

DYNEGY INC /IL/
Form U-3A-2
February 28, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM U-3A-2

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION
UNDER RULE U-3A-2 FROM THE PROVISIONS OF THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Dynegy Inc. hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption pursuant to Rule 2 from the provisions of the Public Utility Holding Company Act of 1935 (the "ACT"), except section 9(a)(2) of the Act, by operation of section 3(a)(1) of the Act, 15 U.S.C. ss. 79c(a)(1), and submits the following information:

1. Name, state of organization, location, nature of business of Claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which Claimant directly or indirectly holds an interest.

See attached Appendix I.

2. A brief description of the properties of Claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which Claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of the State.

Claimant

Claimant, through its wholly owned subsidiary Illinova Corporation, an Illinois corporation and a public utility holding company ("ILLINOVA"), owns public utility companies or public utility assets as defined under the Act. All of Claimant's activities as a holding company as defined within section 2(a)(7) of the Act pertain to Illinois public utility operations, the public utility operations conducted by Illinova subsidiaries pursuant to its exemption under section 3(a)(1) of the Act. All of Claimant's public utility assets are located in the State of Illinois.

Illinova

Illinova, through one of its subsidiaries, owns public utility companies or public utility assets as defined under the Act. Illinova is exempt from all provisions of the Act except section 9(a)(2) by virtue of section 3(a)(1) of the Act. Illinova and the public utility subsidiary company from which it derived a material part of its income in the calendar year 2001 are predominantly intrastate in character and conduct their business substantially within the State of Illinois; Illinova Corporation, HCAR No. 8305 (May 18, 1994) (approving formation of Illinova and exemption under section 3(a)(1) of the Act). All of Illinova's public utility assets are located in the State of Illinois.

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One wholly owned subsidiary of Illinova operated as a public utility company or owned public utility assets during all or part of the calendar year 2001: Illinois Power Company, an Illinois corporation ("ILLINOIS POWER").

Illinois Power is a wholly owned subsidiary of Illinova. Illinois Power is an electric and natural gas public utility company that owns electric generation, transmission and distribution facilities and natural gas distribution facilities located in the State of Illinois. Illinois Power provides retail electric service and retail natural gas service to customers located throughout Illinois. Illinois Power's retail operations are subject to the jurisdiction of the Illinois Commerce Commission and its wholesale sales of electricity are subject to the jurisdiction of the Federal Energy Regulatory Commission. Illinois Power also owns approximately 2,638 miles of transmission facilities located in the

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State of Illinois. These facilities are interconnected with several electrical utility companies in the midwestern region of the United States. Illinois Power also owns a fifty percent (50%) interest in three diesel combustion turbines with a combined net capacity of 5.25 MW located in Bloomington, Illinois. These three turbines are occasionally utilized for peaking power by Illinois Power.

3. The following information for the last calendar year with respect to Claimant and each of its subsidiary public utility companies.

(a) Number of Kwh. of electric energy sold (at retail or wholesale), and Mcf. of natural or manufactured gas distributed at retail.

Illinois Power had electric energy sales (at retail or wholesale) of approximately 18,910,000,000 Kwh and distributed approximately 53,900,000 Mcf. of natural gas at retail.

(b) Number of Kwh. of electric energy and Mcf. of natural or manufactured gas distributed at retail outside the state in which each such company is organized.

Illinois Power did not distribute electrical energy or natural or manufactured gas at retail outside the State of Illinois.

(c) Number of Kwh. of electric energy and Mcf. of natural or manufactured gas sold at wholesale outside the state in which each such company is organized or at the state line.

Illinois Power sold approximately 1,651,434 Kwh of electric energy at wholesale outside the State of Illinois. Illinois Power had no sales of natural or manufactured gas at wholesale outside the State of Illinois.

(d) Number of Kwh. of electric energy and Mcf. of natural or manufactured gas purchased at wholesale outside the state in which each such company is organized or at the state line.

Illinois Power purchased approximately 280,037,000 Kwh of electric energy at wholesale outside the State of Illinois. Illinois Power did not purchase any natural or manufactured gas at wholesale outside the State of Illinois.

4. The following information for the reporting period with respect to Claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

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- (a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.
- (b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.
- (c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company. For purposes of this Form U-3A-2, capital invested reflects property, plant and equipment prior to subtracting depreciation for all facilities owned, operated or under construction by Claimant. Amounts reflect those associated with Claimant's economic interest in the EWG or foreign utility company.
- (d) Capitalization and earnings of the EWG or foreign utility company during the reporting period. For purposes of this Form U-3A-2, capitalization represents capital invested by Claimant for 2001 less capital invested by Claimant for 2000. Amounts reflect those associated with Claimant's economic interest in the EWG or foreign utility company.

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- (e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

Dynegy Holdings Inc., a Delaware corporation and wholly owned subsidiary of Claimant ("DYNEGY HOLDINGS"), and Illinova Generating Company, an Illinois corporation and wholly owned subsidiary of Illinova ("ILLINOVA GENERATING"), own direct or indirect interests in the following EWGs and foreign utility companies, as more fully set forth below:/1/

4.1 Bluegrass Generation Company, L.L.C., LaGrange, Kentucky

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Bluegrass Generation Company, L.L.C.
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 3095 Commerce Parkway
LaGrange, KY 40031
Facility: 500 MW (nominal) natural gas fired peaking
facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

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Claimant owns 100% indirectly of Bluegrass Generation Company, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Bluegrass Generation, Inc., a Delaware corporation. Bluegrass Generation, Inc. owns 100% directly of Bluegrass Generation Company, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$163,736,930
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$44,870,308
Earnings: None.

/1/ All entities owned by Claimant that achieved EWG status during the year 2001 are listed herein and the information provided for each such entity is not prorated from the effective date of EWG status.

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- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement dated July 2, 2001 with Dynegy Power Marketing, Inc. and Dynegy Marketing and Trade regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Administrative Services Agreement dated July 2, 2001 with Dynegy Power Management Services, L.P. for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and costs and expenses. The EWG entered into a Long-Term Maintenance and Parts Agreement dated July 2, 2001 with Dynegy Parts and Technical Services, Inc. regarding the purchase and sale of certain parts and services at negotiated prices. The EWG entered into an Operation and Maintenance Agreement dated July 2, 2001 with Dynegy Operating Company to receive services for operating, repairing and maintaining the facility for a fixed monthly fee and a performance bonus, reviewed and adjusted on an annual basis.

4.2 Cabrillo Power I LLC, Carlsbad, California

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation,

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transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Cabrillo Power I LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 4600 Carlsbad Boulevard
Carlsbad, CA 92008
Facility: 965 MW natural gas and/or fuel-oil
fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Cabrillo Power I LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 50% directly of WCP (Generation) Holdings LLC, a Delaware limited liability company. WCP (Generation) Holdings LLC owns 100% directly of West Coast Power LLC, a Delaware limited liability company. West Coast Power LLC owns 100% directly of Cabrillo Power I LLC.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$187,583,984
Guarantee: Approximately US \$55,500,000, subject to setoff
rights and reimbursement rights
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

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Capitalization: Approximately US \$6,143,339
Earnings: Approximately US \$5,303,836

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement, Power Purchase Agreement and Natural Gas Sales Agreement with Electric Clearinghouse, Inc. (now known as Dynegy Power Marketing, Inc.) and Dynegy Marketing and Trade regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Administrative Services Agreement with West Coast Power LLC dated June 30, 1999 which provides for business management and accounting

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services for a fee equal to the sum of hourly labor costs, an agreed profit margin, and cost and expenses.

4.3 Cabrillo Power II LLC, Southern California (multiple locations)

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Cabrillo Power II LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002

Locations and Facilities:

- (i) Division Street Combustion Turbine 3200 Harbor Drive San Diego, CA 92113
Facility: 13 MW fuel-oil fired peaking facility
- (ii) El Cajon Combustion Turbine 800 West Main Street El Cajon, CA 92020
Facility: 13 MW natural gas and/or fuel-oil fired peaking facility
- (iii) Kearny Combustion Turbines-Kearny Unit One 5460 Overland Road San Diego, CA 92123
Facility: 15 MW natural gas and/or fuel-oil fired peaking facility
- (iv) Kearny Combustion Turbines-Kearny Power Block Two and Kearny Power Block Three 5459 Complex Street San Diego, CA 92123
Facility: 112 MW natural gas and/or fuel-oil fired peaking facility
- (v) Miramar Combustion Turbines 6897 Consolidated Way San Diego, CA 92121
Facility: 33 MW natural gas and/or fuel-oil fired peaking facility
- (vi) Naval Station Combustion Turbine U.S. Naval Station, Building 3247 Surface Navy Boulevard San Diego, CA 92136
Facility: 20 MW natural gas and/or fuel-oil fired peaking facility
- (vii) Naval Training Center Combustion Turbine U.S. Marine Corps Recruit Depot Building 566, Neville Road San Diego, CA 92133
Facility: 13 MW natural gas and/or fuel-oil fired peaking facility

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(viii) North Island Combustion Turbine (Unit One and Two) North Island Naval Air Station, Building 370, Rogers Street and Quay Road Coronado, CA 92135

Facility: 34 MW natural gas and/or fuel-oil fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Cabrillo Power II LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 50% directly of WCP (Generation) Holdings LLC, a Delaware limited liability company. WCP (Generation) Holdings LLC owns 100% directly of West Coast Power LLC, a Delaware limited liability company. West Coast Power LLC owns 100% directly of Cabrillo Power II LLC.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$35,040,332
Guarantee: Approximately US \$55,500,000, subject to setoff rights and reimbursement rights
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$1,702,979
Earnings: Approximately US \$18,621,642

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement, Power Purchase Agreement and Natural Gas Sales Agreement with Electric Clearinghouse, Inc. (now known as Dynegy Power Marketing, Inc.) and Dynegy Marketing and Trade regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Administrative Services Agreement with West Coast Power LLC dated June 30, 1999 for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and cost and expenses.

