

Masspower Partners II, LLC  
Form T-3  
November 07, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM T-3**

**FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES**

**UNDER THE TRUST INDENTURE ACT OF 1939**

**Dynergy Inc.**

(Issuer)

**Illinois Power Generating Company**

**Black Mountain Cogen, Inc.**

**Blue Ridge Generation LLC**

**Casco Bay Energy Company, LLC**

**Coffeen and Western Railroad Company**

**Dighton Power, LLC**

**Dynergy Administrative Services Company**

**Dynergy Coal Generation, LLC**

**Dynergy Coal Holdco, LLC**

**Dynergy Coal Investments Holdings, LLC**

**Dynergy Coal Trading & Transportation, L.L.C.**

**Dynergy Commercial Asset Management, LLC**

**Dynergy Conesville, LLC**

Edgar Filing: Masspower Partners II, LLC - Form T-3

Dynergy Dicks Creek, LLC

Dynergy Energy Services (East), LLC

Dynergy Energy Services, LLC

Dynergy Equipment, LLC

Dynergy Fayette II, LLC

Dynergy Gas Generation, LLC

Dynergy Gas Holdco, LLC

Dynergy Gas Imports, LLC

Dynergy Gas Investments Holdings, LLC

Dynergy Gas Investments, LLC

Dynergy GasCo Holdings, LLC

Dynergy Generation Holdco, LLC

Dynergy Global Liquids, Inc.

Dynergy Hanging Rock II, LLC

Dynergy Kendall Energy, LLC

Dynergy Killen, LLC

Dynergy Lee II, LLC

Dynergy Marketing and Trade, LLC

Dynergy Miami Fort, LLC

Dynergy Midwest Generation, LLC

Dynergy Morro Bay, LLC

Dynergy Moss Landing, LLC

Dynergy Oakland, LLC

Dynergy Operating Company

Dynergy Power Generation Inc.

Dynergy Power Marketing, LLC

Dynergy Power, LLC

Dynergy Resource Holdings, LLC

Dynergy Resource I, LLC

Dynergy Resource II, LLC

Edgar Filing: Masspower Partners II, LLC - Form T-3

**Dynergy Resource III, LLC**

**Dynergy Resources Generating Holdco, LLC**

**Dynergy Resources Holdco I, LLC**

**Dynergy Resources Holdco II, LLC**

**Dynergy Resources Management, LLC**

**Dynergy South Bay, LLC**

**Dynergy Stuart, LLC**

**Dynergy Washington II, LLC**

**Dynergy Zimmer, LLC**

**Elwood Energy Holdings II, LLC**

**Elwood Energy Holdings, LLC**

**Elwood Expansion Holdings, LLC**

**Elwood Services Company, LLC**

**EquiPower Resources Corp.**

**Havana Dock Enterprises, LLC**

**Illinois Power Fuels and Services Company**

**Illinois Power Marketing Company**

**Illinois Power Resources Generating, LLC**

**Illinois Power Resources, LLC**

**Illinova Corporation**

**IPH II, LLC**

**IPH, LLC**

**Kincaid Energy Services Company, LLC**

**Kincaid Generation, L.L.C.**

**Kincaid Holdings, LLC**

**Lake Road Generating Company, LLC**

**Liberty Electric Power, LLC**

**MASSPOWER**

**Masspower Holdco, LLC**

**Masspower Partners I, LLC**

Edgar Filing: Masspower Partners II, LLC - Form T-3

**Masspower Partners II, LLC**

**Milford Power Company, LLC**

**Ontelaunee Power Operating Company, LLC**

**Richland Generation Expansion, LLC**

**Richland-Stryker Generation LLC**

**RSG Power, LLC**

**Sithe Energies, Inc.**

**Sithe/Independence LLC**

**Tomcat Power, LLC**

(Subsidiary Guarantors)

(Names of Applicants)

**601 Travis, Suite 1400**

**Houston, Texas 77002**

(Address of principal executive offices)

Securities to be Issued Under the Indenture to be Qualified

<b>Title of Class</b>	<b>Amount</b>
<b>7-Year Senior Notes(1)</b>	<b>Up to \$210,000,000 aggregate principal amount(2)</b>

Approximate date of proposed offering:

**As promptly as practicable after confirmation of the Plan by the Bankruptcy Court**

Name and address of agent for service:  
**Catherine C. James**  
**Executive Vice President, General Counsel and**  
**Chief Compliance Officer**  
**Dynegy Inc.**  
**601 Travis, Suite 1400**  
**Houston, Texas 77002**  
**(713) 507-6400**

With a copy to:  
**Gary Kashar**  
**White & Case LLP**  
**1155 Avenue of the Americas**  
**New York, NY 10036**  
**(212) 819-8200**

## Edgar Filing: Masspower Partners II, LLC - Form T-3

(1) The interest rate of the 7-Year Senior Notes will be determined at the time of issuance thereof as described in the Offering Memorandum and Disclosure Statement, as defined below, attached as an exhibit hereto. The maturity of the 7-Year Senior Notes shall be seven years from the Plan Effective Date, as defined below.

(2) The actual aggregate principal amount of 7-Year Senior Notes to be initially issued pursuant to the Indenture, as defined below, may be less and will depend upon the aggregate principal amount of Genco Notes held by Eligible Holders (as defined in the Offering Memorandum and Disclosure Statement) that participate in the Plan, in each case, as defined below.

**Dynegy Inc. ( Dynegy ) hereby amends this Application for Qualification (this Application ) on such date or dates as may be necessary to delay its effectiveness until: (i) the 20th day after filing a further amendment which specifically states that it shall supersede this Application, or (ii) such date as the Securities and Exchange Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939 (the Act ), may determine upon written request of Dynegy.**

---

**GENERAL****1. General Information.**

<b>Applicant</b>	<b>Form of Organization (a)</b>	<b>Jurisdiction of Incorporation (b)</b>
Dynergy Inc.	Corporation	DE
Illinois Power Generating Company	Corporation	IL
Black Mountain Cogen, Inc.	Corporation	DE
Blue Ridge Generation LLC	Limited Liability Company	DE
Casco Bay Energy Company, LLC	Limited Liability Company	DE
Coffeen and Western Railroad Company	Corporation	IL
Dighton Power, LLC	Limited Liability Company	DE
Dynergy Administrative Services Company	Corporation	DE
Dynergy Coal Generation, LLC	Limited Liability Company	DE
Dynergy Coal Holdco, LLC	Limited Liability Company	DE
Dynergy Coal Investments Holdings, LLC	Limited Liability Company	DE
Dynergy Coal Trading & Transportation, L.L.C.	Limited Liability Company	DE
Dynergy Commercial Asset Management, LLC	Limited Liability Company	OH
Dynergy Conesville, LLC	Limited Liability Company	DE
Dynergy Dicks Creek, LLC	Limited Liability Company	DE
Dynergy Energy Services (East), LLC	Limited Liability Company	DE
Dynergy Energy Services, LLC	Limited Liability Company	DE
Dynergy Equipment, LLC	Limited Liability Company	DE
Dynergy Fayette II, LLC	Limited Liability Company	DE
Dynergy Gas Generation, LLC	Limited Liability Company	DE
Dynergy Gas Holdco, LLC	Limited Liability Company	DE
Dynergy Gas Imports, LLC	Limited Liability Company	DE
Dynergy Gas Investments Holdings, LLC	Limited Liability Company	DE
Dynergy Gas Investments, LLC	Limited Liability Company	DE
Dynergy GasCo Holdings, LLC	Limited Liability Company	DE
Dynergy Generation Holdco, LLC	Limited Liability Company	DE
Dynergy Global Liquids, Inc.	Corporation	DE
Dynergy Hanging Rock II, LLC	Limited Liability Company	DE
Dynergy Kendall Energy, LLC	Limited Liability Company	DE
Dynergy Killen, LLC	Limited Liability Company	DE
Dynergy Lee II, LLC	Limited Liability Company	DE
Dynergy Marketing and Trade, LLC	Limited Liability Company	DE
Dynergy Miami Fort, LLC	Limited Liability Company	DE
Dynergy Midwest Generation, LLC	Limited Liability Company	DE
Dynergy Morro Bay, LLC	Limited Liability Company	DE
Dynergy Moss Landing, LLC	Limited Liability Company	DE
Dynergy Oakland, LLC	Limited Liability Company	DE
Dynergy Operating Company	Corporation	TX
Dynergy Power Generation Inc.	Corporation	DE
Dynergy Power Marketing, LLC	Limited Liability Company	TX
Dynergy Power, LLC	Limited Liability Company	DE
Dynergy Resource Holdings, LLC	Limited Liability Company	DE
Dynergy Resource I, LLC	Limited Liability Company	DE
Dynergy Resource II, LLC	Limited Liability Company	DE
Dynergy Resource III, LLC	Limited Liability Company	DE
Dynergy Resources Generating Holdco, LLC	Limited Liability Company	DE
Dynergy Resources Holdco I, LLC	Limited Liability Company	DE
Dynergy Resources Holdco II, LLC	Limited Liability Company	DE

Edgar Filing: Masspower Partners II, LLC - Form T-3

Dynergy Resources Management, LLC	Limited Liability Company	DE
Dynergy South Bay, LLC	Limited Liability Company	DE
Dynergy Stuart, LLC	Limited Liability Company	DE
Dynergy Washington II, LLC	Limited Liability Company	DE

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Dynergy Zimmer, LLC	Limited Liability Company	DE
Elwood Energy Holdings II, LLC	Limited Liability Company	DE
Elwood Energy Holdings, LLC	Limited Liability Company	DE
Elwood Expansion Holdings, LLC	Limited Liability Company	DE
Elwood Services Company, LLC	Limited Liability Company	VA
EquiPower Resources Corp.	Corporation	DE
Havana Dock Enterprises, LLC	Limited Liability Company	DE
Illinois Power Fuels and Services Company	Corporation	IL
Illinois Power Marketing Company	Corporation	IL
Illinois Power Resources Generating, LLC	Limited Liability Company	DE
Illinois Power Resources, LLC	Limited Liability Company	DE
Illinova Corporation	Corporation	IL
IPH II, LLC	Limited Liability Company	DE
IPH, LLC	Limited Liability Company	DE
Kincaid Energy Services Company, LLC	Limited Liability Company	VA
Kincaid Generation, L.L.C.	Limited Liability Company	VA
Kincaid Holdings, LLC	Limited Liability Company	VA
Lake Road Generating Company, LLC	Limited Liability Company	DE
Liberty Electric Power, LLC	Limited Liability Company	DE
MASSPOWER	General Partnership	MA
Masspower Holdco, LLC	Limited Liability Company	DE
Masspower Partners I, LLC	Limited Liability Company	DE
Masspower Partners II, LLC	Limited Liability Company	DE
Milford Power Company, LLC	Limited Liability Company	DE
Ontelaunee Power Operating Company, LLC	Limited Liability Company	DE
Richland Generation Expansion, LLC	Limited Liability Company	DE
Richland-Stryker Generation LLC	Limited Liability Company	DE
RSG Power, LLC	Limited Liability Company	DE
Sithe Energies, Inc.	Corporation	DE
Sithe/Independence LLC	Limited Liability Company	DE
Tomcat Power, LLC	Limited Liability Company	DE

The entities listed above, except for Dynergy, are herein collectively referred to as the **Subsidiary Guarantors**. Dynergy and the Subsidiary Guarantors are herein collectively referred to as the **Applicants**.

