your convenience, enclosed with this Notice is a Proof of Claim form (the “Proof of Claim Form”) and a Payment Request form (the “Payment Request Form”).

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

Please take further notice that the Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all Claims (the holder of any such Claim, a “claimant”) that arose, or are deemed to have arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, without limitation, Claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code, no matter how remote or contingent.

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

As used in this Notice, the term “Claim” or “Claims” has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtor: (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.

ALL CLAIMS

A. PROOFS OF CLAIM, PAYMENT REQUESTS, AND MANNER OF FILING

i. Proofs of Claim

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

be deemed proper if made by Proof of Claim. **Claims under section 503(b)(9) of the Bankruptcy Code must be filed by the General Bar Date.** Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to Claims that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent, or have not become fixed or liquidated prior to or as of the Petition Date.

1. Claims for Which A Proof of Claim Need Not be Filed

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

- a) any person or entity that already has filed a Proof of Claim against the correct Debtor(s) with DRC or the Clerk of the Court in a form substantially similar to Official Bankruptcy Form B 410;
- b) any person or entity whose claim is listed on the Debtors' Schedules or any amendments thereto; unless (i) the claim is scheduled as "disputed," "contingent," or "unliquidated;" (ii) the claimant disagrees with the amount, nature and/or priority of the claim as set forth in the Schedules; or (iii) the claimant disputes that the claim is an obligation of the particular Debtor against which the claim is listed in the Schedules. In the case of either (i), (ii), or (iii), a Proof of Claim must be filed on or before the applicable Bar Date;
- c) professionals retained by the Debtors, pursuant to orders of the Court, that assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
- d) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors;
- e) a holder of a claim that has previously been allowed by order of the Court;
- f) a holder of a claim that has been paid in full by the Debtors or any other party;
- g) a holder of a claim for which a specific deadline to file a Proof of Claim previously has been fixed by the Court;
- h) any Debtor having a claim against another Debtor;
- i) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit and the Debtors have in

fact honored such claim; provided, however, that a current or former employee must submit a Proof of Claim by the General Bar Date for all other claims, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance, or any other litigation or pre-litigation claim; and

- j) a holder of a claim arising under the Prepetition Loan Agreement and/or Term Note; provided, that the Prepetition Lender, or authorized agent, is authorized, but not directed or required, to file one master Proof of Claim on behalf of themselves, on account of any and all of the respective claims arising under the Prepetition Loan Agreement and/or Term Note. The Prepetition Lender, or authorized agent, shall not be required to attach any instruments, agreements, or other documents evidencing the obligations owing by each of the Debtors to the Prepetition Lender, which instruments, agreements, or other documents will be provided upon written request to counsel to the Prepetition Lender, or authorized agent.

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

ii. Payment Requests

Except as otherwise provided herein, each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that holds or wishes to assert an alleged Administrative Expense Claim against the Debtors' estate that may have arisen during the period from the Petition Date through and including February 10, 2023 **MUST FILE A PAYMENT REQUEST ON OR BEFORE THE ADMINISTRATIVE CLAIM BAR DATE** in order to potentially share in the Debtors' estates.

1. Claims for Which a Payment Request Need Not be Filed

Pursuant to the terms of the Bar Date Order, the Administrative Claim Bar Date does not apply to the following claims:

- a) Administrative Expense Claims that (i) have been previously paid by the Debtors in the ordinary course of the Debtors' business or (ii) have otherwise been allowed by order of the Court;
- b) Administrative Expense Claims previously filed with DRC or the Court;
- c) Administrative Expense Claims held by a person or entity that filed a motion requesting allowance of such Administrative Expense Claim prior to the date hereof;

- d) Administrative Expense Claims of any professional retained and employed by the Debtors pursuant to sections 327, 328, or 1103 of the Bankruptcy Code, including any ordinary course of business professionals retained, pursuant to an order of this Court approving the employment of ordinary course business professionals, for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date;
- e) claims for fees payable to the Clerk of this Court;
- f) fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717; and
- g) Administrative Expense Claims arising after February 10, 2023.

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

iii. Claims Arising from Rejected Executory Contracts or Unexpired Leases

Any person or entity that holds a Claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date and (b) thirty days after the effective date of such rejection established in the Court order authorizing such rejection (the "Rejection Bar Date").

iv. Schedules and Amendments thereto

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

If the Debtors amend their Schedules, then the Bar Date for those creditors affected by any such amendment shall be the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provided written notice to the affected creditor that the Schedules have been amended (the "Amended Schedules Bar Date") and, together with the General Bar Date, Governmental Bar Date, and Rejection Bar Date, the "Bar Dates," and each a "Bar Date").