4.4 Calcasieu Power, LLC, Sulphur, Louisiana

- A. Name, location, business address and description of the facilities

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used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Calcasieu Power, LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 1519 Davison Road
Sulphur, LA 70665
Facility: 320 MW (nominal) natural gas fired peaking
facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Calcasieu Power, LLC a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Calcasieu Power, Inc., a Delaware corporation and Parish Power, Inc., a Delaware corporation. Calcasieu Power, Inc. owns 99% directly of Calcasieu Power, LLC and Parish Power, Inc. owns 1% directly of Calcasieu Power, LLC.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$114,581,400
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$59,455,574
Earnings: Approximately US \$653,980

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into an Energy Management Agreement dated July 2, 2001 with Dynegy Power Marketing, Inc. and Dynegy Marketing and Trade regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Administrative Services Agreement dated July 2, 2001 with Dynegy Power Management Services, L.P. for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and costs and expenses. The EWG entered into a Long-Term Maintenance and Parts Agreement dated July 2, 2001 with Dynegy

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Parts and Technical Services, Inc. regarding the purchase and sale of certain parts and services at negotiated prices. The EWG entered into an Operation and Maintenance Agreement dated July 2, 2001 with Dynegy Operating Company, to

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receive services for operating, repairing and maintaining the facility for a fixed monthly fee and a performance bonus, reviewed and adjusted on an annual basis.

4.5 Commonwealth Atlantic Limited Partnership, Fairfax, Virginia

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Commonwealth Atlantic Limited Partnership
Address: Attn: Chickahominy River Energy Corp.,
Managing General Partner
2500 Fair Lakes Circle, Suite 200
Fairfax, VA 22033
Location: 2837 South Military Highway
Chesapeake, VA 23323
Facility: 340 MW natural gas and/or fuel-oil fired peaking
facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Commonwealth Atlantic Limited Partnership, a Virginia limited partnership. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Dynegy N.A. Ventures, Inc., a Delaware corporation. Dynegy N.A. Ventures, Inc. owns 100% directly of Chesapeake Power, Inc., a New York corporation. Chesapeake Power, Inc. owns 100% directly of James River Energy Corp., a Virginia corporation. James River Energy Corp. owns 50% of Commonwealth Atlantic Limited Partnership.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$63,400,450
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$(9,162)
Earnings: Approximately US \$1,764,467

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- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

None

4.6 Dynegy Danskammer, L.L.C., Newburgh, New York

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- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Dynegy Danskammer, L.L.C.
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 994 River Road
Newburgh, NY 12550
Facility: 130 MW (nominal) natural gas and/or fuel-oil fired peaking facility
370 MW (nominal) coal and/or natural gas fired base load facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Dynegy Danskammer, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Dynegy Northeast Generation, Inc., a Delaware corporation. Dynegy Northeast Generation, Inc. owns 100% directly of Hudson Power, L.L.C., a Delaware limited liability company. Hudson Power, L.L.C. owns 100% directly of Dynegy Danskammer, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$378,209,463
Guarantee: Approximately US \$299,901,133
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$378,209,463
Earnings: Approximately US \$(45,690,705)

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- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into a Coal Agency Agreement with Dynegy Coal Trading & Transportation, L.L.C. pursuant to which Dynegy Coal Trading & Transportation, L.L.C. negotiates all purchases and deliveries of coal used by the EWG in the generation of electricity. A management fee per ton delivered is assessed as compensation for this service.

The EWG entered into a Gas Purchase and Sales Agreement with Dynegy Marketing and Trade pursuant to which the EWG purchases at prevailing market rates and receives from Dynegy Marketing and Trade all the gas used by the EWG to generate electricity.

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The EWG entered into a Power Purchase and Sale Agreement with Dynegy Power Marketing, Inc. pursuant to which Dynegy Power Marketing, Inc. purchases electric energy and related products from the EWG at contractually stipulated fixed prices.

The EWG entered into a Transitional Power Agreement with Central Hudson Gas and Electric Corporation pursuant to which the EWG supply power and ancillary services to Central Hudson at contractually stipulated fixed prices.

4.7 Dynegy Midwest Generation, Inc., Illinois (multiple locations)

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Dynegy Midwest Generation, Inc.
Address: Attention: Business Manager
1000 Louisiana
Suite 5800
Houston, Texas 77002

Locations and Facilities:

- (i) Hennepin Power Station
R.R. #1, Box 200AA
Power Plant Road
Hennepin, IL 61327

Facility: 289 MW coal/natural gas fired base load facility

- (ii) Oglesby Gas Turbine Plant
State Highway 351
Oglesby, IL 61348

Facility: 60 MW fuel oil/natural gas fired peaking facility

- (iii) Wood River Power Station
#1 Chessen Lane
Alton, IL 62002

Facility: 607 MW coal/natural gas fired base load and peaking

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facility

- (iv) Stallings Gas Turbine Plant
State Highway 162
Granite City, IL 62040

Facility: 77 MW natural gas fired peaking facility

- (v) Baldwin Power Station
10901 Baldwin Road, Box 146
Baldwin, IL 62217

Facility: 1,751 MW coal fired base load facility

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- (vi) Havana Power Station
15260 N State Route 78
Havana, IL 62644

Facility: 666 MW coal fired base load and fuel oil peaking facility

- (vii) Vermilion Power Station
County Road 2150N
Oakwood, IL 61858

Facility: 186 MW coal/natural gas base load and fuel oil fired peaking facility

- (viii) Tilton Gas Turbine Plant
80 W First Street
Tilton, IL 61833

Facility: 176 MW natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Dynegy Midwest Generation, Inc., an Illinois corporation. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Catlin Member, Inc., a Delaware corporation. Dynegy Catlin Member, Inc. owns 100% directly of Dynegy Midwest Generation, Inc.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$3,190,914,535
Guarantee: Approximately US \$35,000,000
Other Obligations: Approximately US \$944,450

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

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Capitalization: Approximately US \$280,833,596
Earnings: Approximately US \$27,323,043

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into a Coal Purchase and Sales Agreement with Dynegy Coal Trading & Transportation, L.L.C. dated effective January 1, 2000 for the purchase of all of the EWG's requirements for coal at pre-determined prices on a Btu basis. The EWG entered into a Fuel Oil Purchase and Sales Agreement with Dynegy Coal Trading & Transportation, L.L.C. dated effective January 1, 2000 for the purchase of all of the EWG's requirements for fuel oil on a cost plus basis plus a predetermined fee. EWG entered into a Swap Agreement with Dynegy Holdings Inc. dated effective June 29, 2000 whereby Dynegy Holdings Inc. agreed to assume certain

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interest rate risk of the EWG in exchange for payment by the EWG of a percentage of certain outstanding advanced amounts. The EWG is a party to a Power Purchase Agreement with Illinois Power, dated as of October 1, 1999, pursuant to which Illinois Power is entitled to certain levels of capacity of energy at stated prices.

4.8 Dynegy Roseton, L.L.C., Newburgh, New York

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Dynegy Roseton, L.L.C.

Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002

Location: 992 River Road
Newburgh, NY 12550

Facility: 1200 MW (nominal) natural gas and/or fuel-oil fired intermediate facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Dynegy Roseton, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Dynegy Northeast Generation, Inc., a Delaware corporation. Dynegy Northeast Generation, Inc. owns 100% directly of Hudson Power, L.L.C., a Delaware limited liability company. Hudson Power, L.L.C. owns 100% directly of Dynegy Roseton, L.L.C.

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- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$697,221,398
Guarantee: Approximately US \$619,996,327
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$697,221,398
Earnings: Approximately US \$(92,067,540)

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into a Fuel Oil Agency Agreement with Dynegy Marketing and Trade pursuant to which Dynegy Marketing and Trade negotiates all purchases and deliveries of fuel oil used by the EWG in the

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generation of electricity. A management fee per barrel delivered is assessed as compensation for this service.

The EWG entered into a Gas Purchase and Sales Agreement with Dynegy Marketing and Trade pursuant to which the EWG purchases at prevailing market rates and receives from Dynegy Marketing and Trade all the gas used by the EWG to generate electricity.

The EWG entered into a Power Purchase and Sale Agreement with Dynegy Power Marketing, Inc. pursuant to which Dynegy Power Marketing, Inc. purchases electric energy and related products from the EWG at contractually stipulated fixed prices.

The EWG entered into a Transitional Power Agreement with Central Hudson Gas and Electric Corporation pursuant to which the EWG supply power and ancillary services to Central Hudson at contractually stipulated fixed prices.

4.9 El Segundo Power, LLC, El Segundo, California

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: El Segundo Power, LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 301 Vista Del Mar
El Segundo, CA 90245

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Facility: 1020 MW natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of El Segundo Power, LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 50% directly of WCP (Generation) Holdings LLC, a Delaware limited liability company. WCP (Generation) Holdings LLC owns 100% directly of West Coast Power LLC, a Delaware limited liability company. West Coast Power LLC owns 100% directly of El Segundo Power, LLC.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$47,266,755
Guarantee: Approximately US \$55,500,000, subject to setoff rights and reimbursement rights
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

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Capitalization: Approximately US \$5,409,224
Earnings: Approximately US \$102,516,849

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement with Electric Clearinghouse, Inc. (now known as Dynegy Power Marketing, Inc.) and National Gas Clearinghouse (now known as Dynegy Marketing and Trade) regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into a ISDA Master Swap Agreement with Natural Gas Clearinghouse, now known as Dynegy Marketing and Trade, regarding the management and exchange of electrical energy and natural gas trading risk, the revenues of which are subject to variance and may be negative or positive. The EWG entered into an Administrative Services Agreement with West Coast Power LLC dated June 30, 1999 for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and cost and expenses.

4.10 Foothills Generating, L.L.C., Lawrence County, Kentucky

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

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Name of EWG: Foothills Generating, L.L.C.
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, Texas 77002
Location: Route 2, Box 296
Catlettsburg, KY 41129
Facility: 322 MW (nominal) natural gas fired peaking
facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Foothills Generating, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Foothills Generation, Inc., a Delaware corporation. Foothills Generation, Inc. owns 100% directly of Foothills Generating, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$70,127,993
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

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Capitalization: Approximately US \$70,127,993
Earnings: None

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement dated July 2, 2001 with Dynegy Power Marketing, Inc. and Dynegy Marketing and Trade regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Administrative Services Agreement dated July 2, 2001 with Dynegy Power Management Services, L.P. for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and costs and expenses. The EWG entered into a Long-Term Maintenance and Parts Agreement dated July 2, 2001 with Dynegy Parts and Technical Services, Inc. regarding the purchase and sale of certain parts and services at negotiated prices. The EWG entered into an Operation and Maintenance Agreement dated July 2, 2001 with Dynegy

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Operating Company, to receive services for operating, repairing and maintaining the facility for a fixed monthly fee and a performance bonus, reviewed and adjusted on an annual basis.