### 2. Securities Act exemption applicable.

Dynergy's indirect wholly-owned subsidiary, Illinois Power Generating Company ( **Genco** ) is soliciting acceptances from holders of its outstanding (i) 7.000% Senior Notes, Series H, due 2018 (the **2018 Notes** ), (ii) 6.300% Senior Notes, Series I, due 2020 (the **2020 Notes** ) and (iii) 7.950% Senior Notes, Series F, due 2032 (the **2032 Notes** and, together with the 2018 Notes and the 2020 Notes, the **Genco Notes** ), for an in-court restructuring of Genco pursuant to a prepackaged plan of reorganization (the **Plan** ). A copy of the Plan is attached to the Offering Memorandum and Indenture Consent Solicitation Statement and Disclosure Statement Soliciting Acceptances of a Prepackaged Plan of Reorganization (the **Offering Memorandum and Disclosure Statement** ), a copy of which is attached as an exhibit hereto. Pursuant to the Plan, Eligible Holders (as defined in the Offering Memorandum and Disclosure Statement) will be able to exchange their Genco Notes for up to (i) \$210.0 million aggregate principal amount of 7-year Senior Notes of Dynergy (the **Dynergy Notes** ), (ii) 10 million warrants of Dynergy (the **Dynergy Warrants** and, together with the Dynergy Warrants, the **Dynergy Securities** ) and (iii) \$130.0 million in cash (subject to reductions for interest payments, the **Cash Consideration** and, together with the Dynergy Securities, the **Consideration** ), and Non-Eligible Holders (as defined in the Offering Memorandum and Disclosure Statement) will be able to exchange their Genco Notes for cash consideration. Dynergy is also offering to Eligible Holders to exchange in an out-of-court restructuring (the **Exchange Offer** ) all of the Genco Notes for the Consideration, and in such case, the Dynergy Securities to be issued will be exempt from the registration requirements of the Securities Act of 1933, as amended (the **Securities Act** ) pursuant to Section 4(a)(2) thereof and Regulation S thereof.



## Edgar Filing: Masspower Partners II, LLC - Form T-3

This Application has been filed to qualify the indenture that will govern the Dynegy Notes (the Indenture ). If issued pursuant to the Plan, the Dynegy Securities and the guarantees related to the Dynegy Notes will be issued to Eligible Holders in reliance upon an exemption from registration under Section 1145(a) of Chapter 11 of Title 11 of the United States Code

## Edgar Filing: Masspower Partners II, LLC - Form T-3

(the Bankruptcy Code). Generally, Section 1145(a)(1) of the Bankruptcy Code exempts the offer and sale of securities under a bankruptcy plan of reorganization from registration under the Securities Act and under equivalent state securities and blue sky laws if the following requirements are satisfied: (1) the securities are issued under a plan of reorganization by the debtor (or its successor), or an affiliate of the debtor that is participating in the plan with the debtor, (2) the recipients of the securities hold a claim against the debtor, an interest in the debtor or a claim for an administrative expense against the debtor and (3) the securities are issued entirely in exchange for the recipient's claim against or interest in the debtor or are issued principally in such exchange and partly for cash or property.

### AFFILIATIONS

#### 3. Affiliates.

The following list sets forth the affiliates of the Applicants as of November 7, 2016.

Affiliate	Jurisdiction of Incorporation
Atlas I Marketing and Trade, LLC	DE
Atlas Administrative Services, LLC	DE
Atlas Finance MergeCo, LLC	DE
Atlas Power, LLC	DE
Atlas Power Finance, LLC	DE
Berks Hollow Energy Associates, LLC	DE
Black Mountain Cogen, Inc.	DE
Blue Ridge Generation LLC	DE
Brayton Point Energy, LLC	VA
Casco Bay Energy Company, LLC	DE
Coffeen and Western Railroad Company	IL
Dighton Power, LLC	DE
Dynegy Administrative Services Company	DE
Dynegy Atlantic Holdings, LLC	DE
Dynegy Atlas Holdings, LLC	DE
Dynegy California Wave Holdings, LLC	DE
Dynegy Coal Generation, LLC	DE
Dynegy Coal Holdco, LLC	DE
Dynegy Coal Investments Holdings, LLC	DE
Dynegy Coal Trading & Transportation, L.L.C.	DE
Dynegy Commercial Asset Management, LLC	OH
Dynegy Conesville, LLC	DE
Dynegy Dicks Creek, LLC	DE
Dynegy Energy Services (East), LLC	DE
Dynegy Energy Services, LLC	DE
Dynegy Equipment, LLC	DE
Dynegy Estero Bay Wave Park, LLC	DE
Dynegy Fayette II, LLC	DE
Dynegy Finance IV, Inc.	DE
Dynegy Gas Generation, LLC	DE
Dynegy Gas Holdco, LLC	DE
Dynegy Gas Imports, LLC	DE
Dynegy Gas Investments Holdings, LLC	DE
Dynegy Gas Investments, LLC	DE
Dynegy GasCo Holdings, LLC	DE

Edgar Filing: Masspower Partners II, LLC - Form T-3

Dynergy Generation Holdco, LLC	DE
Dynergy Global Liquids, Inc.	DE
Dynergy Hanging Rock II, LLC	DE
Dynergy Kendall Energy, LLC	DE
Dynergy Killen, LLC	DE
Dynergy Lee II, LLC	DE

Edgar Filing: Masspower Partners II, LLC - Form T-3

Dynegy Marketing and Trade, LLC	DE
Dynegy Miami Fort, LLC	DE
Dynegy Midwest Generation, LLC	DE
Dynegy Morro Bay, LLC	DE
Dynegy Moss Landing, LLC	DE
Dynegy Oakland, LLC	DE
Dynegy Operating Company	TX
Dynegy Orchid Hill, LLC	DE
Dynegy Point Estero Wave Park, LLC	DE
Dynegy Power Generation Inc.	DE
Dynegy Power Marketing, LLC	TX
Dynegy Power, LLC	DE
Dynegy Resource Holdings, LLC	DE
Dynegy Resource I, LLC	DE
Dynegy Resource II, LLC	DE
Dynegy Resource III, LLC	DE
Dynegy Resources Generating Holdco, LLC	DE
Dynegy Resources Holdco I, LLC	DE
Dynegy Resources Holdco II, LLC	DE
Dynegy Resources Management, LLC	DE
Dynegy South Bay, LLC	DE
Dynegy Stuart, LLC	DE
Dynegy Washington II, LLC	DE
Dynegy Zimmer, LLC	DE
Electric Energy, Inc.(1)	IL
Elwood Energy Holdings II, LLC	DE
Elwood Energy Holdings, LLC	DE
Elwood Energy LLC(2)	DE
Elwood Expansion Holdings, LLC	DE
Elwood Expansion LLC(3)	DE
Elwood II Holdings, LLC	DE
Elwood III Holdings, LLC	DE
Elwood Services Company, LLC	VA
Equipower Resources Corp.	DE
Havana Dock Enterprises, LLC	DE
Illinois Power Fuels and Services Company	IL
Illinois Power Generating Company	IL
Illinois Power Marketing Company	IL
Illinois Power Resources Generating, LLC	DE
Illinois Power Resources, LLC	DE
Illinova Corporation	IL
IPH II, LLC	DE
IPH, LLC	DE
Joppa and Eastern Railroad Company	IL
Kincaid Energy Services Company, LLC	VA
Kincaid Generation, L.L.C.	VA
Kincaid Holdings, LLC	VA
Lake Road Generating Company, LLC	DE
Liberty Electric Power, LLC	DE
MASSPOWER	MA
Masspower Holdco, LLC	DE
Masspower Partners I, LLC	DE
Masspower Partners II, LLC	DE
Met-South, Inc.	IL
Midwest Electric Power, Inc.	IL
Milford Power Company, LLC	DE
Morro Bay Mutual Water Company(4)	CA
Moss Landing Mutual Water Company(5)	CA



Edgar Filing: Masspower Partners II, LLC - Form T-3

Ontelaunee Power Operating Company, LLC	DE
Richland Generation Expansion, LLC	DE
Richland-Stryker Generation LLC	DE
RSG Power, LLC	DE
Sithe Energies, Inc.	DE
Sithe/Independence Funding Corporation	DE
Sithe/Independence LLC	DE
Sithe/Independence Power Partners, L.P.	DE
Tomcat Power, LLC	DE

---

All entities listed above are either directly or indirectly 100% owned by Dynegy Inc. unless otherwise noted.

- (1) Electric Energy, Inc. is 80% indirectly owned by Dynegy Inc. and 20% owned by Kentucky Utilities Company located at One Quality Street, Lexington, Kentucky 40507.
- (2) Elwood Energy LLC is 50% indirectly owned by Dynegy Inc. and 50% owned by J-Power Elwood, LLC.
- (3) Elwood Expansion LLC is 50% indirectly owned by Dynegy Inc. and 50% owned by J-Power Elwood, LLC.
- (4) Morro Bay Mutual Water Company, a non-profit California corporation, is 50% indirectly owned by Dynegy Inc. and 50% owned by Pacific Gas & Electric Company located at 77 Beale Street, San Francisco, CA 94105.
- (5) Moss Landing Mutual Company Water Company, a non-profit California corporation, is 33% indirectly owned by Dynegy Inc., 33% owned by Pacific Gas & Electric Company located at 77 Beale Street, San Francisco, CA 94105 and 33% owned by Louis R. and Carol S. Calcagno, as Trustees of the Louis and Carol Calcagno Family Trust.

For purposes of this Application only, the officers and directors of the Applicants named in response to Item 4 hereof and the principal owners of the Applicants' voting securities named in response to Item 5 hereof may be deemed affiliates by virtue of their holdings.

If Genco seeks to consummate the Plan, after the effective date of the Plan (the Plan Effective Date), there is currently expected to be no change in the ownership structure of the Applicants.

## MANAGEMENT AND CONTROL

**4. Directors and executive officers.**

The following table sets forth the name and office of all directors and executive officers of the Applicants as of the date hereof. The mailing address for each of the officers and directors listed below is c/o Dynegy Inc., 601 Travis, Suite 1400, Houston, Texas 77002.