B. WHEN AND WHERE TO FILE PROOFS OF CLAIM AND PAYMENT REQUESTS

All claimants must submit (by overnight mail, courier service, hand delivery, regular mail or in person) an original, written: (i) Proof of Claim that substantially conforms to the Official Bankruptcy Form No. B 410 or the enclosed Proof of Claim Form; and/or (ii) the Payment Request Form, as applicable, so as to be **actually received** by DRC by no later than 5:00 p.m. (prevailing Eastern Time) on or before the applicable Bar Date at the following address:

(by mail)
Donlin, Recano & Company, Inc.
Re: Taronis Fuels, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

(by overnight mail, courier, or hand delivery)
Donlin, Recano & Company, Inc.
Re: Taronis Fuels, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, claimants may submit a Proof of Claim or Payment Request, as applicable, electronically through the electronic Claims filing system available at <https://www.donlinrecano.com/Clients/tfi/FileClaim>.

Proofs of Claim and Payment Requests will be deemed timely filed only if actually received by DRC on or before the applicable Bar Date. Proofs of Claim and Payment Requests may **not** be delivered by facsimile, telecopy, or electronic mail transmission. Any facsimile, telecopy, or electronic mail submissions will **not** be accepted and will **not** be deemed filed until a Proof of Claim or Payment Request, as applicable, is submitted to DRC by overnight mail, courier service, hand delivery, regular mail or in person or through the electronic filing system described above. Claimants wishing to receive acknowledgment that their original, written Proofs of Claim or Payment Requests, as applicable, were received by DRC must submit (i) a copy of the Proof of Claim or Payment Request, as applicable, and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim or Payment Request, as applicable, sent to DRC).

C. CONTENTS OF A PROOF OF CLAIM AND PAYMENT REQUEST

i. Proofs of Claim

As noted above, the Debtors are enclosing a Proof of Claim Form for use in these Chapter 11 Cases, or you may use another Proof of Claim form that substantially conforms to Official Bankruptcy Form No. B 410. The Proof of Claim Form is available free of charge on DRC's website at <https://www.donlinrecano.com/Clients/tfi/Index>.

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

To be valid, your Proof of Claim **MUST**: (a) be signed by the claimant (which, if submitted electronically, may be satisfied by electronic signature through the electronic Claims filing system described above); (b) be written in the English language; (c) be denominated in lawful currency of the United States; provided that Claims in foreign currency must state the amounts claimed in such foreign currency and must also convert each such amount to United States dollars as of November 11, 2022; (d) conform substantially to the enclosed Proof of Claim Form or Official Form B 410; (e) set forth with specificity the legal and factual basis for the alleged Claim; and (f) include supporting documentation or an explanation as to why such documentation is not available. **You should redact any sensitive information from your supporting documentation prior to filing your Proof of Claim.**

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

ii. Payment Requests

As noted above, the Debtors are enclosing a Payment Request Form for use in these Chapter 11 Cases. The Payment Request Form is available free of charge on DRC's website at <https://www.donlinrecano.com/Clients/tfi/Index>.

Each Payment Request must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) be written English; (iii) denominate the claim in lawful currency of the United States as of the Administrative Claim Bar Date; and (iv) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. Documentation should include both evidence of the nature of the Administrative Expense Claim asserted as well as evidence of the date on which the Administrative Expense Claim arose.

D. CONTINGENT CLAIMS

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

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

**CONSEQUENCES FOR FAILURE TO FILE A
PROOF OF CLAIM AND/OR PAYMENT REQUEST**

Any claimant that is required to file a Proof of Claim and in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order with respect to a particular Claim, but that fails to do so properly by the applicable Bar Date, shall be forever barred, estopped, and enjoined from: (a) asserting such Claim against the Debtors and their estates (or filing a Proof of Claim), and the Debtors and their properties and estates shall be forever discharged from any and all indebtedness or liability with respect to such Claim and (b) voting upon, or receiving distributions under, any chapter 11 plan in these Chapter 11 Cases or otherwise in respect of or on account of such Claim, and such person or entity shall not be treated as a creditor with respect to such Claim for any purpose in these Chapter 11 Cases.

Additionally, any party purportedly holding an Administrative Expense Claim against the Debtors that arose between the Petition Date and February 10, 2023 that is required to file a Payment Request, but fails to do so properly or timely in accordance with the Bar Date Order, shall not, absent further order of the Court, participate in any distribution in these Chapter 11 Cases on account of such Administrative Expense Claim or, in the event that the Chapter 11 Cases are converted, in any case under Chapter 7 of the Bankruptcy Code.