4.11 Hartwell Energy Limited Partnership, Hartwell, Georgia

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Hartwell Energy Limited Partnership
Address: Attn: Managing General Partner
ANP Hartwell Energy Company,
10000 Memorial Drive, Suite 500
Houston, Texas 77024
Location: 415 Smith-McGee Highway
Hartwell, Georgia 30643
Facility: 300 MW natural gas and/or oil-fired peaking
facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Hartwell Energy Limited Partnership, a Delaware limited partnership. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Hartwell Independent Power Partners, Inc., a Delaware corporation, Hart County IPP, Inc., a Delaware corporation, and Hartwell Power Company, a Delaware corporation. Hartwell Independent Power Partners, Inc. owns 1% directly of Hartwell Energy Limited Partnership. Hart County IPP, Inc. owns 49% directly of Hartwell Energy Limited Partnership. Hartwell Power Company owns a de minimus interest in Hartwell Energy Limited Partnership.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

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Capital Invested: Approximately US \$76,577,838
Guarantee: Approximately US \$2,250,000 (letter of credit)
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$16,972
Earnings: Approximately US \$2,274,711

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such

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agreement(s) :

The EWG entered into a five-year Operation and Maintenance Agreement with Dynegy Operating Company effective April 8, 1999 to operate, maintain and provide scheduled maintenance and inspections for the EWG's electric generating facility at a fixed fee per year. The fee shall be adjusted annually based on inflation.

4.12 Heard County Power, L.L.C., Franklin, Georgia

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Heard County Power, L.L.C.
 Address: Attn: Business Manager
 1000 Louisiana
 Suite 5800
 Houston, TX 77002
 Location: 624 Hawk Road
 Franklin, GA 30217
 Facility: 500 MW (nominal) natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Heard County Power, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Georgia Mercantile Power, Inc., a Delaware corporation. Georgia Mercantile Power, Inc. owns 100% directly of Heard County Power, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$186,000,000
 Guarantee: None
 Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

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Capitalization: Approximately US \$67,133,378
 Earnings: Approximately US \$48,991,426

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s) :

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None

4.13 Long Beach Generation, LLC, Long Beach, California

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Long Beach Generation LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 2665 West Seaside Boulevard Terminal Island
Long Beach, CA 90802
Facility: 560 MW natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Long Beach Generation LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 50% directly of WCP (Generation) Holdings LLC, a Delaware limited liability company. WCP (Generation) Holdings LLC owns 100% directly of West Coast Power LLC, a Delaware limited liability company. West Coast Power LLC owns 100% directly of Long Beach Generation LLC.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$13,695,400
Guarantee: Approximately US \$55,500,000, subject to setoff rights and reimbursement rights
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$446,445
Earnings: Approximately US \$45,770,178

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement with Electric Clearinghouse, Inc. (now known as Dynegy Power Marketing, Inc.) and

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Natural Gas Clearinghouse (now known as Dynegy Marketing and Trade) regarding wholesale management and marketing of electrical energy and volume of gas managed for fees based upon percentages of revenues and volumes of energy sales. The EWG entered into a ISDA Master Swap Agreement with Natural Gas Clearinghouse regarding the management and exchange of electrical energy and natural gas trading risk, the revenues of which are subject to variance and may be negative or positive. The EWG entered into an Administrative Services Agreement with West Coast Power LLC. dated June 30, 1999, for business management and accounting services for a fee equal to the sum of hourly labor costs, an agreed profit margin, and cost and expenses.

4.14 Renaissance Power, L.L.C., Carson City, Michigan

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Renaissance Power, L.L.C.
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 950 North Division
Carson City, MI 48811
Facility: 680 MW (nominal) natural gas fired peaking
facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Renaissance Power, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Dynegy Renaissance Power, Inc., a Delaware corporation. Dynegy Renaissance Power, Inc. owns 100% directly of Renaissance Power, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$207,163,007
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$207,163,007
Earnings: None

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the

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services to be rendered or goods sold and fees or revenues under such agreements:

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None

4.15 Riverside Generating Company, L.L.C., Lawrence County, Kentucky

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Riverside Generating Company, L.L.C.
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: Route 2, Box 296
Catlettsburg, KY 41129
Facility: 500 MW (nominal) natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Riverside Generating Company, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Riverside Generation, Inc., a Delaware corporation. Riverside Generation, Inc. owns 100% directly of Riverside Generating Company, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$198,084,501
Guarantee: Approximately US \$168,372,000
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$76,502,585
Earnings: Approximately US \$2,345,222

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into an Energy Management Agreement dated July 2, 2001 with Dynegy Power Marketing, Inc. and Dynegy Marketing and Trade

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regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Administrative Services Agreement dated July 2, 2001 with Dynegy Power Management Services, L.P. for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and costs and expenses. The EWG entered into a Long-Term Maintenance and Parts Agreement dated July 2, 2001 with Dynegy Parts and Technical Services, Inc. regarding the purchase and sale of certain parts and services at negotiated prices. The EWG entered into an

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Operation and Maintenance Agreement dated July 2, 2001 with Dynegy Operating Company to receive services for operating, repairing and maintaining the facility for a fixed monthly fee and a performance bonus, reviewed and adjusted on an annual basis.

4.16 Rockingham Power, L.L.C., Reidsville, North Carolina

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Rockingham Power, L.L.C.
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 240 Ernest Drive
Reidsville, NC 27320
Facility: 800 MW (nominal) natural gas and/or fuel-oil fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Rockingham Power, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Dry Creek Power, Inc., a Delaware corporation. Dry Creek Power, Inc. owns 100% directly Rockingham Power, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$248,074,863
Guarantee: Approximately US \$25,200,000
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company

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during the reporting period:

Capitalization: Approximately US \$32,556,687
Earnings: Approximately US \$11,473,992

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- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into a Power Purchase Agreement with Dynegy Power Marketing, Inc. dated as of June 30, 2000 regarding wholesale sales of electrical energy, with the EWG's revenues based upon the pass through of prices paid by third parties to Dynegy Power Marketing, Inc. The EWG entered into a Natural Gas Sales Agreement with Dynegy marketing and Trade regarding natural gas services for fees which vary monthly based on the volume of gas delivered.

4.17 Rocky Road Power, LLC, East Dundee, Illinois

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Rocky Road Power, LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 1221 Power Drive
East Dundee, IL 60118
Facility: 350 MW (nominal) natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Rocky Road Power, LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of RRP Company, a Delaware corporation and DPC Colombia-Opon Power Resources Company, a Delaware corporation. RRP Company owns 99% directly of Termo Santander Holding, LLC, a Delaware limited liability company and DPC Colombia-Opon Power Resources Company owns 1% directly of Termo Santander Holding, LLC. Termo Santander Holding, LLC owns 50% directly of Rocky Road Power, LLC.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$166,382,072

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Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$82,861,124
Earnings: Approximately US \$9,114,749

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- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into a Business Management Agreement with Dynegy Power Management Services, L.P. dated May 24, 1999 to receive certain business management services in exercising the day-to-day management and control of the EWG's affairs and business, as amended by the First Amended and Restated Business Management Agreement dated September 24, 1999 and by the First Amendment to the First Amended and Restated Business Management Agreement dated November 15, 1999, for a certain fee determined for pre-commercial operation date compensation and reimbursement and a second fee for post-commercial operations in a fixed amount per year, seasonally adjusted based upon a gross domestic product price adjustment index. The EWG entered into an Asset Purchase Agreement with Dynegy Engineering, Inc. dated May 24, 1999 to purchase all the contracts that are required in connection with the engineering, procurement and construction of the EWG's natural gas-fired power generation facility at a fixed purchase price. The EWG entered into an Asset Purchase Agreement with Termo Santander Holding Ltd. dated May 24, 1999 to purchase two natural-gas turbines for installation at the EWG's natural gas-fired power generation facility for a fixed purchase price. The EWG entered into an EPC Management Services Agreement with Dynegy Engineering, Inc. dated May 24, 1999 to manage the engineering, procurement, and construction of EWG's natural gas-fired power generation facility for a cost-based purchase price. The EWG entered into an Energy Management Agreement with Dynegy Marketing and Trade and Dynegy Power Marketing, Inc., dated September 27, 1999 for wholesale energy management and marketing services, as amended by Amended and Restated Energy Management Agreement dated November 17, 1999 for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Operation and Maintenance Agreement with Dynegy Operating Company effective October 12, 1999 to receive services for operating, maintaining and providing scheduled maintenance and inspections for the Facility, as amended by the First Amended and Restated Operation and Maintenance Agreement dated November 18, 1999, for a fixed monthly fee and a performance bonus, reviewed and adjusted on an annual basis.

4.18 Rolling Hills Generating, L.L.C., Wilkesville, Ohio

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Rolling Hills Generating, L.L.C.
Address: Attn: Business Manager

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1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 43111 State Route 160
Wilkesville, OH 45695
Facility: 800 MW (nominal) natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Rolling Hills Generating, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Rolling Hills Generation, Inc., a Delaware corporation. Rolling Hills Generation, Inc. owns 100% directly of Rolling Hills Generating, L.L.C.

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- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$26,047,049
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$26,047,049
Earnings: None

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into an Energy Management Agreement dated July 2, 2001 with Dynegy Power Marketing, Inc. and Dynegy Marketing and Trade regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into an Administrative Services Agreement dated July 2, 2001 with Dynegy Power Management Services, L.P. for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and costs and expenses. The EWG entered into a Long-Term Maintenance and Parts Agreement dated July 2, 2001 with Dynegy Parts and Technical Services, Inc. regarding the purchase and sale of certain parts and services at negotiated prices. The EWG entered into an Operation and Maintenance Agreement dated July 2, 2001 with Dynegy Operating Company, to receive services for operating, repairing and maintaining the facility for a fixed monthly fee and a performance bonus, reviewed and adjusted on an annual basis.

Illinova Generating

4.19 Aguaytia Energy Del Peru S.R.Ltda, Peru

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Aguaytia Energy Del Peru S.R.Ltda

Address: Av. Camino Real 111, Piso

San Isidro

Lima 27, Peru

Location: Aguaytia, Peru

Facility: 155 MW gas-fired generating plant; natural gas field, gas processing and compression facilities; 430 km of 220 kV transmission line; 216 km of gas pipeline; 113 km of natural gas liquids pipeline; and natural gas liquids fractionation and storage facilities.