*Dynegy*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Carolyn J. Burke	Executive Vice President, Strategic Development
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Mario E. Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

Pat Wood III	Chairman
Hilary E. Ackermann	Director
Paul M. Barbas	Director
Richard L. Kuersteiner	Director
John R. Sult	Director
Jeffrey S. Stein	Director

*Genco*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
J. Clinton Walden	Vice President and Chief Accounting Officer
Kevin Howell	Chairman
Mario E. Alonso	Director
Marjorie Bowen	Director
Carolyn J. Burke	Director
Julius Cox	Director

*Black Mountain Cogen, Inc.*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Blue Ridge Generation, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer



Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Casco Bay Energy Company, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Coffeen and Western Railroad Company*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President, Strategic Development
Carolyn J. Burke	Executive Vice President, Business Operations and Systems
Julius Cox	Executive Vice President and Chief Administrative Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Dean Ellis	Vice President, Regulatory Affairs
Jeffrey Coyle	Vice President, Operations Support

### *Dighton Power, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Administrative Services Company*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Coal Generation, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Coal Holdco, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Coal Investments Holdings, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Coal Trading & Transportation, L.L.C.*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Dynegy Commercial Asset Management, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Conesville, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Dicks Creek, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Dynegy Energy Services (East), LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	Chief Executive Officer
Sheree M. Petrone	President
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Energy Services, LLC*

Name	Position
Robert C. Flexon	Chief Executive Officer
Sheree M. Petrone	President
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Equipment, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Fayette II, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer



Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Gas Generation, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Gas Holdco, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Gas Imports, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Gas Investments Holdings, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Dynegy Gas Investments, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy GasCo Holdings, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Generation Holdco, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Dynegy Global Liquids, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Hanging Rock II, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Kendall Energy, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Killen, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Lee II, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Marketing and Trade, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Miami Fort, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Midwest Generation, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development



## Edgar Filing: Masspower Partners II, LLC - Form T-3

Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Dynegy Morro Bay, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Moss Landing, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Oakland, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Operating Company*

Edgar Filing: Masspower Partners II, LLC - Form T-3

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Power Generation Inc.*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Power Marketing, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Power, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Resource Holdings, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Resource I, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Resource II, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Dynegy Resource III, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Resources Generating Holdco, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Resources Holdco I, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Resources Holdco II, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Resources Management, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer



## Edgar Filing: Masspower Partners II, LLC - Form T-3

Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Dynegy South Bay, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Stuart, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Washington II, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Dynegy Zimmer, LLC*

Edgar Filing: Masspower Partners II, LLC - Form T-3

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Elwood Energy Holdings II, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Elwood Energy Holdings, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Elwood Expansion Holdings, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Elwood Services Company, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*EquiPower Resources Corp.*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Havana Dock Enterprises, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Illinova Corporation*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Illinois Power Fuels and Services Company*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President, Strategic Development
Carolyn J. Burke	Executive Vice President, Business Operations and Systems
Julius Cox	Executive Vice President and Chief Administrative Officer

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Daniel P. Thompson	Executive Vice President, Coal Operations
Dean Ellis	Vice President, Regulatory Affairs
Jeffrey Coyle	Vice President, Operations Support

### *Illinois Power Marketing Company*

Name	Position
Robert C. Flexon	Chief Executive Officer
Mario Alonso	Executive Vice President, Strategic Development
Carolyn J. Burke	Executive Vice President, Business Operations and Systems
Julius Cox	Executive Vice President and Chief Administrative Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	President
Daniel P. Thompson	Executive Vice President, Coal Operations
Dean Ellis	Vice President, Regulatory Affairs
Jeffrey Coyle	Vice President, Operations Support

### *Illinois Power Resources Generating, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President, Strategic Development
Carolyn J. Burke	Executive Vice President, Business Operations and Systems
Julius Cox	Executive Vice President and Chief Administrative Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Daniel P. Thompson	Executive Vice President, Coal Operations
Dean Ellis	Vice President, Regulatory Affairs
Jeffrey Coyle	Vice President, Operations Support

### *Illinois Power Resources, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President, Strategic Development
Carolyn J. Burke	Executive Vice President, Business Operations and Systems
Julius Cox	Executive Vice President and Chief Administrative Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer



Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Daniel P. Thompson	Executive Vice President, Coal Operations
Dean Ellis	Vice President, Regulatory Affairs
Jeffrey Coyle	Vice President, Operations Support

*IPH II, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plan Operations (ERCOT and CAISO) and Supply Chain

Edgar Filing: Masspower Partners II, LLC - Form T-3

Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs
John Kennedy	Senior Vice President, Plant Operations
Mike Sharp	Senior Vice President, Asset Management

*IPH, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President, Strategic Development
Carolyn J. Burke	Executive Vice President, Business Operations and Systems
Julius Cox	Executive Vice President and Chief Administrative Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Daniel P. Thompson	Executive Vice President, Coal Operations
Dean Ellis	Vice President, Regulatory Affairs
Jeffrey Coyle	Vice President, Operations Support

*Kincaid Energy Services Company, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Kincaid Generation, L.L.C.*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	

## Edgar Filing: Masspower Partners II, LLC - Form T-3

	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

## Edgar Filing: Masspower Partners II, LLC - Form T-3

### *Lake Road Generating Company, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Liberty Electric Power, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *MASSPOWER*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Masspower Holdco, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Masspower Partners I, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Masspower Partners II, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Milford Power Company, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer

Edgar Filing: Masspower Partners II, LLC - Form T-3

Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Ontelaunee Power Operating Company, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Richland Generation Expansion, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *Richland-Stryker Generation, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

### *RSG Power, LLC*

Name	Position
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development



## Edgar Filing: Masspower Partners II, LLC - Form T-3

Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

Edgar Filing: Masspower Partners II, LLC - Form T-3

*Sithe Energies, Inc.*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Sithe/Independence, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

*Tomcat Power, LLC*

<b>Name</b>	<b>Position</b>
Robert C. Flexon	President and Chief Executive Officer
Mario Alonso	Executive Vice President and General Manager Plant Operations (ERCOT and CAISO) and Supply Chain
Carolyn J. Burke	Executive Vice President, Strategic Development
Julius Cox	Executive Vice President and Chief Administrative Officer
Martin W. Daley	Executive Vice President and Chief Operations Officer
Clint C. Freeland	Executive Vice President and Chief Financial Officer
Catherine C. James	Executive Vice President, General Counsel and Chief Compliance Officer
Henry D. Jones	Executive Vice President and Chief Commercial Officer
Sheree M. Petrone	Executive Vice President, Retail
Dean Ellis	Senior Vice President, Regulatory Affairs

**5. Principal owners of voting securities.**

The following table sets forth information as to each person owning 10 percent or more of the voting securities of Dynegy as of November 7, 2016. All percentages and share amounts are approximate based on current information available to Dynegy. The information available to Dynegy may be incomplete.

Name and Complete Mailing Address	Title of Class Owned	Amount Owned(1)	Percentage of Voting Securities Owned
Black Rock, Inc. 55 East 52nd Street, New York, NY 10055	Common stock	13,817,714	11.8%

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Massachusetts Financial Services Co.(2) 111 Huntington Avenue, Boston, MA 02199	Common stock	12,518,477	10.7%
--	--------------	------------	-------

(1) Shares shown in the table above include shares held in the beneficial owner's name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner's account.

(2) Shares of common stock consists of sum of (1) shares of common stock and (2) shares of Series A 5.375% mandatory convertible preferred stock on an as-converted basis to shares of common stock.

See Item 3 hereof, Affiliates, for more information about the ownership of the voting securities of the Applicants (other than Dynegy).

If Genco seeks to consummate the Plan, after the Plan Effective Date, there is currently expected to be no change in the ownership structure of the Applicants.

### UNDERWRITERS

#### 6. Underwriters.

(a) Persons acting as underwriters within the last three years:

On October 5, 2016, Morgan Stanley & Co. LLC, Barclays Capital Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc., RBC Capital Markets, LLC and UBS Securities LLC acted as initial purchasers in connection with Dynegy's offering of 8.00% Senior Notes Due 2025. The names and addresses of these entities are as follows:

Morgan Stanley & Co. LLC  
1585 Broadway  
New York, New York 10036

Barclays Capital Inc.  
745 Seventh Avenue  
New York, New York 10019

Credit Suisse Securities (USA) LLC  
Eleven Madison Avenue,

Deutsche Bank Securities Inc.  
60 Wall Street, 4th Floor

## Edgar Filing: Masspower Partners II, LLC - Form T-3

New York, New York 10010	New York, New York 10005
Goldman, Sachs & Co.	J.P. Morgan Securities LLC
200 West Street	383 Madison Avenue
New York, New York 10282	New York, New York 10179
Merrill Lynch, Pierce, Fenner & Smith Incorporated	MUFG Securities Americas Inc.
One Bryant Park	1221 Avenue of the Americas, 6th Floor
New York, New York 10036	New York, New York 10020
RBC Capital Markets, LLC	UBS Securities LLC
3 World Financial Center	1285 Avenue of the Americas
200 Vesey Street	New York, New York 10019
New York, New York 10281	

On June 15, 2016, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Mitsubishi UFJ Securities (USA), Inc., BNP Paribas Securities Corp., Credit Agricole Securities (USA) Inc. and SunTrust Robinson Humphrey, Inc. acted as joint booking-running managers in connection with Dynegy's offering of 7.00% Tangible Equity Units. The names and addresses of these entities are as follows:

Morgan Stanley & Co. LLC	RBC Capital Markets, LLC
1585 Broadway	3 World Financial Center
New York, New York 10036	200 Vesey Street

Edgar Filing: Masspower Partners II, LLC - Form T-3

Deutsche Bank Securities Inc.	New York, New York 10281
60 Wall Street, 4th Floor	Goldman, Sachs & Co.
New York, New York 10005	200 West Street
Mitsubishi UFJ Securities (USA), Inc.	New York, New York 10282
1221 Avenue of the Americas, 6th FLOOR	BNP Paribas Securities Corp.
New York, New York 10020	787 Seventh Avenue
Credit Agricole Securities (USA) Inc.	New York, New York 10019
1301 Avenue of the Americas	SunTrust Robinson Humphrey, Inc.
New York, New York 10019	3333 Peachtree Road, NE, 10th FLOOR
	Atlanta, Georgia 30326

On October 6, 2014, Morgan Stanley & Co. LLC, Barclays Capital Inc., Credit Suisse Securities (USA) LLC, RBC Capital Markets, LLC and UBS Securities LLC acted as joint boking-running managers and BNP Paribas Securities Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Agricole Securities (USA), Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc. and SunTrust Robinson Humphrey, Inc. acted as co-managers in connection with an offering of common stock, an offering of mandatory convertible preferred stock and an offering of three series of units due 2019, 2022 and 2012 consisting of various senior notes, in each case, issued by Dynegy or subsequently assumed by Dynegy. The names and addresses of these entities are as follows:

Morgan Stanley & Co. LLC	Barclays Capital Inc.
1585 Broadway	745 Seventh Avenue
New York, New York 10036	New York, New York 10019
Credit Suisse Securities (USA) LLC	RBC Capital Markets, LLC
Eleven Madison Avenue,	3 World Financial Center
New York, New York 10010	200 Vesey Street
	New York, New York 10281
UBS Securities LLC	BNP Paribas Securities Corp.
1285 Avenue of the Americas	787 Seventh Avenue
New York, New York 10019	New York, New York 10019
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Credit Agricole Securities (USA) Inc.
One Bryant Park	1301 Avenue of the Americas

## Edgar Filing: Masspower Partners II, LLC - Form T-3

New York, New York 10036

New York, New York 10019

Deutsche Bank Securities Inc.

J.P. Morgan Securities LLC

60 Wall Street, 4th Floor

383 Madison Avenue

New York, New York 10005

New York, New York 10179

Mitsubishi UFJ Securities (USA), Inc.

SunTrust Robinson Humphrey, Inc.