RESERVATION OF RIGHTS

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

ADDITIONAL INFORMATION

The Proof of Claim Form, the Payment Request Form, the Bar Date Order, and all other pleadings filed in these Chapter 11 Cases are available free of charge on DRC's website at <https://www.donlinrecano.com/Clients/tfi/Index>. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims and noticing agent, DRC, by e-mail at tfiinfo@donlinrecano.com, or by calling the toll-free information line at (866) 703-9066.

EXHIBIT 2

Proof of Claim Form

Fill in this information to identify the case:

In re: Taronis Fuels, Inc., et al.

Debtor name: _____

United States Bankruptcy Court for the District of Delaware

Case number: _____

Proof of Claim

Your claim is scheduled by the Debtor as:

Proof of Claim

04/22

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 **other than** a claim arising under section 503(b)(9). All requests for payment of administrative expense claims (other than those arising under section 503(b)(9)), should be made using the Administrative Expense Payment Request Form. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

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

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

Part 1: Identify the Claim

1. Who is the current creditor? Name and address of the creditor.	Name and address of 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?	<input type="checkbox"/> No <input type="checkbox"/> 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: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> 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?	<input type="checkbox"/> No <input type="checkbox"/> 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?	<input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any identification number used: _____ <input type="checkbox"/> No
---	---

7. How much is the claim? \$ _____	Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> 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?	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. </div> <div style="width: 45%;"> Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i>. <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other (describe): _____ </div> </div> <p>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.)</p> <p>Value of property: \$ _____ Amount of the claim that is secured: \$ _____</p> <p>Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____</p> <p>Amount necessary to cure any default as of the date of the petition: \$ _____ Annual interest rate (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable</p>
10. Is this claim based on a lease?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____
12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)? A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority. <small>* 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.</small>	<div style="display: flex; justify-content: space-between;"> <div style="width: 70%;"> <input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. </div> <div style="width: 25%; text-align: right;"> Amount entitled to priority \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ </div> </div>
13. Is all or part of the claim entitled to priority under 11 U.S.C. § 503(b)(9)?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services, and, if applicable, the percentage of alleged value related to services and related to goods, and attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted. \$ _____

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.

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.

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.

Executed on date (MM/DD/YYYY): _____

Signature: _____

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

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

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

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

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A **Proof of Claim** form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent's website (www.donlinrecano.com/taronis) to view the filed form.

Understand the terms used in this form

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

Administrative expense claim under 11 U.S.C. §503(b)(9): Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

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

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

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

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

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

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

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

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

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

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

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

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

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

Offers to purchase a claim

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

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Taronis Fuels, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Taronis Fuels, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your proof of claim may be filed electronically on DRC's website at:
<https://www.donlinrecano.com/Clients/tfi/FileClaim>

Do not file these instructions with your form.

EXHIBIT 3

Payment Request Form

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

In re:)	
)	Chapter 11
)	
TARONIS FUELS, INC., <i>et al.</i> , ¹)	Case No. 22-11121 (BLS)
)	
Debtors.)	(Jointly Administered)
)	
)	
)	

ADMINISTRATIVE EXPENSE PAYMENT REQUEST FORM

**THIS FORM IS TO BE USED ONLY FOR CERTAIN ADMINISTRATIVE EXPENSE
CLAIMS INVOLVING THE DEBTORS AND OCCURRING BETWEEN
NOVEMBER 11, 2022 AND FEBRUARY 10, 2023**