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

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Claimant owns 14.72% indirectly of Aguaytia Energy Del Peru S.R. Ltda, a Peru limitada. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempted company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC International II, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 99% directly and IGC International II, Inc. owns 1% directly of IGC Aguaytia Partners, LLC, a Cayman Island limited liability company. IGC Aguaytia Partners, LLC owns 15.78% directly of Aguaytia Energy, LLC, a Cayman LLC. Aguaytia Energy, LLC owns 97.22% directly of Aguaytia Energy Del Peru S.R.Ltda.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$44,037,228

Guarantee: None

Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$5,348,177

Earnings: Approximately US \$512,191

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- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

None

4.20 Electric Energy, Inc., Joppa, Illinois

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Electric Energy, Inc.
Address: 2100 Portland Road
P.O. Box 165
Joppa, IL 62953
Location: 2100 Portland Road
Joppa, IL 62953
Facility: 1086 MW coal-fired generating facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 20% indirectly of Electric Energy, Inc, an Illinois corporation. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 20% directly of Electric Energy, Inc.

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- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$90,811,328
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$1,044,582
Earnings: Approximately US \$2,125,889

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

None

4.21 Electricida de Cortes de R.L. de C.V., Honduras

- A. Name, location, business address and description of the facilities

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used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Electricida de Cortes de R.L. de C.V.
Address: Nueva Calle Entre Diez y Once Avenidas
Barrio El Farro
Puerto Cortes
Honduras, C.A.
Location: Puerto Cortes, Honduras
Facility: 80 MW heavy fuel oil-fired diesel engine generating plant

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 21.867% indirectly of Electricida de Cortes de R.L. de C.V., a Honduras corporation. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempted company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC International II, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 1% directly and IGC International II, Inc. owns 99% directly of IGC ELCO Partnership, LLC, a Cayman Island limited liability company. IGC ELCO Partnership, LLC owns 15.2% directly of Electricida de Cortes de R.L. de C.V. IGC ELCO Partnership, LLC owns 86.87% directly of ELCO Power Investment Company LLC, a Cayman Island limited liability company, which owns 10% directly of Electricida de Cortes de R.L. de C.V.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

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Capital Invested: Approximately US \$21,351,648
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$214,526
Earnings: Approximately US \$2,192,818

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

None

4.22 IGC/ERI Pan-Am Thermal Generating Limited, Cayman Islands

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- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: IGC/ERI Pan-Am Thermal Generating Limited
Address: c/o Maples and Calder
Ugland House, P.O. Box 309
South Church Street, George Town
Grand Cayman, Cayman Islands
Location: Chorrera, Panama
Facility: 96 MW heavy fuel oil-fired diesel engine generating plant

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of IGC/ERI Pan-Am Thermal Generating Limited, a Cayman Island exempted company with limited liability (with a branch in Panama). Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempted company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC Chorrera, LLC, a Cayman Island limited liability company. IGC Chorrera, LLC owns 50% directly of IGC/ERI Pan-Am Thermal Generating Limited.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$43,823,574
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

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Capitalization: Approximately US \$4,768,409
Earnings: Approximately US \$3,588,971

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered utility or goods sold and fees or revenues under such agreement(s):

None

4.23 Jamaica Energy Partners, Jamaica

- A. Name, location, business address and description of the facilities

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used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

Name of EWG: Jamaica Energy Partners
Address: CDC Building, First Floor
2 Holbom Road
Kingston IO, Jamaica, West Indies
Location: Old Harbour Bay, Jamaica
Facility: 74 MW heavy fuel oil-fired generating plant

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 17.57% indirectly of Jamaica Energy Partners, a Jamaican general partnership. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempted company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC International II, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 99% directly and IGC International II, Inc. owns 1% directly of IGC Jamaica Partnership, LLC, a Cayman Island limited liability company. IGC Jamaica Partnership, LLC, owns 17.75% directly of Doctor Bird Power Company Ltd., a St. Lucia private company, which owns 99% directly of Jamaica Energy Partners.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$16,200,250
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$45,405
Earnings: Approximately US \$1,286,124

- E. Identify any service, sales or construction contracts) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements):

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None

4.24 Midwest Electric Power, Inc., Joppa, Illinois

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation,

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transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Midwest Electric Power, Inc.
Address: 2100 Portland Road
P.O. Box 165
Joppa, IL 62953
Location: 2100 Portland Road
Joppa, IL 62953
Facility: 186 MW (nominal) natural gas peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 20% indirectly of Midwest Electric Power, Inc, an Illinois corporation. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 20% directly of Electric Energy, Inc., an Illinois corporation. Electric Energy, Inc. owns 100% directly of Midwest Electric Power, Inc.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Financial information not available, as this entity's results are consolidated with the results of Electric Energy, Inc., Joppa, Illinois.

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Financial information not available, as this entity's results are consolidated with the results of Electric Energy, Inc., Joppa, Illinois.

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

Claimant has an agreement to purchase its proportionate share (20%) of power generated by the two gas-fired turbines. The related agreement includes the payment of a monthly demand charge.

4.25 Plantas Eolicas S. de R.L., Costa Rica

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

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Name of FUCo: Plantas Eolicas S. de R.L.
Address: 29th Street, 3rd and 5th Avenues

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San Jose, Costa Rica
Location: Tilaran, Costa Rica
Facility: 20 MW wind-powered generating plant

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Plantas Eolicas S. de R.L., a Costa Rican limitada. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempted company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC International II, Inc., a Cayman Islands exempted company with limited liability. IGC International, Inc. owns 99% directly of IGC (Wind) LLC, a Cayman Island limited liability company. IGC International II, Inc. owns 99% directly of IGC (Wind) LLC. IGC (Wind) LLC owns 65% directly and 35% indirectly of Plantas Eolicas S. de R.L. IGC (Wind) LLC owns 99% directly and 1% indirectly of Generacion Eolica, Ltda., a Costa Rican limitada. IGC (Wind) LLC owns 100% directly of Generacion Eolica Trust, a Costa Rican Trust. Generacion Eolica Trust owns 1% directly of Generacion Eolica, Ltda. Generacion Eolica, Ltda. owns 35% directly of Plantas Eolicas S. de R.L.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$17,141,913
Guarantee: None
Other Obligations: None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$2,214,472
Earnings: Approximately US \$1,517,475

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

None

4.26 Tenaska Frontier Partners, Ltd., Grimes County, Texas

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Tenaska Frontier Partners, Ltd.
Address: 1044 N. II 5th Suite 400 Omaha, NE 68154
Location: Grimes County, Texas

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Facility: 830 MW gas-fired generating plant

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- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 20% indirectly of Tenaska Frontier Partners, Ltd., a Texas limited partnership. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Grimes County, Inc., an Illinois corporation and IGC Grimes Frontier, Inc., an Illinois corporation. IGC Grimes County, Inc., owns a 0.2% general partnership interest directly in Tenaska Frontier Partners, Ltd. IGC Grimes Frontier, Inc. owns a 19.8% limited partnership interest directly in Tenaska Frontier Partners, Ltd.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$26,981,744
Guarantee: None
Other Obligations: Approximately US \$4,290,000

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$26,273
Earnings: Approximately US \$350,000

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

None

4.27 Uch Power Limited, Pakistan

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Uch Power Limited
Address: 11, Shahid Plaza, Blue Area
Islamabad, Pakistan
Location: Uch, Pakistan
Facility: 586 MW gas-fired generating plant

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 15.405% indirectly of Uch Power Limited, a Pakistani public limited company. Claimant owns 100% directly of Illinova

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Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempted company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC International II, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 1% directly and IGC International II, Inc. owns 99% directly of IGC Uch,

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LLC, a Cayman Island limited liability company. IGC Uch, LLC owns a 50% equity interest directly in Tenaska-Illinova Generating LLC, a Cayman Island limited liability company, which owns a 98% equity interest directly in Tenaska UPL (L) Corporation, a Malaysian corporation. IGC Uch, LLC also owns a 1% equity interest directly in Tenaska UPL (L) Corporation. Tenaska UPL (L) Corporation owns a 30.34% equity interest directly in UPLHC-I, LDC, a Cayman Island limited duration company and a 30.34 % equity interest directly in UPLHC-II, LDC, a Cayman Island limited duration company. UPLHC-I, LDC holds a 99% equity interest directly in Uch Power Limited. UPLHC-II, LDC holds a 1% interest directly in Uch Power Limited.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Financial information for this entity, which is not controlled by Claimant, is not available at this time.

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Financial information for this entity, which is not controlled by Claimant, is not available at this time.

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

None

4.28 Zhejiang Xinchang-IGC Power Co., Ltd., Xinchang County, China

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Zhejiang Xinchang-IGC Power Co., Ltd.
Address: Daqiao West Road
Xinchang
Zhejiang, P.R.C.
Location: Chengguan Town
Xinchang County

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Facility: Zhejiang, P.R.C.
24 MW coal fired cogeneration facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 60% indirectly of Zhejiang Xinchang-IGC Power Co., Ltd., Sino-foreign joint venture. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempt company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC International II, Inc., a Cayman Island exempted company with limited liability and 1% directly of Illinova ZJXC Company, a Mauritius company. IGC International II, Inc. owns 99%

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directly of Illinova ZJXC Company. Illinova ZJXC Company owns 60% directly of Zhejiang Xinchang-IGC Power Co., Ltd.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Financial information for this entity, which is not controlled by Claimant, is not available at this time.

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Financial information for this entity, which is not controlled by Claimant, is not available at this time.

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

None

4.29 Zhuzhou Nanfang Cogeneration Power Co. Ltd.

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Zhuzhou Nanfang Cogeneration Power Co. Ltd.
Address: China National South Aeroengine and Machinery Company, Zhuzhou, Hunan Province, People's Republic of China, 4120028

Location: Dongjiaduan District, Zhuzhou City, Hunan Province, the People's Republic of China

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Facility: 24 MW, greenfield cogeneration power project

- B. Name of each system company that holds an company; and description of the interest interest in such EWG or foreign utility held:

Claimant owns 90% indirectly of Zhuzhou Nanfang Cogeneration Power Co. Ltd., Sino-foreign joint venture. Claimant owns 100% directly of Illinova Corporation, an Illinois corporation. Illinova Corporation owns 100% directly of Illinova Generating Company, an Illinois corporation. Illinova Generating Company owns 100% directly of IGC Global, Inc., a Cayman Island exempt company with limited liability. IGC Global, Inc. owns 100% directly of IGC International, Inc., a Cayman Island exempted company with limited liability. IGC International, Inc. owns 100% directly of IGC International II, Inc., a Cayman Island exempted company with limited liability and 1% directly of IGC Mauritius International Company, a Mauritius company. IGC International II, Inc. owns 99% directly of IGC Mauritius International Company, a Mauritius company. IGC Mauritius International Company owns 90% directly of Zhuzhou Nanfang Cogeneration Power Co. Ltd.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation

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for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Financial information for this entity, which is not controlled by Claimant, is not available at this time.