1221 Avenue of the Americas, 6th Floor

3333 Peachtree Road, NE, 10th Floor

New York, New York 10020

Atlanta, Georgia 30326

(b) Dynege has not, and will not, engage any underwriter in connection with the Plan or the Dynege Notes to be issued under the Indenture.

### CAPITAL SECURITIES

#### 7. Capitalization.

(a) The following table sets forth the amount authorized and amount outstanding of each class of the Applicants securities as of November 7, 2016.

	Amount Authorized	(in millions)		Amount Outstanding
<b>Capital Stock:</b>				
Dynegy:				
Common Stock(1)	420			117
Preferred Stock	20			4
<b>Indebtedness:</b>				
Dynegy:				
Tranche B-2 Term Loans, due 2020	\$ 774			\$ 774
Tranche C Term Loan, due 2023(2)				
Revolving Facility				
Forward capacity agreement	\$ 219			\$ 219
Inventory financing agreements	\$ 136			\$ 136
7.00% Amortizing notes that are components of the Tangible Equity Units	\$ 87			\$ 87
6.75% Senior Notes due 2019	\$ 2,100			\$ 2,100
7.375% Senior Notes due 2022	\$ 1,750			\$ 1,750
5.875% Senior Notes due 2023	\$ 500			\$ 500
7.625% Senior Notes due 2024	\$ 1,250			\$ 1,250
8.00% Senior Notes due 2025	\$ 750			\$ 750
Equipment financing agreements	\$ 100			\$ 100
Dynegy Finance IV, Inc.:				
Tranche C Term Loan, due 2023	\$ 2,000			\$ 2,000
Genco:				
Genco Working Capital Facility(2)				
7.00% Senior Notes Series H, due 2018	\$ 300			\$ 300
6.30% Senior Notes Series I, due 2020	\$ 250			\$ 250
7.95% Senior Notes Series F, due 2032	\$ 275			\$ 275

(1) In connection with the Plan, Dynegy will issue up to 10 million Dynegy Warrants, each of which will be exercisable for one share of Dynegy Common Stock.

(2) In connection with the Plan, Genco will enter into the Genco Working Capital Facility, which will provide for maximum aggregate borrowings by Genco of \$125.0 million. The proceeds of the Working Capital Facility may be used (i) for Genco's working capital needs (subject to limitations on amounts used to satisfy judgments or establish reserve accounts) and (ii) to pay cash and fees under the Support Agreement (as defined in the Offering Memorandum and Disclosure Statement).

(b) The holders of Dynegy Common Stock are entitled to vote on all matters submitted to a vote of the shareholders, with each share being entitled to one vote. The ownership interests of each of the Applicants (other than Dynegy) are 100% owned by Dynegy except as noted in Section 3 hereof.

#### INDENTURE SECURITIES

#### 8. Analysis of Indenture provisions.



## Edgar Filing: Masspower Partners II, LLC - Form T-3

The Dynegy Notes will be issued under the Indenture to be dated as the Plan Effective Date, and entered into between Dynegy and the trustee thereunder (the Trustee ). The following is a general description of certain provisions of the Indenture required to be summarized by Section 305(a)(2) of the Act. The following analysis is not a complete description of the Indenture provisions discussed and is qualified in its entirety by reference to the terms of the Indenture, a form of which is included as Exhibit T3C hereto and incorporated by reference herein. Dynegy has not entered into the Indenture as of the date of this filing, and the terms of the Indenture are subject to change prior to its execution. Capitalized terms used below but not defined herein have the meanings assigned to them in the Indenture. Section and article references refer to sections and articles in the Indenture unless otherwise indicated.

(a) Events of Default; Withholding of Notice of Default.

Each of the following is an Event of Default under the Indenture:

- (1) default for 30 days in the payment when due of interest on the Notes;
- (2) default in payment when due of the principal of, or premium, if any, on the Notes;
- (3) failure by the Company or a Subsidiary Guarantor to comply with any covenant in this Indenture (other than a default specified in clause (1) or (2) above) for 60 days after written notice by the Trustee or Holders of at least 25% in principal amount of the Notes;
- (4) default under any document evidencing any indebtedness for borrowed money by the Company or any Subsidiary Guarantor, whether such indebtedness now exists or is created after the Issue Date, if that default:
  - (A) is caused by a failure to pay principal when due at final (and not any interim) maturity on or prior to the expiration of any grace period provided in such indebtedness; or
  - (B) results in the acceleration of such indebtedness prior to its express maturity (without such acceleration having been rescinded, annulled or otherwise cured),

and, in each case, the principal amount of any such indebtedness, together with the principal amount of any other such indebtedness under which there has been a Payment Default or the maturity of which has been so accelerated (without such acceleration having been rescinded, annulled or otherwise cured), aggregates \$100.0 million or more; provided that this clause (4) shall not apply to (i) secured indebtedness that becomes due as a result of the voluntary sale or transfer of the property or assets securing such indebtedness and (ii) any indebtedness that is required to be converted into Qualifying Equity Interests upon the occurrence of certain designated events so long as no payments in cash or otherwise are required to be made in accordance with such conversion);

(5) except as permitted by this Indenture, any Subsidiary Guarantee of any Subsidiary Guarantor (or any group of Subsidiary Guarantors) that constitutes a Significant Subsidiary shall be held in any final and non-appealable judicial proceeding to be unenforceable or invalid or shall cease for any reason (other than in accordance with its terms) to be in full force and effect or any Subsidiary Guarantor (or any group of Subsidiary Guarantors) that constitutes a Significant Subsidiary, or any Person acting on behalf of any Subsidiary Guarantor (or any group of Subsidiary Guarantors) that constitutes a Significant Subsidiary, shall deny or disaffirm in writing its or their obligations under its or their Subsidiary Guarantees; and

(6) (a) a court of competent jurisdiction (i) enters an order or decree under any Bankruptcy Law that is for relief against the Company, any Subsidiary Guarantor that is a Significant Subsidiary or any group of Subsidiary

Guarantors that, taken together, would constitute a Significant Subsidiary in an involuntary case; (ii) appoints a custodian for all or substantially all of the property of the Company, any Subsidiary Guarantor that is a Significant Subsidiary or any group of Subsidiary Guarantors that, taken together, would constitute a Significant Subsidiary; or (iii) orders the liquidation of the Company, any Subsidiary Guarantor that is a Significant Subsidiary or any group of Subsidiary Guarantors that, taken together, would constitute a Significant Subsidiary and, in each of clauses (i), (ii) or (iii), the order, appointment or decree remains unstayed and in effect for at least 60 consecutive days; or (b) the Company, any Subsidiary Guarantor that is a Significant Subsidiary or any group of Subsidiary Guarantors that, taken together, would constitute a Significant Subsidiary, pursuant to or within the meaning of Bankruptcy Law (i) commences a voluntary case; (ii) consents to the entry of an order for relief against it in an involuntary case; (iii) consents to the appointment of a custodian of it or for all or substantially all of its property; (iv) makes a general assignment for the benefit of its creditors.

If a Default or Event of Default occurs and is continuing and if it is known to the Trustee, the Trustee will mail or deliver electronically to Holders a notice of the Default or Event of Default within 90 days after it occurs. Except in the case of a Default or Event of Default in payment of principal of, premium, if any, or interest on, any Note, the Trustee may and shall be protected in withholding the notice if and so long as it in good faith determines that withholding the notice is in the interests of the Holders.

(b) Execution and Authentication; Application of Proceeds.

## Edgar Filing: Masspower Partners II, LLC - Form T-3

One Officer must sign the Notes for the Company by manual, facsimile or .pdf signature.

If an Officer whose signature is on a Note no longer holds that office at the time a Note is authenticated, the Note will nevertheless be valid.

A Note will not be valid until authenticated by the manual signature of the Trustee. The signature will be conclusive evidence that the Note has been authenticated under this Indenture. A Note shall be dated the date of its authentication.

The Trustee shall, upon receipt of a Company Order, authenticate Notes for original issue under this Indenture, including any Additional Notes issued pursuant to Section 2.07 (*Additional Notes*). Such Company Order may authorize authentication and delivery pursuant to oral or electronic instructions from the Company or its duly authorized agent or agents, which oral instructions shall be promptly confirmed in writing.

The Trustee may appoint an authenticating agent acceptable to the Company to authenticate Notes. An authenticating agent may authenticate Notes whenever the Trustee may do so. Each reference in this Indenture to authentication by the Trustee includes authentication by such agent. An authenticating agent has the same rights as an Agent to deal with Holders, the Company or an Affiliate of the Company.

If the Company shall establish pursuant to or as contemplated by Section 2.07 (*Additional Notes*) that the Notes of a series or a portion thereof are to be issued in the form of one or more Registered Global Notes, then the Company shall execute and the Trustee, upon receipt of a Company Order, shall authenticate and deliver one or more Registered Global Notes in temporary or permanent form that (i) shall represent and shall be denominated in an amount equal to the aggregate principal amount of all of the Notes of such series issued in such form and not yet cancelled, (ii) shall be registered in the name of the Depository for such Registered Global Note or Notes or the nominee of such Depository, (iii) shall be delivered by the Trustee to such Depository or pursuant to such Depository's instructions and (iv) shall bear a legend substantially similar to that in Section 2.02 (*Execution and Authentication*).

There will be no proceeds from the issuance of the Dynege Notes because the Dynege Notes will be issued in connection with the Plan.

(c) Termination of Guaranty.

The Subsidiary Guarantee of a Subsidiary Guarantor will be released automatically:

(1) upon the release, discharge or termination of such Subsidiary Guarantor's obligations as a borrower under the Credit Agreement or such Subsidiary Guarantor's guarantee of the Credit Agreement; or

(2) upon defeasance or satisfaction and discharge of the Notes as provided in Articles 8 (*Legal*

*Defeasance and Covenant Defeasance*) and 11 (*Satisfaction and Discharge*).

(d) Satisfaction and Discharge of the Indenture.

The Indenture will be discharged and will cease to be of further effect as to all Notes issued thereunder, when:

(1) either:

(a) all Notes that have been authenticated, except lost, stolen or destroyed Notes that have been replaced or paid and Notes for whose payment money has been deposited in trust and thereafter repaid to the Company, have been delivered to the Trustee for cancellation; or

(b) all Notes that have not been delivered to the Trustee for cancellation have become due and payable by reason of the distribution of a notice of redemption or otherwise or will become due and payable within one year and the Company or any Subsidiary Guarantor has irrevocably deposited or caused to be deposited with the Trustee as trust funds in trust solely for the benefit of the Holders, cash in U.S. dollars, non-callable Government Securities or a combination of cash in U.S. dollars and non-callable Government Securities, in such amounts as will be sufficient without consideration of any reinvestment of interest, to pay and discharge the entire indebtedness on the Notes not

delivered to the Trustee for cancellation for principal, premium, if any, and accrued interest to the date of maturity or redemption;

(2) no Default or Event of Default has occurred and is continuing on the date of the deposit (other than a Default or Event of Default resulting from the borrowing of funds to be applied to such deposit) and the deposit will not result in a breach or violation of, or constitute a default under, any other instrument to which the Company or any Subsidiary Guarantor is a party or by which the Company or any Subsidiary Guarantor is bound;

(3) the Company or any Subsidiary Guarantor has paid or caused to be paid all sums payable by it under this Indenture; and

(4) the Company has delivered irrevocable written instructions to the Trustee under this Indenture to apply the deposited money toward the payment of the Notes at maturity or the redemption date, as the case may be.