**FOR CLAIMS ARISING BEFORE NOVEMBER 11, 2022 (AND FOR SECTION 503(B)(9)
CLAIMS), USE THE GENERAL PROOF OF CLAIM FORM**

1. Name of claimant: _____

2. Name of Debtor claim asserted against (check only one per claim form):

<p>_____ Taronis Fuels, Inc. (Case No. 22-11121)</p> <p>_____ MagneGas Welding Supply – West, LLC (Case No. 22-11130)</p> <p>_____ Taronis Sub III LLC (Case No. 22-11133)</p> <p>_____ MagneGas Welding Supply – South, LLC (Case No. 22-11135)</p> <p>_____ MagneGas Real Estate Holdings, LLC (Case No. 22-11137)</p> <p>_____ MagneGas IP, LLC (Case No. 22-11140)</p> <p>_____</p>	<p>_____ MagneGas Production, LLC (Case No. 22-11142)</p> <p>_____ Taronis Sub I LLC (Case No. 22-11144)</p> <p>_____ Taronis -TAS, LLC (Case No. 22-11146)</p> <p>_____ Taronis-TAH, LLC (Case No. 22-11147)</p> <p>_____ Taronis Sub II LLC (Case No. 22-11148)</p>
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¹ The Debtors in these chapter 11 cases, along with the last four digits (if any) of each Debtor's federal tax identification number include: Taronis Fuels, Inc. (7454), MagneGas Welding Supply – West, LLC (6662), Taronis Sub III LLC (5826), MagneGas Welding Supply – South, LLC (8686), MagneGas Real Estate Holdings, LLC (7412), MagneGas IP, LLC (0988), MagneGas Production, LLC (7727), Taronis Sub I LLC (4205), Taronis-TAS, LLC (2356), Taronis-TAH, LLC (3542), and Taronis Sub II LLC (9673). The location of the Debtors' service address in these chapter 11 cases is 24980 N. 83rd Avenue, Suite 100, Peoria, Arizona 85383.

3. Nature and description of the claim (you may attach a separate summary):

4. **Date(s) claim arose:** _____5. **Amount of claim:** \$ _____

6. **Documentation supporting the claim must be attached hereto.** Documentation should include both evidence of the nature of the administrative expense claim asserted as well as evidence of the date or dates on which the administrative expense claim arose.

SIGN BELOW:

The person completing this payment request 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 *Payment Request* 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 *Payment Request* 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:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer):

Address:

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Instructions for Payment Request Form

United States Bankruptcy Court

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

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

How to fill out this form

- **Name of Claimant.** Indicate your full name.
- **Indicate Debtor against which you are asserting your request.** Indicate the Debtor against which you assert a payment request by checking the appropriate box. Check only one Debtor per claim form. If you are asserting payment requests against more than one Debtor, you **MUST** file a separate payment request for each debtor.
- **Indicate the nature and basis/description of your claim.**
- **Indicate the date(s) the claim arose.**
- **Indicate the amount of your claim.** Indicate the amount of your claim in lawful currency of the United States as of the Administrative Claim Bar Date.
- **Attach any supporting documents to this form.**
Attach redacted copies of any documents that show that the debt exists. (See the definition of *redaction* on the reverse page.). Documentation should include both evidence of the nature of the administrative expense claim asserted as well as evidence of the date or dates on which the administrative expense claim arose.
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information.** Leave out or redact confidential information both in the claim and in the attached documents.

- **A Payment Request form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the request has been filed

To receive confirmation that the request has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent's website (www.donlinrecano.com/taronis) to view the filed form.

Understand the terms used in this form

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

Creditor: A person, corporation, or other entity to whom a debtor owes a debt.

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

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

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

Do not file these instructions with your form.

**PLEASE SEND COMPLETED ADMINISTRATIVE
EXPENSE PAYMENT REQUEST FORMS TO:**

If sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: Taronis Fuels, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: Taronis Fuels, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

**Alternatively, your payment request may be filed
electronically on DRC's website at:**

<https://www.donlinrecano.com/Clients/tfi/FileClaim>

EXHIBIT 4

Publication Notice

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

In re:

TARONIS FUELS, INC., *et al.*,⁵

Debtors.

Chapter 11

Case No. 22-11121 (BLS)

(Jointly Administered)

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM
AND REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE CLAIMS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

GENERAL BAR DATE: [], 2023 AT 5:00 P.M. (ET)

ADMINISTRATIVE CLAIM BAR DATE: [], 2023 AT 5:00 P.M. (ET)

GOVERNMENTAL BAR DATE: MAY 10, 2023 AT 5:00 P.M. (ET)

On November 11, 2022, the above-captioned debtors (the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the U.S. Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”). The Debtors’ chapter 11 cases are jointly administered under case number 22-11121 (BLS) (the “Chapter 11 Cases”).

On [____], 2023, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. ____] (the “Bar Date Order”)⁶ establishing certain deadlines for the filing of Proofs of Claim and Payment Requests in these Chapter 11 Cases.