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Financial information for this entity, which is not controlled by Claimant, is not available at this time.

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

None

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The above-named Claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 28th day of February, 2002.

Dynegy Inc.

By: /s/ Keith R. Fullenweider

Name: Keith R. Fullenweider

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Title: Senior Vice President, Deputy General
Counsel and Secretary

CORPORATE SEAL

Attest:

/s/ J. Kevin Blodgett

Assistant Secretary

Name, title, and address of officer to whom notices and correspondence
concerning this statement should be addressed:

Kenneth E. Randolph
Executive Vice President and General Counsel
1000 Louisiana, Suite 5800
Houston, Texas 77002

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EXHIBIT A

A Consolidating Statement Of Income And Surplus Of The Claimant
And Its Subsidiary Companies As Of The Close Of Such Calendar
Year, Together With A Consolidating Balance Sheet Of Claimant And
Its Subsidiaries As Of The Close Of Such Calendar Year.

Exhibit A has been filed confidentially with the Securities and
Exchange Commission pursuant to Rule 104 and Rule 101 of Regulation S-T, 17
C.F.R. section 232.101(c) (2002).

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EXHIBIT B

An organizational chart showing the relationship of each EWG or foreign
utility company to associate companies in the holding company system.

Claimant owns

- A. 100% BG Holdings, Inc., which owns
 - 1. 25% Dynegy Holdings Inc.
- B. 75% Dynegy Holdings Inc., which owns
 - 1. 100% Dynegy Catlin Member, Inc., which owns
 - (a) 100% Dynegy Midwest Generation, Inc.
 - 2. 100% of Dynegy Power Corp., which owns

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- (a) 50% WPC (Generation) Holdings LLC, which owns
 - (i) 100% West Coast Power LLC, which owns
 - (A) 100% Cabrillo Power I LLC;
 - (B) 100% Cabrillo Power II LLC;
 - (C) 100% El Segundo Power, LLC; and
 - (D) 100% Long Beach Generation LLC
- (b) 100% Dynegy N.A. Ventures, Inc., which owns
 - (i) 100% Chesapeake Power, Inc., which owns
 - (A) 100% James River Energy Corp., which owns
 - (i) 50% Commonwealth Atlantic Limited Partnership
- (c) 100% Hartwell Independent Power Partners, Inc., which owns
 - (i) 1% Hartwell Energy Limited Partnership
- (d) 100% Hart County IPP, Inc., which owns
 - (i) 49% Hartwell Energy Limited Partnership
- (e) 100% Hartwell Power Company, which owns
 - (i) De minimus Hartwell Energy Limited Partnership
- (f) 100% RRP Company, which owns
 - (i) 99% Termo Santander Holding, L.L.C., which owns
 - (A) 50% Rocky Road Power, LLC

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- (g) 100% DPC Colombia-Opon Power Resources Company, which owns
 - (i) 1% Termo Santander Holding, L.L.C., which owns
 - (A) 50% Rocky Road Power, LLC
- (h) 100% Georgia Mercantile Power, Inc., which owns
 - (i) 100% Heard County Power, L.L.C.
- (i) 100% Dry Creek Power, Inc., which owns
 - (i) 100% Rockingham Power, L.L.C.
- (j) 100% Calcasieu Power, Inc., which owns
 - (i) 99% Calcasieu Power, LLC
- (k) 100% Parish Power, Inc., which owns

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- (i) 1% Calcasieu Power, LLC
- (l) 100% Riverside Generation, Inc., which owns
 - (i) 100% Riverside Generating Company, L.L.C.
- (m) 100% Bluegrass Generation, Inc., which owns
 - (i) 100% Bluegrass Generating, L.L.C.
- (n) 100% Foothills Generation, Inc., which owns
 - (i) 100% Foothills Generating, L.L.C.
- (o) 100% Rolling Hills Generation, Inc., which owns
 - (i) 100% Rolling Hills Generating, L.L.C.
- (p) 100% Dynegy Renaissance Power, Inc., which owns
 - (i) 100% Renaissance Power, L.L.C.
- (q) 100% Dynegy Northeast Generation, Inc., which owns
 - (i) 100% Hudson Power, L.L.C., which owns
 - (A) 100% Dynegy Danskammer, L.L.C.
 - (B) 100% Dynegy Roseton, L.L.C.
- C. 100% Illinova Corporation which owns
 - 1. 100% Illinova Generating Company, which owns
 - (a) 20% of Electric Energy, Inc., which owns
 - (i) 100% Midwest Electric Power, Inc.
 - (b) 100% IGC Grimes County, Inc, which owns
 - (i) 0.2% Tenaska Frontier Partners
 - (c) 100% IGC Grimes County Frontier, Inc., which owns
 - (i) 19.8% Tenaska Frontier Partners
 - (d) 100% of IGC Global, Inc., which owns
 - (i) 100% IGC International, Inc., which owns
 - (A) 100% IGC Chorrera, LLC, which owns
 - (I) 50% IGC/ERI Pan-AM Thermal Generating Limited
 - (B) 100% IGC (Wind), LLC, which owns

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- (I) 65% Plantas Eolicas S de R. L.
- (II) 100% Generacion Eolica Trust, which owns
 - 1% Generacion Eolica, Ltda., which owns
 - 35% of Plantas Eolicas S. de R. L.
- (III) 99% Generacion Eolica, Ltda., which owns
 - 35% of Plantas Eolicas S. de R. L.
- (C) 100% IGC International II, Inc., which owns
 - (I) 1% IGC Uch, LLC, which owns
 - 50% Tenaska-Illinova Generating International, LLC. which owns
 - 98% of Tenaska UPL (L) Corporation, which owns
 - 30.34% UPLHC-1, which owns
 - 99% UCH Power Limited
 - 30.34% UPLHC-2, which owns
 - 1% UCH Power Limited
 - 1% of Tenaska UPL (L) Corporation, which owns
 - 30.34% UPLHC-1, which owns
 - 99% UCH Power Limited
 - 30.34% UPLHC-2, which owns
 - 1% UCH Power Limited
 - (II) 1% IGC ELCO Partnership, LLC, which owns
 - 86.67% ELCO Power Investment Co., LLC which owns
 - 10% Electricidad de Cartes S. de R. L. de C. V.
 - 15.2% Electricidad de Cortes S. de R. L. de C. V.
 - (III) 1% IGC Jamaica Partnership, LLC, which owns
 - 17.75% Doctor Bird Power Company, which owns
 - 99% Jamaica Energy Partners

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- (IV) 1% IGC Aguaytia Partners, LLC, which owns
 - 15.78% of Aguaytia Energy, LLC, which owns
 - 97.22% Aguaytia Energy del Peru S. R. Ltda
- (V) 99% Illinova ZJXC Company, which owns
 - 60% Zhejiang-Xinchang-IGC Power Co., Ltd.
- (D) 99% IGC Uch, LLC, which owns
 - (I) 50% Tenaska-Illinova Generating International, LLC, which owns
 - 98% of Tenaska UPL (L) Corporation, which owns
 - 30.34% UPLHC-1, which owns
 - 99% UCH Power Limited
 - 30.34% UPLHC-2, which owns
 - 1% Uch Power Limited
 - (II) 1% of Tenaska UPL (L) Corporation
- (E) 99% IGC ELCO Partnership, LLC, which owns
 - (I) 66.67% ELCO Power Investment Co., LLC which owns
 - 10% Electricida de Cortes de R. L. de C. V.
 - (II) 15.2% Electricida de Cortes S. de R. L. de C.V.
- (F) 99% IGC Jamaica Partnership, LLC , which owns
 - (I) 17.75% Doctor Bird Power Company, which owns
 - 99% Jamaica Energy Partners
- (G) 99% IGC Aguaytia Partners LLC, which owns
 - (I) 15.78% of Aguaytia Energy, LLC, which owns
 - 93.3% Aguaytia Energy Del Peru S. R. Ltda
- (H) 1% Illinova ZJXC Company, which owns
 - (I) 60% Zhejiang Xinchang-IGC Power Co., Ltd.

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APPENDIX I

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Claimant

Name: Dynegy Inc.
State of Organization: Illinois
Location: 1000 Louisiana, Suite 5800
Houston, TX 77002
Nature of business: An exempt public utility holding company.

Subsidiaries

Unless otherwise noted below, the location of all subsidiaries is 1000 Louisiana, Suite 5800, Houston, TX 77002

Name: BG Holdings, Inc.
State of Organization: Delaware
Nature of business: Holding company of energy production, processing and marketing companies with no public utility assets and no public utility subsidiaries or affiliates as defined under the Act.

Name: Dynegy Holdings Inc.
State of Organization: Delaware
Nature of business: Holding company of energy production, processing and marketing companies with no public utility assets and no public utility subsidiaries or affiliates as defined under the Act.

Name: Dynegy Power Corp.
State of Organization: Delaware
Nature of business: Indirect ownership in various generation project companies (QFs and EWGs) as well as providing services (e.g. administrative, operations, and maintenance) to the power companies.

Name: Black Mountain CoGen, Inc.
State of Organization: Delaware
Nature of business: Special purpose entity formed to hold interest in owner of a power generation facility.

Name: Nevada Cogeneration Associates #2
State of Organization: Utah (General Partnership)
Nature of business: Owner of power generation facilities (QF) selling at wholesale.

Name: Bluegrass Generation, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of power generation facility.

Name: Calcasieu Power, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of power generation facility.

Name: Parish Power, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of power generation facility.

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Name: Delta CoGen, Inc.
State of Organization: Delaware
Nature of business: Entity has been used for I.R.C. Section 368(a)(1)(A) merger into another Dynegy entity.

Name: DPC Power Resources Holding Company
State of Organization: Delaware
Nature of business: Dormant.

Name: Dry Creek Power, Inc.
State of Organization: Delaware
Nature of business: Special purpose entity formed to hold interest in owner of power generation facility.

Name: Dynegy Asset Management Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Dynegy Connect Asset Management Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: DTIP I, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: DTIP II, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of potential power generation facility.