In addition, the Company must deliver an Officer's Certificate and an Opinion of Counsel to the Trustee stating that all conditions precedent to satisfaction and discharge have been satisfied.

(e) Compliance Certificate.

The Company and each Guarantor (to the extent that such Guarantor is so required under the TIA) shall deliver to the Trustee, within 90 days after the end of each fiscal year, an Officer's Certificate stating that a review of the activities of the Company and its Subsidiaries during the preceding fiscal year has been made under the supervision of the signing Officers with a view to determining whether the Company has kept, observed, performed and fulfilled its obligations under this Indenture, and further stating, as to such Officer signing such certificate, that to the best of his or her knowledge the Company has kept, observed, performed and fulfilled each and every covenant contained in this Indenture and is not in default in the performance or observance of any of the terms, provisions and conditions of this Indenture (or, if a Default or Event of Default has occurred, describing all such Defaults or Events of Default of which he or she may have knowledge and what action the Company is taking or proposes to take with respect thereto) and that to the best of his or her knowledge no event has occurred and remains in existence by reason of which payments on account of the principal of or interest, if any, on the Notes is prohibited or if such event has occurred, a description of the event and what action the Company is taking or proposes to take with respect thereto.

So long as any of the Notes are outstanding, the Company shall deliver to the Trustee, forthwith upon any Officer becoming aware of any Default or Event of Default, an Officer's Certificate specifying such Default or Event of Default and what action the Company is taking or proposes to take with respect thereto.

**9. Other obligors.**

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Dynege's obligations with respect to the Dynege Notes will initially be guaranteed by each of the Subsidiary Guarantors, all of which are subsidiaries of Dynege. The mailing address for each of the Subsidiary Guarantors is c/o Dynege Inc., 601 Travis, Suite 1400, Houston, Texas 77002.

**Contents of application for qualification.** This application for qualification comprises:

- (a) Pages numbered 1 to 51, consecutively.
  
- (b) The statement of eligibility and qualification on Form T-1 of Wilmington Trust, N.A., as Trustee, under the Indenture to be qualified.
  
- (c) The following exhibits in addition to those filed as a part of the statement of eligibility and qualification of the Trustee.

Exhibit T3A-1      Third Amended and Restated Certificate of Incorporation of Dynege Inc., dated October 1, 2012 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Dynege Inc., filed on October 4, 2012).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3A-2	Articles of Amendment of Illinois Power Generating Company (incorporated by reference to Exhibit 3.3 to Illinois Power Generating Company's annual report on Form 10-K, filed on March 28, 2014).
Exhibit T3A-3	Certificate of Incorporation of Black Mountain Cogen Inc. (incorporated by reference to Exhibit 3.4 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
Exhibit T3A-4	Form of Certificate of Formation for Blue Ridge Generation LLC, Dynegey Coal Trading & Transportation, L.L.C., Dynegey Equipment, LLC, Dynegey Kendall Energy, LLC and Havana Dock Enterprises, LLC (incorporated by reference to Exhibit 3.3 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
Exhibit T3A-5	Certificate of Formation and Certificate of Restoration of Casco Bay Energy Company, LLC (incorporated by reference to Exhibit 3.5 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
Exhibit T3A-6	Certificate of Formation of Dighton Power, LLC (f/k/a BG Dighton Power, LLC) (incorporated by reference to Exhibit 3.86 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-7	Certificate of Amendment to Certificate of Formation of Dighton Power, LLC (f/k/a BG Dighton Power, LLC) (incorporated by reference to Exhibit 3.87 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-8	Form of Certificate of Amendment Changing Only the Registered Office and Registered Agent of Richland Generation Expansion, LLC, Milford Power Company, LLC, RSG Power, LLC, Richland-Stryker Generation LLC, Dighton Power, LLC, Masspower Holdco, LLC, Masspower Partners I, LLC, Masspower Partners II, LLC, Liberty Electric Power, LLC, Tomcat Power, LLC, Elwood Expansion Holdings, LLC, Elwood Energy Holdings, LLC, and Elwood Energy Holdings II, LLC (incorporated by reference to Exhibit 3.122 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-9	Certificate of Incorporation of Dynegey Administrative Services Company (incorporated by reference to Exhibit 3.6 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
Exhibit T3A-10	Amended and Restated Certificate of Formation of Dynegey Coal Generation, LLC (incorporated by reference to Exhibit 3.52 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-11	Form of Certificate of Formation for Dynegey Coal Holdco, LLC, Dynegey Coal Investments Holdings, LLC, Dynegey Energy Services, LLC, Dynegey GasCo Holdings, LLC, Dynegey Gas Holdco, LLC, Dynegey Gas Investments, LLC, Dynegey Gas Investments Holdings, LLC, Dynegey Midwest Generation, LLC and Dynegey Power, LLC (incorporated by reference to Exhibit 3.7 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
Exhibit T3A-12	Amended and Restated Articles of Incorporation of Dynegey Commercial Asset Management, LLC (f/k/a Duke Energy Commercial Asset Management, LLC) (incorporated by reference to Exhibit 3.26 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-13	Certificate of Amendment or Restatement to the Amended and Restated Articles of Incorporation of Dynegey Commercial Asset Management, LLC (f/k/a Duke Energy Commercial Asset Management, LLC) (incorporated by reference to Exhibit 2.37 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-14	Amended and Restated Certificate of Formation of Dynegey Conesville, LLC (incorporated by reference to Exhibit 3.38 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8,



## Edgar Filing: Masspower Partners II, LLC - Form T-3

2015).

- Exhibit T3A-15 Amended and Restated Certificate of Formation of Dynege Dicks Creek, LLC (incorporated by reference to Exhibit 3.39 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-16 Certificate of Formation of Dynege Energy Services (East), LLC (f/k/a Cinergy Retail Sales, LLC; f/k/a Duke Energy Retail Sales, LLC) (incorporated by reference to Exhibit 3.35 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-17 Certificate of Amendment to the Certificate of Formation of Dynege Energy Services (East), LLC (f/k/a Cinergy Retail Sales, LLC; f/k/a Duke Energy Retail Sales, LLC) (incorporated by reference to Exhibit 3.36 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-18 Certificate of Amendment to Certificate of Formation of Dynege Energy Services (East), LLC (f/k/a Cinergy Retail Sales, LLC; f/k/a Duke Energy Retail Sales, LLC) (incorporated by reference to Exhibit 3.37 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-19 Certificate of Formation of Dynege Fayette II, LLC (f/k/a Duke Energy Fayette II, LLC) (incorporated by reference to Exhibit 3.40 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-20 Certificate of Amendment to Certificate of Formation of Dynege Fayette II, LLC (f/k/a Duke Energy Fayette II, LLC) (incorporated by reference to Exhibit 3.41 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-21 Amended and Restated Certificate of Formation of Dynege Gas Generation, LLC (incorporated by reference to Exhibit 3.53 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-22 Form of Certificate of Formation for Dynege Gas Imports, LLC and Dynege Marketing and Trade, LLC (incorporated by reference to Exhibit 3.8 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-23 Amended and Restated Certificate of Formation of Dynege Generation Holdco, LLC (incorporated by reference to Exhibit 3.54 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-24 Certificate of Incorporation and Certificate of Amendment of Dynege Global Liquids, Inc. (incorporated by reference to Exhibit 3.9 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-25 Certificate of Formation of Dynege Hanging Rock II, LLC (f/k/a Duke Energy Hanging Rock II, LLC) (incorporated by reference to Exhibit 3.42 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-26 Certificate of Amendment to Certificate of Formation of Dynege Hanging Rock II, LLC (f/k/a Duke Energy Hanging Rock II, LLC) (incorporated by reference to Exhibit 3.43 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-27 Amended and Restated Certificate of Formation of Dynege Killen, LLC (incorporated by reference to Exhibit 3.44 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-28 Certificate of Formation of Dynege Lee II, LLC (f/k/a Duke Energy Lee II, LLC) (incorporated by reference to Exhibit 3.45 to the amended registration statement on Form S-4 of Dynege Inc., filed on

## Edgar Filing: Masspower Partners II, LLC - Form T-3

July 8, 2015).