Pursuant to the Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust) that holds or seeks to assert a Claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date (including, without limitation, Claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code), no matter how remote or contingent such right to payment or equitable remedy may be (with certain limited exceptions as set forth in the Bar Date Order), **MUST FILE A PROOF OF CLAIM** on or before [] **at 5:00 p.m. (prevailing Eastern Time)** (the “General Bar Date”), by sending an original Proof of Claim form to: (if by mail) Donlin, Recano & Company, Inc., Re: Taronis Fuels, Inc., *et*

⁵ The Debtors in these chapter 11 cases, along with the last four digits (if any) of each Debtor’s federal tax identification number include: Taronis Fuels, Inc. (7454), MagneGas Welding Supply – West, LLC (6662), Taronis Sub III LLC (5826), MagneGas Welding Supply – South, LLC (8686), MagneGas Real Estate Holdings, LLC (7412), MagneGas IP, LLC (0988), MagneGas Production, LLC (7727), Taronis Sub I LLC (4205), Taronis-TAS, LLC (2356), Taronis-TAH, LLC (3542), and Taronis Sub II LLC (9673). The location of the Debtors’ service address in these chapter 11 cases is 24980 N. 83rd Avenue, Suite 100, Peoria, Arizona 85383.

⁶ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

al., P.O. Box 199043 Blythebourne Station, Brooklyn, NY 11219; (if by overnight mail, courier, or hand delivery) Donlin, Recano & Company, Inc., Re: Taronis Fuels, Inc., *et al.*, 6201 15th Avenue, Brooklyn, NY 11219; or by completing the online Proof of Claim form available at <https://www.donlinrecano.com/Clients/tfi/FileClaim>, so that it is **actually received** on or before the General Bar Date; provided that, solely with respect to governmental units (as defined in section 101(27) of the Bankruptcy Code), the deadline for such governmental units to file a Proof of Claim is **May 10, 2023 at 5:00 p.m. (prevailing Eastern Time)** (the “Governmental Bar Date”).

Each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that holds or wishes to assert an alleged Administrative Expense Claim against the Debtors’ estate that may have arisen during the period **from the Petition Date through and including February 10, 2023 MUST FILE A PAYMENT REQUEST** on or before [] at **5:00 p.m. (prevailing Eastern Time)** (the “Administrative Claim Bar Date”) by sending an original Payment Request form to: (if by mail) Donlin, Recano & Company, Inc., Re: Taronis Fuels, Inc., *et al.*, P.O. Box 199043 Blythebourne Station, Brooklyn, NY 11219; (if by overnight mail, courier, or hand delivery) Donlin, Recano & Company, Inc., Re: Taronis Fuels, Inc., *et al.*, 6201 15th Avenue, Brooklyn, NY 11219; or by completing the online Payment Request form available at <https://www.donlinrecano.com/Clients/tfi/FileClaim>, so that it is **actually received** on or before the Administrative Claim Bar Date.

Any person or entity that holds a Claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date and (b) thirty days after the effective date of such rejection established in the Court order authorizing such rejection (the “Rejection Bar Date”).

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

If the Debtors amend their Schedules, then the Bar Date for those creditors affected by any such amendment shall be the later of (a) the General Bar Date or (b) 5:00 p.m. (Prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provided written notice to the affected creditor that the Schedules have been amended (the “Amended Schedules Bar Date”) and, together with the General Bar Date, Governmental Bar Date, and Rejection Bar Date, the “Bar Dates,” and each a “Bar Date”).

Proofs of Claim and Payment Requests must be sent by overnight mail, courier service, hand delivery, regular mail or in person, or completed electronically through DRC’s website described above. Proofs of Claim and Payment Requests sent by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in these

Chapter 11 Cases. There are certain limited exemptions from the requirements to file a Proof of Claim and Payment Requests, which are described in the Bar Date Order.

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

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM AND/OR PAYMENT REQUEST, AS APPLICABLE, IN THESE CHAPTER 11 CASES WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS BUT FAILS TO DO SO PROPERLY BY THE APPLICABLE BAR DATE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM: (A) ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR ESTATES (OR FILING A PROOF OF CLAIM OR PAYMENT REQUEST), AND THE DEBTORS AND THEIR PROPERTIES AND ESTATES SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM; AND (B) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN IN THESE CHAPTER 11 CASES OR OTHERWISE IN RESPECT OF OR ON ACCOUNT OF SUCH CLAIM, AND SUCH PERSON OR ENTITY SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR ANY PURPOSE IN THESE CHAPTER 11 CASES.

The Proof of Claim Form, the Payment Request Form, the Bar Date Order, and all other pleadings filed in these Chapter 11 Cases are available free of charge on DRC's website at <https://www.donlinrecano.com/Clients/tfi/Index>. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims and noticing agent, DRC, by e-mail at tfiinfo@donlinrecano.com, or by calling the toll-free information line at (866) 703-9066.

Dated: _____, 2023
Wilmington, Delaware

BY THE ORDER OF THE COURT
THE HONORABLE BRENDAN L. SHANNON