Name: Dynegy Brazil, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Dynegy South America Development, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Destec de Brasil, Ltda.
State of Organization: Brazil (limited liability company)
Location: 1255 Nacoes Unidas, Avenue 17th Floor,
World Trade Center 04578- 903 Sao Paulo, SP
Nature of business: Dormant.

Name: Dynegy Latin America, Inc.
State of Organization: Delaware
Nature of business: Formed to be a holding company for Dynegy Latin America business.

Name: Dynegy Oasis Energy, Inc.
State of Organization: Delaware
Nature of business: Special purpose entity formed to hold interest in owner of power generation facility.

Name: Oasis Energy, L.L.C.
State of Organization: Delaware
Nature of business: Dormant.

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Name: Dynegy Power Development Company
State of Organization: Delaware
Nature of business: Entity formed to do front end development activities for generation projects.

Name: Dynegy Power Holdings, Inc.
State of Organization: Delaware
Nature of business: Holding company for one generation project lessee company (QF), and other companies providing various services, (e.g., administrative, operating, maintenance and engineering) for generation projects.

Name: Dynegy Power Investments, Inc.
State of Organization: Delaware
Nature of business: Holds Sonat Freestone County mineral interests.

Name: Dynegy Power Services, Inc.
State of Organization: Delaware
Nature of business: Marketing wholesale power.

Name: Dynegy Power Nevada, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Dynegy Cabrillo II, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Dormant.

Name: El Segundo Power II, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Dormant.

Name: Blue Ridge Generation Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest indirect interest in power generation facility.

Name: Blue Ridge Generation LLC
State of Organization: Delaware (limited liability company)
Nature of business: Development and ownership of power generation facilities (EWG)/wholesale sales.

Name: Chickahominy Generating Company
State of Organization: Delaware
Nature of business: Entity formed to hold interest in lessee of potential power generation facility.

Name: Chickahominy Power LLC
State of Organization: Delaware (limited liability company)
Nature of business: Entity formed to lease potential power generation facility.

Name: Florida Mercantile Power, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of potential power generation facility.

Name: Palmetto Power, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Owner of lease option for potential wholesale power

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project.

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Name: Gasification Services, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Georgia Mercantile Power, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of power generation facility.

Name: Hart County IPP, Inc.
State of Organization: Delaware
Nature of business: Limited partner in owner of power generation facility.

Name: Hartwell Independent Power Partners, Inc.
State of Organization: Delaware
Nature of business: General partner of owner of power generation facility.

Name: Hartwell Power Company
State of Organization: Delaware
Nature of business: Limited partner of owner of power generation facility.

Name: James River Energy Corp.
State of Organization: Virginia
Nature of business: Limited partner of owner of power generation facility.

Name: Michigan CoGen, Inc.
State of Organization: Delaware
Nature of business: Limited partner of owner of power generation facility.

Name: Michigan Power Inc.
State of Organization: Delaware
Nature of business: General partner of owner of power generation facility.

Name: Michigan Power Holdings, Inc.
State of Organization: Delaware
Nature of business: Preferred limited partner of owner of power generation facility.

Name: Michigan Power Limited Partnership
State of Organization: Michigan (limited partnership)
Nature of business: Owner of power generation facilities (QF) selling at wholesale.

Name: OCG CoGen, Inc.
State of Organization: Delaware
Nature of business: General partner of owner of power generation facility.

Name: Oyster Creek CoGen, Inc.
State of Organization: Delaware
Nature of business: Limited partner of owner of power generation facility.

Name: Oyster Creek Limited Partnership
State of Organization: Texas (limited partnership)
Nature of business: Owner of power generation facilities (QF) selling at wholesale.

Name: Port Arthur CoGen, Inc.

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State of Organization: Delaware
Nature of business: Former limited partner of owner of a power generation facility (assets sold in 2001).

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Name: CoGen Power, L.P.
State of Organization: Delaware (limited partnership)
Nature of business: Former owner of power generation facilities (QF) selling at wholesale (assets sold in 2001).

Name: RRP Company
State of Organization: Delaware
Nature of business: Holding company.

Name: DPC Colombia - Opon Power Resources Company
State of Organization: Delaware
Nature of business: Holding company.

Name: Termo Santander Holding, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: Termo Santander Holding (Alpha), L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: Riverside Generation, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of power generation facility.

Name: WCP (Generation) Holdings LLC
State of Organization: Delaware (limited liability company)
Nature of business: Entity formed to hold interest in owner of power generation facility.

Name: West Coast Power LLC
State of Organization: Delaware (limited liability company)
Nature of business: Entity formed to hold interest in owners of generation facilities (EWG) selling at wholesale.

Name: Foothills Generation, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of wholesale power project.

Name: Rolling Hills Generation, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of wholesale power project.

Name: Dynegy Renaissance Power, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of wholesale power project.

Name: Dynegy Northeast Generation, Inc.
State of Organization: Delaware
Nature of business: Holding company providing administrative services for Dynegy Danskammer, LLC and Dynegy Roseton, LLC, owners

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of wholesale generation facilities.

Name: Hudson Power, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Entity formed to hold interest in owners of power generation facilities.

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Name: Dynegy Hudson Power Retail, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Limited retail power sales to Central Hudson Gas & Electric Corp.

Name: Magnolia Generation, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of wholesale power project.

Name: Magnolia Generating, L.L.C.
State of Organization: Delaware
Nature of business: Created to develop and own potential wholesale power project.

Name: Liberty Bell Power, Inc.
State of Organization: Delaware
Nature of business: Entity formed to hold interest in owner of potential wholesale power project.

Name: Liberty Bell Power, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Created to enter into a real estate transaction in Pennsylvania for a potential wholesale power project.

Name: Dynegy Southwest Generation, Inc.
State of Organization: Delaware
Nature of business: Entity formed to acquire and hold indirect interest in power generation facilities.

Name: Southwest Power Holdings LLC
State of Organization: Delaware (limited liability company)
Nature of business: Entity formed to acquire and hold interest in power generation facilities.

Name: Southwest Generation LLC
State of Organization: Delaware (limited liability company)
Nature of business: Entity formed to acquire and hold interest in owners of power generation facilities.

Name: Clark Power LLC
State of Organization: Delaware (limited liability company)
Nature of business: Formed to acquire wholesale generators from Nevada Power Company.

Name: Reid Gardner Power LLC
State of Organization: Delaware (limited liability company)
Nature of business: Formed to acquire wholesale generators from Nevada Power Company.

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Name: Renaissance Pipeline, Inc.
State of Organization: Delaware
Nature of business: Ownership of gas pipelines, telecommunications equipment and related appurtances and real property rights

Name: Renaissance Pipeline Company, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Ownership of gas pipelines, telecommunications equipment and related appurtances and real property rights

Name: Oak Glen Power, Inc.
State of Organization: Delaware
Nature of business: Formed to hold indirect interest in wholesale power project.

Name: Oak Glen Power LLC
State of Organization: Delaware (limited liability company)
Nature of business: Formed to develop and own potential wholesale power project.

Name: Dynegy Global Energy, Inc.
State of Organization: Delaware
Nature of business: To own interests in various entities engaged in oil and gas activities around the world.

Name: 3020373 Nova Scotia Company
State of Organization: Nova Scotia ULC
Location: Suite 800, 1959 Upper Water Street.,
P.O. Box 997, Halifax, NS B3J 2X2
Nature of business: Partner of Dynegy Canada Limited Partnership.

Name: 3020372 Nova Scotia Company
State of Organization: Nova Scotia ULC
Location: Suite 800, 1959 Upper Water Street.,
P.O. Box 997, Halifax, NS B3J 2X2
Nature of business: Partner of Dynegy Canada Limited Partnership.

Name: Dynegy Canada Limited Partnership
State of Organization: Alberta
Nature of business: Formed as the entity to finance asset acquisitions in Canada.

Name: Dynegy Dutch Holdings B.V.
State of Organization: Netherlands corporation
Location: Weena, 336, 3012 NJ Rotterdam, The Netherlands
Nature of business: Holding company.

Name: Dynegy Nederland B.V.
State of Organization: Netherlands corporation
Location: Weena, 336, 3012 NJ Rotterdam, The Netherlands
Nature of business: Marketing and trade company.

Name: Dynegy Italia S.r.l.
State of Organization: Italian limited liability company
Nature of business: Development company in Italy.

Name: Dynegy Marketing and Trade Sarl
State of Organization: Switzerland limited liability company
Nature of business: Marketing and trade company.

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Name: Dynegy Espana S.L.
State of Organization: Spain Company
Nature of business: Marketing and trade company.

Name: Dynegy Canada Inc.
State of Organization: Alberta corporation
Location: 707 8th Avenue S.W., Suite 800,
Calgary Alberta T2P 3V3 Canada
Nature of business: Marketing and trading of natural gas, power, coal,
emission allowances and the generation of electricity.

Name: Dynegy Canada Gas Marketing Ltd.
State of Organization: Alberta corporation
Location: 1500 Bankers Hall, 855-2nd Street, S.W.
Calgary, Alberta, T2P 437
Nature of business: Energy product marketing.

Name: 701289 Alberta Ltd.
State of Organization: Alberta corporation
Location: 1500 Bankers Hall, 855-2nd Street, S.W.
Calgary, Alberta, T2P 437
Nature of business: Holding company.

Name: Canadian Midstream Services Ltd.
State of Organization: Alberta corporation
Nature of business: Owns and operates a natural gas processing facility.

Name: Dynegy Argentina, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: NGC Colombia, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: NGC Colombia S.A..
State of Organization: Colombia corporation
Location: Calle 144 #9-45, OFC 1006,
Sante Fe de Bogata, Colombia SA
Nature of business: Dormant.

Name: Dynegy Global Liquids, Inc.
State of Organization: Delaware
Nature of business: Parent company for Dynegy's international natural gas
liquids business.

Name: Dynegy Cayman Holdings, Ltd.
State of Organization: Cayman Islands corporation
Location: Walker House, Mary Street,
George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Dynegy Global Liquids (Cayman), Ltd.
State of Organization: Cayman Islands corporation
Location: c/o W.S. Walker & Company, Caledonian House, P.O. Box
265, George Town, Grand Cayman, Cayman Islands
Nature of business: Owns the Australian Unit Trust in the Townsville

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Project.