- Exhibit T3A-29 Certificate of Amendment to Certificate of Formation of Dynege Lee II, LLC (f/k/a Duke Energy Lee II, LLC) (incorporated by reference to Exhibit 3.46 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-30 Amended and Restated Certificate of Formation of Dynege Miami Fort, LLC (incorporated by reference to Exhibit 3.47 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-31 Certificate of Formation and Certificates of Amendment of Dynege Morro Bay, LLC (incorporated by reference to Exhibit 3.10 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-32 Certificate of Formation and Certificates of Amendment of Dynege Moss Landing, LLC (incorporated by reference to Exhibit 3.11 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-33 Certificate of Formation and Certificates of Amendment of Dynege Oakland, LLC (incorporated by reference to Exhibit 3.12 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-34 Articles of Incorporation and Articles of Amendment of Dynege Operating Company (incorporated by reference to Exhibit 3.13 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-35 Certificate of Incorporation of Dynege Power Generation Inc. (incorporated by reference to Exhibit 3.14 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-36 Certificate of Formation of Dynege Power Marketing, LLC (incorporated by reference to Exhibit 3.15 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
- Exhibit T3A-37 Certificate of Formation of Dynege Resource Holdings, LLC (incorporated by reference to Exhibit 3.123 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-38 Form of Certificate of Formation of Dynege Resource I, LLC, Dynege Resource II, LLC and Dynege Resource III, LLC (incorporated by reference to Exhibit 3.55 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-39 Certificate of Formation of Dynege Resources Generating Holdco, LLC (f/k/a EquiPower Resources Holdings, LLC) (incorporated by reference to Exhibit 3.60 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-40 Certificate of Amendment to Certificate of Formation of Dynege Resources Generating Holdco, LLC (f/k/a EquiPower Resources Holdings, LLC) (incorporated by reference to Exhibit 3.61 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-41 Certificate of Formation of Dynege Resources Holdco I, LLC (f/k/a EquiPower Resources Holdco, LLC) (incorporated by reference to Exhibit 3.56 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).
- Exhibit T3A-42 Certificate of Amendment to Certificate of Formation of Dynege Resources Holdco I, LLC (f/k/a EquiPower Resources Holdco, LLC) (incorporated by reference to Exhibit 3.57 to the amended registration statement on Form S-4 of Dynege Inc., filed on July 8, 2015).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3A-43	Certificate of Formation of Dynegy Resources Holdco II, LLC (f/k/a EquiPower Resources Holdco II, LLC) (incorporated by reference to Exhibit 3.58 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-44	Certificate of Amendment to Certificate of Formation of Dynegy Resources Holdco II, LLC (f/k/a EquiPower Resources Holdco II, LLC) (incorporated by reference to Exhibit 3.59 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-45	Certificate of Formation of Dynegy Resources Management, LLC (f/k/a EquiPower Resources Management, LLC) (incorporated by reference to Exhibit 3.84 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-46	Certificate of Amendment to Certificate of Formation of Dynegy Resources Management, LLC (f/k/a EquiPower Resources Management, LLC) (incorporated by reference to Exhibit 3.85 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-47	Certificate of Formation and Certificates of Amendment of Dynegy South Bay, LLC (incorporated by reference to Exhibit 3.16 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
Exhibit T3A-48	Amended and Restated Certificate of Formation of Dynegy Stuart, LLC (incorporated by reference to Exhibit 3.48 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-49	Certificate of Formation of Dynegy Washington II, LLC (f/k/a Duke Energy Washington II, LLC) (incorporated by reference to Exhibit 3.49 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-50	Certificate of Amendment to Certificate of Formation of Dynegy Washington II, LLC (f/k/a Duke Energy Washington II, LLC) (incorporated by reference to Exhibit 3.50 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-51	Amended and Restated Certificate of Formation of Dynegy Zimmer, LLC (incorporated by reference to Exhibit 3.51 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-52	Certificate of Formation of Elwood Energy Holdings II, LLC (incorporated by reference to Exhibit 3.118 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-53	Certificate of Formation of Elwood Energy Holdings, LLC (f/k/a Dominion Elwood Holdings, LLC) (incorporated by reference to Exhibit 3.116 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-54	Certificate of Amendment to Certificate of Formation of Elwood Energy Holdings, LLC (f/k/a Dominion Elwood Holdings, LLC) (incorporated by reference to Exhibit 3.117 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-55	Certificate of Formation of Elwood Expansion Holdings, LLC (incorporated by reference to Exhibit 3.115 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-56	Articles of Entity Conversion of Elwood Services Company, LLC (f/k/a Dominion Elwood Services Company, Inc.) (incorporated by reference to Exhibit 3.22 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
Exhibit T3A-57	Second Amended and Restated Certificate of Incorporation of EquiPower Resources Corp (incorporated by reference to Exhibit 3.32 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3A-58	Certificate of Designations of EquiPower Resources Corp. (incorporated by reference to Exhibit 3.33 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-59	Certificate of Change of Registered Office and Registered Agent of EquiPower Resources Corp (incorporated by reference to Exhibit 3.34 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-60	Articles of Incorporation and Articles of Amendment of Illinova Corporation (incorporated by reference to Exhibit 3.17 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
Exhibit T3A-61	Articles of Entity Conversion of Kincaid Energy Services Company, LLC (f/k/a Dominion Energy Services Company, Inc.) (incorporated by reference to Exhibit 3.23 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-62	Amended and Restated Articles of Organization of Kincaid Generation, L.L.C. (incorporated by reference to Exhibit 3.24 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-63	Articles of Entity Conversion of Kincaid Holdings, LLC (f/k/a Dominion Kincaid, Inc.) (incorporated by reference to Exhibit 3.25 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-64	Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.70 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-65	Certificate of Restoration of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.71 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-66	Certificate of Amendment to Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.72 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-67	Certificate of Amendment to Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.73 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-68	Certificate of Amendment to Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.74 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-69	Certificate of Merger of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) Merging Lake Road Trust Ltd. into Lake Road Generating Company, L.P. (incorporated by reference to Exhibit 3.75 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-70	Certificate of Amendment to Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.76 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-71	Certificate of Amendment to Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.77 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3A-72	Certificate of Amendment to Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.78 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-73	Certificate of Amendment to Certificate of Limited Partnership of Lake Road Generating Company, L.P. (f/k/a Richmond Generating Company, L.P.) (incorporated by reference to Exhibit 3.79 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-74	Certificate of Formation of Liberty Electric Power, LLC (incorporated by reference to Exhibit 3.110 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-75	Certificate of Amendment to Certificate of Formation of Liberty Electric Power, LLC (incorporated by reference to Exhibit 3.111 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-76	Certificate of Amendment Changing Only the Registered Office or Registered Agent of Liberty Electric Power, LLC (incorporated by reference to Exhibit 3.112 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-77	Certificate of Formation of Masspower Holdco, LLC (f/k/a Silver Ship Holdings, LLC; f/k/a BG MP Holdings, LLC) (incorporated by reference to Exhibit 3.88 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-78	Certificate of Amendment to Certificate of Formation of Masspower Holdco, LLC (f/k/a Silver Ship Holdings, LLC; f/k/a BG MP Holdings, LLC) (incorporated by reference to Exhibit 3.89 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-79	Certificate of Amendment to Certificate of Formation of Masspower Holdco, LLC (f/k/a Silver Ship Holdings, LLC; f/k/a BG MP Holdings, LLC) (incorporated by reference to Exhibit 3.90 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-80	Certificate of Amendment to Certificate of Formation of Masspower Holdco, LLC (f/k/a Silver Ship Holdings, LLC; f/k/a BG MP Holdings, LLC) (incorporated by reference to Exhibit 3.91 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-81	Certificate of Amendment to Certificate of Formation of Masspower Holdco, LLC (f/k/a Silver Ship Holdings, LLC; f/k/a BG MP Holdings, LLC) (incorporated by reference to Exhibit 3.92 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-82	Certificate of Formation of Masspower Partners I, LLC (f/k/a Silver Ship MP Partners, LLC; f/k/a BG MP Partners I, LLC) (incorporated by reference to Exhibit 3.93 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-83	Certificate of Amendment to Certificate of Formation of Masspower Partners I, LLC (f/k/a Silver Ship MP Partners, LLC; f/k/a BG MP Partners I, LLC) (incorporated by reference to Exhibit 3.94 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-84	Certificate of Amendment to Certificate of Formation of Masspower Partners I, LLC (f/k/a Silver Ship MP Partners, LLC; f/k/a BG MP Partners I, LLC) (incorporated by reference to Exhibit 3.95 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-85	Certificate of Amendment to Certificate of Formation of Masspower Partners I, LLC (f/k/a Silver Ship MP Partners, LLC; f/k/a BG MP Partners I, LLC) (incorporated by reference to Exhibit 3.96 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3A-86	Certificate of Amendment to Certificate of Formation of Masspower Partners I, LLC (f/k/a Silver Ship MP Partners, LLC; f/k/a BG MP Partners I, LLC) (incorporated by reference to Exhibit 3.97 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-87	Certificate of Formation of Masspower Partners II, LLC (f/k/a Silver Ship MP Partners II, LLC; f/k/a BG MP Partners II, LLC) (incorporated by reference to Exhibit 3.98 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-88	Certificate of Amendment to Certificate of Formation of Masspower Partners II, LLC (f/k/a Silver Ship MP Partners II, LLC; f/k/a BG MP Partners II, LLC) (incorporated by reference to Exhibit 3.99 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-89	Certificate of Amendment to Certificate of Formation of Masspower Partners II, LLC (f/k/a Silver Ship MP Partners II, LLC; f/k/a BG MP Partners II, LLC) (incorporated by reference to Exhibit 3.100 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-90	Certificate of Amendment to Certificate of Formation of Masspower Partners II, LLC (f/k/a Silver Ship MP Partners II, LLC; f/k/a BG MP Partners II, LLC) (incorporated by reference to Exhibit 3.101 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-91	Certificate of Amendment to Certificate of Formation of Masspower Partners II, LLC (f/k/a Silver Ship MP Partners II, LLC; f/k/a BG MP Partners II, LLC) (incorporated by reference to Exhibit 3.102 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-92	Second Amended and Restated Partnership Agreement of Masspower (incorporated by reference to Exhibit 3.126 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-93	Amended and Restated Certificate of Formation of Milford Power Company, LLC (incorporated by reference to Exhibit 3.64 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-94	Certificate of Formation and Certificates of Amendment of Ontelaunee Power Operating Company, LLC (incorporated by reference to Exhibit 3.18 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
Exhibit T3A-95	Certificate of Formation of Richland Generation Expansion, LLC (incorporated by reference to Exhibit 3.62 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-96	Certificate of Amendment Changing Only the Registered Office or Registered Agent of Richland Generation Expansion, LLC (incorporated by reference to Exhibit 3.63 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-97	Certificate of Formation of Richland-Stryker Generation LLC (incorporated by reference to Exhibit 3.81 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-98	Certificate of Amendment Changing Only the Registered Office or Registered Agent of Richland-Stryker Generation LLC (incorporated by reference to Exhibit 3.82 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-99	Certificate of Amendment Changing Only the Registered Office or Registered Agent of Richland-Stryker Generation LLC (incorporated by reference to Exhibit 3.83 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
Exhibit T3A-100	Certificate of Formation of RSG Power, LLC (incorporated by reference to Exhibit 3.80 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3A-101	Restated Certificate of Incorporation and Certificates of Amendment of Sithe Energies, Inc. (incorporated by reference to Exhibit 3.19 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
Exhibit T3A-102	Certificate of Formation and Certificate of Amendment of Sithe/Independence LLC (incorporated by reference to Exhibit 3.20 to the registration statement on Form S-4 of Dynege Inc., filed on December 9, 2013).
Exhibit T3A-103	Certificate of Formation of Tomcat Power, LLC (incorporated by reference to Exhibit 3.113 to the amended registration statement on Form S-4/A of Dynege Inc., filed on July 8, 2015).
Exhibit T3A-104	Certificate of Amendment Changing Only the Registered Office or Registered Agent of Tomcat Power, LLC (incorporated by reference to Exhibit 3.114 to the amended registration statement on Form S-4/A of Dynege Inc., filed on July 8, 2015).
Exhibit T3A-105*	Certificate of Conversion of Lake Road Generating Company, L.P. to Lake Road Generating Company, LLC.
Exhibit T3A-106*	Articles of Incorporation of Coffeen and Western Railroad Company, dated February 11, 2004.
Exhibit T3A-107*	Articles of Amendment of Coffeen and Western Railroad Company, dated December 2, 2013.
Exhibit T3A-108*	Statement of Change of Registered Agent and Registered Office of Coffeen and Western Railroad Company, dated December 5, 2013.
Exhibit T3A-109*	Articles of Incorporation of Illinois Power Fuels and Services Company (f/k/a Ameren Energy Fuels and Services Company), dated September 18, 2000.
Exhibit T3A-110*	Statement of Change of Registered Agent and Registered Office of Illinois Power Fuels and Services Company (f/k/a Ameren Energy Fuels and Services Company), dated December 2, 2013.
Exhibit T3A-111*	Articles of Amendment of Illinois Power Fuels and Services Company (f/k/a Ameren Energy Fuels and Services Company), dated December 2, 2013.
Exhibit T3A-112*	Articles of Incorporation of Illinois Power Marketing Company (f/k/a Ameren Energy Marketing Company), dated March 2, 2000.
Exhibit T3A-113*	Articles of Amendment of Illinois Power Marketing Company (f/k/a Ameren Energy Marketing Company), dated December 2, 2013.
Exhibit T3A-114*	Statement of Change of Registered Agent and Registered Office of Illinois Power Marketing Company (f/k/a Ameren Energy Marketing Company), dated December 2, 2013.
Exhibit T3A-115*	Articles of Incorporation of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated November 15, 2001.
Exhibit T3A-116*	Articles of Amendment of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated April 2, 2003.
Exhibit T3A-117*	Certificate of Conversion of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated November 22, 2013.

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3A-118*	Articles of Merger of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), November 27, 2013.
Exhibit T3A-119*	Certificate of Merger of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated November 27, 2013.
Exhibit T3A-120*	Certificate of Amendment to Certificate of Formation of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated December 2, 2013.
Exhibit T3A-121*	Certificate of Amendment Changing Only the Registered Office or Registered Agent of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated December 2, 2013.
Exhibit T3A-122*	Certificate of Formation of Illinois Power Resources, LLC (f/k/a New Ameren Energy Resources, LLC), dated November 25, 2013.
Exhibit T3A-123*	Certificate of Amendment to Certificate of Formation of Illinois Power Resources, LLC (f/k/a New Ameren Energy Resources, LLC), dated December 2, 2013.
Exhibit T3A-124*	Certificate of Amendment Changing Registered Office of Illinois Power Resources, LLC (f/k/a New Ameren Energy Resources, LLC), dated December 2, 2013.
Exhibit T3A-125*	Certificate of Formation of IPH II, LLC (f/k/a Illinois Power Holdings II, LLC).
Exhibit T3A-126*	Certificate of Amendment to Certificate of Formation of IPH II, LLC (f/k/a Illinois Power Holdings II, LLC).
Exhibit T3A-127*	Certificate of Amendment Changing Only the Registered Office or Registered Agent of a Limited Liability Company of IPH II, LLC (f/k/a Illinois Power Holdings II, LLC).
Exhibit T3A-128*	Certificate of Formation of IPH, LLC (f/k/a Illinois Power Holdings, LLC).
Exhibit T3A-129*	Certificate of Amendment to Certificate of Formation of IPH, LLC (f/k/a Illinois Power Holdings, LLC).
Exhibit T3A-130*	Certificate of Amendment Changing Only the Registered Office or Registered Agent of a Limited Liability Company of IPH, LLC (f/k/a Illinois Power Holdings, LLC).
Exhibit T3A-131	Articles of Incorporation of Illinois Power Generating Company (incorporated by reference to Exhibit 3.1 to the amended registration statement on Form S-4 of Illinois Power Generating Company, filed on April 12, 2001).
Exhibit T3A-132	Amendment to Articles of Incorporation of Illinois Power Generating Company (incorporated by reference to Exhibit 3.2 to the amended registration statement on Form S-4 of Illinois Power Generating Company, filed on April 12, 2001).
Exhibit T3B-1	Dynegy Inc. Sixth Amended and Restated Bylaws, dated August 21, 2014.
Exhibit T3B-2	Illinois Power Generating Company Amended and Restated Bylaws, dated December 2, 2013 (incorporated by reference to Exhibit 3.4 to Illinois Power Generating Company's annual report on Form 10-K, filed on March 28, 2014).
Exhibit T3B-3	Form of Amended and Restated Bylaws for Black Mountain Cogen, Inc., Dynegy Global Liquids, Inc., Dynegy Power Generation Inc. and Sithe Energies, Inc. (incorporated by reference to Exhibit 3.22 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
Exhibit T3B-4	Form of Limited Liability Company Agreement for Blue Ridge Generation LLC (incorporated by reference to Exhibit 3.24 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).





## Edgar Filing: Masspower Partners II, LLC - Form T-3

- Exhibit T3B-5 Form of First Amendment to the Limited Liability Company Agreement for Blue Ridge Generation LLC (incorporated by reference to Exhibit 3.25 to Amendment No. 1 to the registration statement on Form S-4/A of Dynegey Inc., filed on January 23, 2014).
- Exhibit T3B-6 Form of Amended and Restated Limited Liability Company Operating Agreement for Casco Bay Energy Company, LLC, Dynegey Morro Bay, LLC, Dynegey Moss Landing, LLC, Dynegey Oakland, LLC and Dynegey South Bay, LLC (incorporated by reference to Exhibit 3.28 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
- Exhibit T3B-7 Form of First Amendment to the Amended and Restated Limited Liability Company Operating Agreement for Casco Bay Energy Company, LLC. (incorporated by reference to Exhibit 3.30 to Amendment No. 1 to the registration statement on Form S-4/A of Dynegey Inc., filed on January 23, 2014).
- Exhibit T3B-8 Form of Third Amended and Restated Limited Liability Company Operating Agreement of Dighton Power, LLC, Dynegey Resources Management, LLC, and Liberty Electric Power, LLC (incorporated by reference to Exhibit 3.141 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-9 Bylaws of Dynegey Administrative Services Company (incorporated by reference to Exhibit 3.23 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
- Exhibit T3B-10 Form of Amended and Restated Limited Liability Company Operating Agreement of Dynegey Coal Generation, LLC and Dynegey Gas Generation, LLC (incorporated by reference to Exhibit 3.133 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-11 Form of Third Amended and Restated Limited Liability Company Operating Agreements for Dynegey Coal Holdco, LLC and Dynegey Gas Investments, LLC (incorporated by reference to Exhibit 3.31 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
- Exhibit T3B-12 Form of Amended and Restated Limited Liability Company Operating Agreements for Dynegey Coal Investments Holdings, LLC and Dynegey Gas Investments Holdings, LLC (incorporated by reference to Exhibit 3.32 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
- Exhibit T3B-13 Form of Third Amended and Restated Limited Liability Company Operating Agreement for Dynegey Coal Trading & Transportation, L.L.C. (incorporated by reference to Exhibit 3.42 to Amendment No. 2 to the registration statement of Dynegey Inc., filed on February 28, 2014).
- Exhibit T3B-14 Form of First Amendment to Third Amended and Restated Limited Liability Company Operating Agreement for Dynegey Coal Trading & Transportation, L.L.C. (incorporated by reference to Exhibit 3.43 to Amendment No. 2 to the registration statement of Dynegey Inc., filed on February 28, 2014).
- Exhibit T3B-15 Third Amended and Restated Limited Liability Company Operating Agreement of Dynegey Commercial Asset Management, LLC (incorporated by reference to Exhibit 3.127 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-16 Form of Second Amended and Restated Limited Liability Company Operating Agreement of Dynegey Conesville, LLC, Dynegey Dicks Creek, LLC, Dynegey Fayette II, LLC, Dynegey Hanging Rock II, LLC, Dynegey Killen, LLC, Dynegey Lee II, LLC, Dynegey Miami Fort, LLC, Dynegey Stuart, LLC, Dynegey Washington II, LLC and Dynegey Zimmer, LLC (incorporated by reference to Exhibit 3.132 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-17 Third Amended and Restated Limited Liability Company Operating Agreement of Dynegey Energy Services (East), LLC (incorporated by reference to Exhibit 3.130 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

- Exhibit T3B-18 Form of Limited Liability Company Operating Agreement for Dynegy Energy Services, LLC (formerly Illinois Power Energy, LLC) (incorporated by reference to Exhibit 3.33 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-19 Form of First Amendment to the Limited Liability Company Operating Agreement for Dynegy Energy Services, LLC (incorporated by reference to Exhibit 3.34 to Amendment No. 1 to the registration statement on Form S-4/A of Dynegy Inc., filed on January 23, 2014).
- Exhibit T3B-20 Form of First Amendment to the Limited Liability Company Operating Agreement for Dynegy Energy Services, LLC (incorporated by reference to Exhibit 3.34 to Amendment No. 1 to the registration statement on Form S-4/A of Dynegy Inc., filed on January 23, 2014).
- Exhibit T3B-21 Form of Second Amended and Restated Limited Liability Company Operating Agreement for Dynegy Gas Holdco, LLC (incorporated by reference to Exhibit 3.37 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-22 Form of Amended and Restated Limited Liability Company Operating Agreement for Dynegy Gas Imports, LLC and Ontelaunee Power Operating Company, LLC (incorporated by reference to Exhibit 3.38 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-23 Form of Limited Liability Company Operating Agreement for Dynegy GasCo Holdings, LLC (incorporated by reference to Exhibit 3.36 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-24 Third Amended and Restated Limited Liability Company Operating Agreement of Dynegy Generation Holdco, LLC (incorporated by reference to Exhibit 3.131 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
- Exhibit T3B-25 Form of Fourth Amended and Restated Limited Liability Company Operating Agreement for Dynegy Kendall Energy, LLC (incorporated by reference to Exhibit 3.39 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-26 Form of Fourth Amended and Restated Limited Liability Company Operating Agreement for Dynegy Marketing and Trade, LLC (incorporated by reference to Exhibit 3.40 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-27 Form of Fifth Amended and Restated Limited Liability Company Operating Agreement for Dynegy Midwest Generation, LLC and Dynegy Power, LLC (incorporated by reference to Exhibit 3.41 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-28 Amended and Restated Bylaws of Dynegy Operating Company (incorporated by reference to Exhibit 3.48 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-29 Form of Third Amended and Restated Limited Liability Company Operating Agreement for Dynegy Power Marketing, LLC (incorporated by reference to Exhibit 3.49 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
- Exhibit T3B-30 Form of Limited Liability Company Operating Agreement of Dynegy Resource I, LLC, Dynegy Resource II, LLC, Dynegy Resource III, LLC and Dynegy Resource Holdings, LLC (incorporated by reference to Exhibit 3.134 to the amended registration statement on Form S-4 of Dynegy Inc., filed on July 8, 2015).
- Exhibit T3B-31 Form of Second Amended and Restated Limited Liability Company Operating Agreement of Dynegy Resources Generating Holdco, LLC, Elwood Energy Holdings, LLC, Richland-Stryker Generation LLC, Richland Generation Expansion, LLC, RSG Power, LLC and Tomcat Power, LLC (incorporated

## Edgar Filing: Masspower Partners II, LLC - Form T-3

by reference to Exhibit 3.139 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).

- Exhibit T3B-32 Amended and Restated Limited Liability Company Operating Agreement of Dynegey Resources Holdco I, LLC (incorporated by reference to Exhibit 3.135 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-33 Amended and Restated Limited Liability Company Operating Agreement of Dynegey Resources Holdco II, LLC (incorporated by reference to Exhibit 3.136 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-34 Amended and Restated Limited Liability Company Operating Agreement of Elwood Energy Holdings II, LLC (incorporated by reference to Exhibit 3.137 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-35 Amended and Restated Limited Liability Company Operating Agreement of Elwood Expansion Holdings, LLC (incorporated by reference to Exhibit 3.138 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-36 Form of Amended and Restated Limited Liability Company Operating Agreement of Elwood Services Company, LLC, Kincaid Energy Services Company, LLC and Kincaid Holdings, LLC (incorporated by reference to Exhibit 3.124 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-37 Amended and Restated Bylaws of EquiPower Resources Corp. (incorporated by reference to Exhibit 3.129 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-38 Form of Limited Liability Company Agreement for Havana Dock Enterprises, LLC, as amended (incorporated by reference to Exhibit 3.26 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
- Exhibit T3B-39 Form of First Amendment to the Limited Liability Company Agreement for Havana Dock Enterprises, LLC (incorporated by reference to Exhibit 3.27 to Amendment No. 2 to the registration statement on Form S-4/A of Dynegey Inc., filed on February 28, 2014).
- Exhibit T3B-40 Amended and Restated Bylaws of Illinova Corporation (incorporated by reference to Exhibit 3.47 to the registration statement on Form S-4 of Dynegey Inc., filed on December 9, 2013).
- Exhibit T3B-41 Second Amended and Restated Limited Liability Company Operating Agreement of Kincaid Generation, L.L.C. (incorporated by reference to Exhibit 3.125 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-42 Seventh Amended and Restated Limited Partnership Agreement of Lake Road Generating Company, L.P. (incorporated by reference to Exhibit 3.142 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-43 Form of Fourth Amended and Restated Limited Liability Company Operating Agreement of Masspower Holdco, LLC, Masspower Partners II, LLC and Milford Power Company, LLC (incorporated by reference to Exhibit 3.140 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).
- Exhibit T3B-44 Fifth Amended and Restated Limited Liability Company Operating Agreement of Masspower Partners I, LLC (incorporated by reference to Exhibit 3.143 to the amended registration statement on Form S-4 of Dynegey Inc., filed on July 8, 2015).