Name: Dynegy Cayman Colombia I, Ltd.
State of Organization: Cayman Islands corporation
Location: Walker House, Mary Street,
George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Dynegy Cayman Colombia II, Ltd.
State of Organization: Cayman Islands corporation
Location: Walker House, Mary Street,
George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Dynegy Cayman Colombia III, Ltd.
State of Organization: Cayman Islands corporation
Location: Walker House, Mary Street,
George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Dynegy Cayman Colombia IV, Ltd.
State of Organization: Cayman Islands corporation
Location: Walker House, Mary Street,
George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Dynegy Cayman Colombia V, Ltd.
State of Organization: Cayman Islands corporation
Location: Walker House, Mary Street,
George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Dinamica Integral de Energia Holdings, Ltd.
State of Organization: Cayman Islands corporation
Location: c/o W.S. Walker & Company, Second Floor, Caledonian
House, Mary Street, P.O. Box 265GT, George Town, Grand
Cayman, Cayman Islands
Nature of business: Dormant.

Name: Destec Labuan Holdings, Ltd.
State of Organization: Malaysian corporation
Location: c/o Baker & McKenzie, 1 Temasek Avenue #27-01,
Millenia Tower, Malaysia 039192
Nature of business: Dormant.

Name: Dynegy Luxembourg Holdings S.A.R.L.
State of Organization: Luxembourg Company
Nature of business: Finance company.

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Name: Dynegy Mexico, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Dynegy Mexico, S.A. de C.V.
State of Organization: Mexico corporation
Location: Montes Urales 480-PISO 1 Lomas De Chapulte pec, 11000
Mexico, DF
Nature of business: Dormant.

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Name: Dynegy Pty Limited
State of Organization: Australian corporation
Location: Level 17, 2 Chifley Square, Sydney, NSW 2000
Nature of business: Dormant.

Name: Dynegy Holdings Limited
State of Organization: UK ltd. corp.
Nature of business: Holding company.

Name: Dynegy Europe Limited
State of Organization: UK limited corporation
Location: England and Wales
Nature of business: Holding company.

Name: Dynegy UK Limited
State of Organization: UK limited corporation
Location: First Floor, 4 Grosvenor Place, London, England SW1X7HJ
Nature of business: Marketing and trade company.

Name: Dynegy Global Finance Limited
State of Organization: UK limited corporation
Nature of business: Finance company in UK.

Name: Dynegy Norway Limited
State of Organization: UL limited corporation
Location: England and Wales
Nature of business: UK trading company.

Name: Dynegy Trading Services Limited
State of Organization: UK ltd. corp.
Nature of business: Markeing and trade company.

Name: Dynegy Investment Limited
State of Organization: UK ltd. corp.
Nature of business: Dormant.

Name: Dynegy Onshore Processing UK Limited
State of Organization: UK ltd. corp.
Nature of business: Gas Storage company.

Name: Dynegy Storage Limited
State of Organization: UK ltd. corp.
Nature of business: Gas Storage company.

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Name: Dynegy Offshore UK Limited
State of Organization: UK ltd. corp.
Nature of business: Gas Storage company.

Name: Dynegy Holding Company, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Holding company for marketing and midstream services entities.

Name: DMS LP, Inc.
State of Organization: Delaware
Nature of business: Limited partner of owner of natural gas processing facility.

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Name: Dynegy Midstream G.P., Inc.
State of Organization: Delaware
Nature of business: General partner of owner of natural gas processing facility.

Name: Dynegy Power Marketing, Inc.
State of Organization: Texas
Nature of business: Wholesale power marketer.

Name: NGC Corporation
State of Organization: Delaware
Nature of business: Dormant.

Name: Dynegy Midstream Services, Limited Partnership
State of Organization: Delaware (limited partnership)
Nature of business: Owns and operates natural gas processing facility.

Name: Waskom Gas Processing Company
State of Organization: Texas general partnership
Nature of business: Owns and operates a natural gas processing, extraction and fractionation facility.

Name: Venice Energy Services Company, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Owns and operates a natural gas processing, extraction, fractionation and storage facility located in Louisiana.

Name: Venice Gathering System, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Pipeline system that supplies Venice Energy Services Company, L.L.C.

Name: Hackberry LNG Terminal, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Conducts energy pipeline marketing business.

Name: Versado Gas Processors, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Joint venture to pursue gas opportunities in New Mexico.

Name: Downstream Energy Ventures Co., L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: The general partner of owner of a natural gas liquids fractionation.

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Name: Cedar Bayou Fractionators, L.P.
State of Organization: Delaware (limited partnership)
Nature of business: Fractionation services for third party owned natural gas liquids.

Name: Midstream Barge Company, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Owns and leases barges.

Name: Dynegy Liquids G.P., L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Purchases, sells and trades natural gas liquids.

Name: Dynegy Liquids Marketing and Trade

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State of Organization: Delaware (general partnership)
Nature of business: Purchases, sells and trades natural gas liquids and related products.

Name: Gulf Coast Fractionators
State of Organization: Texas (general partnership)
Nature of business: Ownership interest in fractionation facility located in Texas.

Name: Bradshaw Gathering System
State of Organization: Texas (general partnership)
Nature of business: Dormant.

Name: Dynegy Regulated Holdings, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Owns interest in various entities (e.g. natural gas liquids and related products).

Name: WTLPS, LLC
State of Organization: Delaware (limited liability company)
Nature of business: General partner of West Texas LPG Pipeline Limited Partnership.

Name: West Texas LPG Pipeline Limited Partnership
State of Organization: Texas (limited partnership)
Nature of business: Holds all of the assets comprising the West Texas Pipeline.

Name: Dynegy OPI, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Dormant.

Name: Dynegy NGL Pipeline Company, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Owns interstate natural gas pipeline from Texas to Louisiana.

Name: Dynegy Intrastate Pipeline, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Owns intrastate pipeline in Texas.

Name: Warren Petroleum Company, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: Warren Gas Liquids, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Dormant.

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Name: DMT Holdings, Inc.
State of Organization: Delaware
Nature of business: Owner of NGC Storage and Dynegy Consulting Services, Inc.

Name: NGC Storage, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Natural Gas Clearinghouse, Inc.

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State of Organization: Delaware
Nature of business: Holding company.

Name: DGPI Inc.
State of Organization: Delaware
Nature of business: Contingent liability risk management company.

Name: Dynegy Gas Transportation, Inc.
State of Organization: Delaware
Nature of business: Holds transportation contracts with various interstate and intrastate contracts.

Name: Dynegy Consulting Services, Inc.
State of Organization: Delaware
Nature of business: Provides consulting services to third parties and holds other interests.

Name: Dynegy Technology Capital Corp.
State of Organization: Delaware
Nature of business: Formed to make technology investments.

Name: Dynegydirect Inc.
State of Organization: Delaware
Nature of business: Electronic commerce trading/marketing company.

Name: Dynegy Energy Services, Inc.
State of Organization: Delaware
Nature of business: Retail power marketer.

Name: SouthStar Energy Services LLC
State of Organization: Delaware (limited liability company)
Nature of business: Retail gas services.

Name: Illinois Power Energy, Inc.
State of Organization: Delaware
Nature of business: Formed to perform retail power sales in Illinois.

Name: DEM GP, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: DEM LP, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company

Name: Dynegy Energy Marketing, LP
State of Organization: Delaware (limited partnership)
Nature of business: To sell electricity and related services to retail electricity customers.

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Name: Dynegy Strategic Investments LP, Inc.
State of Organization: Delaware
Nature of business: Holding company.

Name: Dynegy Strategic Investments GP, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: Dynegy Strategic Investments, L.P.

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State of Organization: Delaware (limited partnership)
Nature of business: Invests in venture capital and third party opportunities.

Name: DS Partnership Investments, Inc.
State of Organization: Delaware
Nature of business: Holding company.

Name: DS Partnership Investments GP, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: DS Partnership Investments, L.P.
State of Organization: Delaware (limited partnership)
Nature of business: Invests in venture capital and third party opportunities.

Name: DMT L.P., LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: DMT G.P., LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

Name: DMT Holdings, LP
State of Organization: Delaware (limited partnership)
Nature of business: Holding company.

Name: Dynegy Broadband Marketing and Trade
State of Organization: Delaware (general partnership)
Nature of business: Conducts marketing/trading business in broadband.

Name: Dynegy Marketing and Trade
State of Organization: Colorado (general partnership)
Nature of business: Marketing and trading of natural gas, power, coal, emission allowances and the generation of electricity.

Name: Dynegy Coal Trading & Transportation, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Arranges fuel supply for affiliated coal-fired generation facilities.

Name: Nicor Energy, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Retail gas and electric services.

Name: DMT Supply Holdings, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company.

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Name: Dynegy Supply Holdings Grantor Trust
State of Organization: Delaware business trust
Nature of business: Holding company.

Name: DMT Supply, LP
State of Organization: Delaware (limited partnership)
Nature of business: Entity formed to engage in natural gas delivery and operations.

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Name: DMG Enterprises, Inc.
State of Organization: Delaware
Nature of business: Holding company.

Name: Dynegy GP Inc.
State of Organization: Delaware
Nature of business: Holding company.

Name: Dynegy Administrative Services Company
State of Organization: Delaware
Nature of business: Holding company for contingent liability risk management companies.

Name: NIPC, Inc.
State of Organization: Texas
Nature of business: Contingent liability risk management company.

Name: Dynegy I.T., Inc.
State of Organization: Delaware
Nature of business: Licenses all of software, buys all IT related equipment and then provides licenses back to Dynegy affiliates. Owns FCC licenses for different locations.

Name: DFS L.P., LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company of limited partnership investments.

Name: DFS G.P., LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company of general partnership investments.

Name: Dynegy Financial Services, LP
State of Organization: Delaware (limited partnership)
Nature of business: Provides cash collection, credit, and accounts receivables factoriung services.

Name: Dynegy Catlin Member, Inc.
State of Organization: Delaware
Nature of business: Holding company.

Name: Catlin Associates, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Makes and holds loans and investments.

Name: Black Thunder Member, Inc.
State of Organization: Delaware
Nature of business: Holding company.

Name: CoGen Lyondell, Inc.
State of Organization: Texas
Nature of business: Owner of power generation facilities (QF) selling at wholesale.

Name: CoGen Power, Inc.
State of Organization: Texas
Nature of business: Former owner of owner of power generation facilities (QF) selling at wholesale (assets sold in 2001).

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Name: CEC Prime, Inc.
State of Organization: Delaware
Nature of business: Dormant.