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3B-45	Form of Limited Liability Company Agreement for Sithe/Independence LLC (incorporated by reference to Exhibit 3.44 to the registration statement on Form S-4 of Dynegy Inc., filed on December 9, 2013).
Exhibit T3B-46	Form of First Amendment to the Limited Liability Company Agreement for Sithe/Independence LLC (incorporated by reference to Exhibit 3.45 to Amendment No. 1 to the amended registration statement on Form S-4 of Dynegy Inc., filed on January 23, 2014).
Exhibit T3B-47*	First Amendment to the Amended and Restated Limited Liability Company Operating Agreement of Kincaid Energy Services Company, LLC.
Exhibit T3B-48*	First Amendment to the Amended and Restated Limited Liability Company Operating Agreement of Kincaid Holdings, LLC.
Exhibit T3B-49*	First Amendment to the Second Amended and Restated Limited Liability Company Operating Agreement of Kincaid Generation, L.L.C.
Exhibit T3B-50*	Amended and Restated Limited Liability Company Operating Agreement of Lake Road Generating Company, LLC.
Exhibit T3B-51*	First Amendment to the Amended and Restated Limited Liability Company Operating Agreement of Lake Road Generating Company, LLC.
Exhibit T3B-52*	Second Amendment to the Amended and Restated Limited Liability Company Operating Agreement of Lake Road Generating Company, LLC.
Exhibit T3B-53*	First Amendment to the Third Amended and Restated Limited Liability Company Operating Agreement of Liberty Electric Power, LLC.
Exhibit T3B-54*	Second Amendment to the Third Amended and Restated Limited Liability Company Operating Agreement of Liberty Electric Power, LLC.
Exhibit T3B-55*	Third Amendment to the Third Amended and Restated Limited Liability Company Operating Agreement of Liberty Electric Power, LLC.
Exhibit T3B-56*	Fourth Amendment to the Third Amended and Restated Limited Liability Company Operating Agreement of Liberty Electric Power, LLC.
Exhibit T3B-57*	Fifth Amendment to the Third Amended and Restated Limited Liability Company Operating Agreement of Liberty Electric Power, LLC.
Exhibit T3B-58*	First Amendment to the Second Amended and Restated Limited Liability Company Operating Agreement of Tomcat Power, LLC.
Exhibit T3B-59*	Amended and Restated By-Laws of Coffeen and Western Railroad Company, dated December 2, 2013.
Exhibit T3B-60*	Amended and Restated By-Laws of Illinois Power Fuels and Services Company (f/k/a Ameren Energy Fuels and Services Company), dated December 2, 2013.
Exhibit T3B-61*	First Amendment to Amended and Restated By-Laws of Illinois Power Fuels and Services Company (f/k/a Ameren Energy Fuels and Services Company), dated January 16, 2014.
Exhibit T3B-62*	Amended and Restated By-Laws of Illinois Power Marketing Company (f/k/a Ameren Energy Marketing Company), dated December 2, 2013.

## Edgar Filing: Masspower Partners II, LLC - Form T-3

Exhibit T3B-63*	First Amendment to Amended and Restated By-Laws of Illinois Power Marketing Company (f/k/a Ameren Energy Marketing Company), dated January 16, 2014.
Exhibit T3B-64*	Amended and Restated Limited Liability Company Operating Agreement of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated December 2, 2013.
Exhibit T3B-65*	First Amendment to Amended and Restated Limited Liability Company Operating Agreement of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated January 16, 2014.
Exhibit T3B-66*	Second Amendment to Amended and Restated Limited Liability Company Operating Agreement of Illinois Power Resources Generating, LLC (f/k/a AmerEnergy Resources Generating Company, LLC; f/k/a New AERG, LLC; f/k/a Ameren Capital Trust I; f/k/a Central Illinois Generation), dated March 27, 2015.
Exhibit T3B-67*	Amended and Restated Limited Liability Company Operating Agreement of Illinois Power Resources, LLC (f/k/a New Ameren Energy Resources, LLC), dated December 2, 2013.
Exhibit T3B-68*	First Amendment to Amended and Restated Limited Liability Company Operating Agreement of Illinois Power Resources, LLC (f/k/a New Ameren Energy Resources, LLC), dated January 16, 2014.
Exhibit T3B-69*	Second Amendment to Amended and Restated Limited Liability Company Operating Agreement of Illinois Power Resources, LLC (f/k/a New Ameren Energy Resources, LLC), dated March 27, 2015.
Exhibit T3B-70*	Limited Liability Company Operating Agreement of IPH II, LLC (f/k/a Illinois Power Holdings II, LLC).
Exhibit T3B-71*	Amendment to the Limited Liability Company Operating Agreement of IPH II, LLC (f/k/a Illinois Power Holdings II, LLC).
Exhibit T3B-72*	Amended and Restated Limited Liability Company Operating Agreement of IPH, LLC (f/k/a Illinois Power Holdings, LLC).
Exhibit T3B-73*	First Amendment to the Amended and Restated Limited Liability Company Operating Agreement of IPH, LLC (f/k/a Illinois Power Holdings, LLC).
Exhibit T3B-74*	Second Amendment to Amended and Restated By-Laws of Illinois Power Marketing Company (f/k/a Ameren Energy Marketing Company).
Exhibit T3C*	Form of Indenture.
Exhibit T3D	Not applicable.
Exhibit T3E*	Offering Memorandum and Indenture Consent Solicitation Statement and Disclosure Statement Soliciting Acceptances of a Prepackaged Plan of Reorganization, dated November 7, 2016.
Exhibit T3F*	A cross reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to section 310 through 318(a), inclusive, of the Trust Indenture Act of 1939 (included in Exhibit T3C).
Exhibit 25.1*	Statement of eligibility and qualification of the Trustee on Form T-1.

---

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Trust Indenture Act of 1939, each of the applicants below have duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of Houston, and State of Texas, on November 7, 2016.

DYNEGY INC.

By: /s/ Clint C. Freeland  
Name: Clint C. Freeland  
Title: Executive Vice President and Chief Financial Officer

ILLINOIS POWER GENERATING COMPANY  
BLACK MOUNTAIN COGEN, INC.  
BLUE RIDGE GENERATION LLC  
CASCO BAY ENERGY COMPANY, LLC  
COFFEEN AND WESTERN RAILROAD COMPANY  
DIGHTON POWER, LLC  
DYNEGY ADMINISTRATIVE SERVICES COMPANY  
DYNEGY COAL GENERATION, LLC  
DYNEGY COAL HOLDCO, LLC  
DYNEGY COAL INVESTMENTS HOLDINGS, LLC  
DYNEGY COAL TRADING & TRANSPORTATION, L.L.C.  
DYNEGY COMMERCIAL ASSET MANAGEMENT, LLC  
DYNEGY CONESVILLE, LLC  
DYNEGY DICKS CREEK, LLC  
DYNEGY ENERGY SERVICES (EAST), LLC  
DYNEGY ENERGY SERVICES, LLC  
DYNEGY EQUIPMENT, LLC  
DYNEGY FAYETTE II, LLC  
DYNEGY GAS GENERATION, LLC  
DYNEGY GAS HOLDCO, LLC  
DYNEGY GAS IMPORTS, LLC  
DYNEGY GAS INVESTMENTS HOLDINGS, LLC  
DYNEGY GAS INVESTMENTS, LLC  
DYNEGY GASCO HOLDINGS, LLC  
DYNEGY GENERATION HOLDCO, LLC  
DYNEGY GLOBAL LIQUIDS, INC.  
DYNEGY HANGING ROCK II, LLC  
DYNEGY KENDALL ENERGY, LLC  
DYNEGY KILLEN, LLC  
DYNEGY LEE II, LLC  
DYNEGY MARKETING AND TRADE, LLC  
DYNEGY MIAMI FORT, LLC  
DYNEGY MIDWEST GENERATION, LLC  
DYNEGY MORRO BAY, LLC  
DYNEGY MOSS LANDING, LLC





DYNEGY OAKLAND, LLC  
DYNEGY OPERATING COMPANY  
DYNEGY POWER GENERATION INC.  
DYNEGY POWER MARKETING, LLC  
DYNEGY POWER, LLC  
DYNEGY RESOURCE HOLDINGS, LLC  
DYNEGY RESOURCE I, LLC  
DYNEGY RESOURCE II, LLC  
DYNEGY RESOURCE III, LLC  
DYNEGY RESOURCES GENERATING HOLDCO, LLC  
DYNEGY RESOURCES HOLDCO I, LLC  
DYNEGY RESOURCES HOLDCO II, LLC  
DYNEGY RESOURCES MANAGEMENT, LLC  
DYNEGY SOUTH BAY, LLC  
DYNEGY STUART, LLC  
DYNEGY WASHINGTON II, LLC  
DYNEGY ZIMMER, LLC  
ELWOOD ENERGY HOLDINGS II, LLC  
ELWOOD ENERGY HOLDINGS, LLC  
ELWOOD EXPANSION HOLDINGS, LLC  
ELWOOD SERVICES COMPANY, LLC  
EQUIPOWER RESOURCES CORP.  
HAVANA DOCK ENTERPRISES, LLC  
ILLINOVA CORPORATION  
ILLINOIS POWER FUELS AND SERVICES COMPANY  
ILLINOIS POWER MARKETING COMPANY  
ILLINOIS RESOURCES GENERATING, LLC  
ILLINOIS POWER RESOURCES, LLC  
IPH II, LLC  
IPH, LLC  
KINCAID ENERGY SERVICES COMPANY, LLC  
KINCAID GENERATION, L.L.C.  
KINCAID HOLDINGS, LLC  
LAKE ROAD GENERATING COMPANY, LLC  
LIBERTY ELECTRIC POWER, LLC  
MASSPOWER  
MASSPOWER HOLDCO, LLC  
MASSPOWER PARTNERS I, LLC  
MASSPOWER PARTNERS II, LLC  
MILFORD POWER COMPANY, LLC  
ONTELAUNEE POWER OPERATING COMPANY, LLC  
RICHLAND GENERATION EXPANSION, LLC  
RICHLAND-STRYKER GENERATION LLC  
RSG POWER, LLC  
SITHE ENERGIES, INC.  
SITHE/INDEPENDENCE LLC  
TOMCAT POWER, LLC

By: /s/ Clint C. Freeland  
Name: Clint C. Freeland  
Title: Executive Vice President and Chief Financial Officer