Name: Dynegy Engineering, Inc.
State of Organization: Texas
Nature of business: Performs engineering work for Dynegy power generation project.

Name: Dynegy Management, Inc.
State of Organization: Delaware
Nature of business: Limited partner of entity providing business management services.

Name: Dynegy Services, Inc.
State of Organization: Delaware
Nature of business: General partner of entity providing business management services.

Name: Dynegy Power Management Services, L.P.
State of Organization: Delaware (limited partnership)
Nature of business: Provides business management services to generation facility owners which are owned wholly or jointly by Dynegy entities.

Name: Dynegy Operating Company
State of Organization: Texas
Nature of business: Performs operating and maintenance services for generation facilities which are owned wholly or jointly by Dynegy entities.

Name: Dynegy Power Management Services, Inc.
State of Organization: Texas
Nature of business: Provides administrative services to Dynegy entities.

Name: Dynegy Parts and Technical Services, Inc.
State of Organization: Texas
Nature of business: Provides parts and technical services relating to combustion turbines for Dynegy entities.

Name: Dynegy Power Project I, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Dormant.

Name: Dynegy Power Project II, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Dormant.

Name: HEP CoGen, Inc.
State of Organization: Texas
Nature of business: Dormant.

Name: Northway CoGen, Inc.
State of Organization: Texas
Nature of business: Dormant.

Name: Dynegy Global Communications Inc.
State of Organization: Delaware
Nature of business: Global communications company with no public utility

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assets and no public utility subsidiaries or affiliates as defined under the Act.

Name: Dynegy Europe Communications Holdings, Inc.
State of Organization: Delaware
Nature of business: Holding company.

Name: Dynegy Europe Communications I, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company (general partner) - European telecommunications.

Name: Dynegy Europe Communications II, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Holding company (general partner) - European telecommunications.

Name: Dynegy Europe Communications C.V.
State of Organization: Netherlands
Nature of business: Holding company.

Name: Dynegy Europe Communications I B.V.
State of Organization: Netherlands company
Nature of business: Holding company - European telecommunications.

Name: Dynegy Europe Communications II B.V.
State of Organization: Netherlands company
Nature of business: Holding company/Long-haul broadband network services - European telecommunications.

Name: Dynegy Belgium Communications Sprl
State of Organization: Belgium Corp.
Nature of business: Long-haul broadband network services - European telecommunications.

Name: Dynegy Austria Communications GmbH
State of Organization: Austrian company
Location: A-1010 Wien. Rotenturmstrasse 13
Nature of business: Conduct a long haul broadband network business.

Name: Dynegy Germany Communications GmbH
State of Organization: Germany Corp.
Nature of business: Long-haul broadband network services - European telecommunications.

Name: Dynegy France Communications SARL
State of Organization: France Corp.
Nature of business: Long-haul broadband network services - European telecommunications.

Name: Dynegy Switzerland Communications Sarl
State of Organization: Switzerland Corp.
Nature of business: Long-haul broadband network services - European telecommunications.

Name: Dynegy Spain Communications S.L.
State of Organization: Spain Corp.
Nature of business: Long-haul broadband network services - European telecommunications.

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Name: Dynegy Italy Communications Srl
State of Organization: Italy Corp.
Nature of business: Long-haul broadband network services - European telecommunications.

Name: Dynegy Europe Communications Holdings Limited.
State of Organization: UK limited corporation
Nature of business: Holding company.

Name: Dynegy Europe Communications Limited
State of Organization: UK limited corporation
Nature of business: Conduct a long haul broadband network business.

Name: Dynegy UK Communications Limited
State of Organization: UK limited corp.
Nature of business: Long-haul broadband network services - European telecommunications.

Name: iaxis Carrier Services Ltd.
State of Organization: UK limited corp.
Nature of business: Dormant.

Name: DGC Leasing, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Leasing company - European telecommunications.

Name: Mantiss Information Corporation
State of Organization: Delaware
Nature of business: Holding company.

Name: Dynegy Connect GP, Inc.
State of Organization: Delaware
Nature of business: General partner of long haul broadband network business.

Name: Dynegy Connect, L.P.
State of Organization: Delaware (limited partnership)
Nature of business: Conducts long haul broadband network business.

Name: Dynegy Asia Communications, Ltd.
State of Organization: Hong Kong company
Nature of business: Holding company for data services.

Name: Extant Information Technology (Shenzen) Company Limited
State of Organization: China
Nature of business: Operator for data services.

Name: Mantiss, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Conducts software based telecommunications business.

Name: Mantiss Software Solutions India Private Ltd.
State of Organization: India
Nature of business: Formed for development of software.

Name: DCP Leasing, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Telecommunications network.

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Name: Dynegy Communications Clearinghouse, Inc.
State of Organization: Delaware
Nature of business: Holds license.

Name: Dynegy CLEC Communications (Virginia), Inc.
State of Organization: Virginia
Nature of business: Holds license.

Name: DGC Government Services, Inc.
State of Organization: Delaware
Nature of business: Bid on, enter into and perform under governmental contracts

Name: Dynegy Voice Communications, Inc.
State of Organization: Delaware
Nature of business: Engages in business related to voice communications.

Name: Illinova Corporation
State of Organization: Illinois
Nature of business: Business corporation and public utility holding company.

Name: Illinova Generating Company
State of Organization: Illinois
Nature of business: Develops and operates independent power projects.

Name: IGC Grimes County, Inc.
State of Organization: Illinois
Nature of business: Holding company.

Name: IGC Grimes Frontier, Inc.
State of Organization: Illinois
Nature of business: Holding company.

Name: Tenaska Frontier Partners
State of Organization: Delaware (limited partnership)
Nature of business: Development and ownership of wholesale power project (under development/construction).

Name: Illinova Resource Recovery, Inc.
State of Organization: Illinois
Nature of business: Dormant.

Name: IGC Krishnapatnam Company
State of Organization: Illinois
Nature of business: Dormant.

Name: IPG Ferndale, Inc.
State of Organization: Illinois
Nature of business: Holding company.

Name: IPG Paris, Inc.
State of Organization: Illinois
Nature of business: Holding company.

Name: Charter Oak (Paris), Inc.
State of Organization: Connecticut
Nature of business: Holding company.

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Name: Tenaska Washington Partners
State of Organization: Washington (limited partnership)
Nature of business: Development and ownership of wholesale power project (currently under development/construction).

Name: Tenaska III Partners, Ltd.
State of Organization: Texas (limited partnership)
Nature of business: Development and ownership of wholesale power project (currently under development/construction); limited partner of owner of project.

Name: Tenaska III Texas Partners
State of Organization: Texas (general partnership)
Nature of business: Development and ownership of wholesale power project (currently under development/construction).

Name: COE (Gencoe) Corp.
State of Organization: Connecticut
Nature of business: Holding company.

Name: IGC (UK) Corp.
State of Organization: Delaware
Nature of business: Holding company.

Name: COE (UK) Corp.
State of Organization: Connecticut
Nature of business: Holding company.

Name: IGC Maranon LLC
State of Organization: Cayman Islands (limited liability company)
Location: c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street. George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Maranon I, LLC
State of Organization: Cayman Islands (limited liability company)
Location: c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street. George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: Maranon II, LLC
State of Organization: Cayman Islands (limited liability company)
Location: c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street. George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

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Name: Maranon III, LLC
State of Organization: Cayman Islands (limited liability company)
Location: c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street. George Town, Grand Cayman, Cayman Islands
Nature of business: Dormant.

Name: IGC (Encoe) LLC
State of Organization: Cayman Islands (limited liability company)
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,

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South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Dormant.

Name: IGC Vietnam Development, Inc.
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Dormant.

Name: IGC Azucar Inc.
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Dormant.

Name: IGC (Gencoe) Corp.
State of Organization: Delaware
Nature of business: Dormant.

Name: IGC Global, Inc.
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: ECI Energy Ltd.
State of Organization: Delaware
Nature of business: Dormant.

Name: Illinois Power Company
State of Organization: Illinois
Nature of business: Natural gas and electric utility company.

Name: IP Gas Supply Company
State of Organization: Illinois
Nature of business: Acquires interests in gas and oil leases.

Name: Illinois Power Capital LP
State of Organization: Delaware (limited partnership)
Nature of business: Holds limited partnership interest in which Illinois
Power serves as a general partner.

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Name: Illinois Power Special Purpose Trust
State of Organization: Delaware (business trust)
Nature of business: A Delaware business trust whose sole owner is Illinois
Power Securitization Limited Liability Company. Formed
to issue Transitional Funding Trust Notes as allowed by
the 1997 Electric Utility Transition Funding Law.

Name: Illinois Power Securitization Limited Liability Company
State of Organization: Delaware
Nature of business: Granted rights of intangible transition property created
by Illinois Commerce Commission as part of the 1997
Electric Utility Transition Funding Law.

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Name: Illinois Power Financing I
State of Organization: Delaware (statutory business trust)
Nature of business: Statutory business trust in which Illinois Power serves as a sponsor.

Name: Illinois Power Transmission Company, LLC
State of Organization: Delaware (limited liability company)
Nature of business: Dormant.

Name: Illinova Energy Partners
State of Organization: Delaware
Nature of business: Markets energy and energy-related services in United States and Canada.

Name: Illinova Electric Partners, Inc.
State of Organization: Illinois
Nature of business: Dormant.

Name: EMC Gas Transmission Co.
State of Organization: Oklahoma
Nature of business: Engaged in retail sales of natural gas to customers in Michigan.

Name: Illinova Insurance Company
State of Organization: Vermont
Nature of business: Captive insurance.

Name: Illinova Business Enterprises, Inc.
State of Organization: Illinois
Nature of business: Formed for miscellaneous unregulated business activities.

Name: Dynegy Customer Care, L.L.C.
State of Organization: Delaware (limited liability company)
Nature of business: Customer services to Illinois Power Company and others.

Name: IGC International, Inc.
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Grand Cayman, Cayman Islands, British West Indies
Nature of business: Holding company.

Name: IGC International II, Inc.
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street. George Town, Grand Cayman, Cayman Islands
Nature of business: Holding company.

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Name: IGC (Wind) LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street. George Town, Grand Cayman, Cayman Islands
Nature of business: Owner of power project.

Name: Generacion Eolica Trust
State of Organization: Costa Rica (Trust)
Nature of business: Holding company.

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Name: Generacion Eolica, Ltda.
State of Organization: Costa Rica (limited liability company)
Nature of business: Holding company.

Name: Fuerza Electrica de Latinoamerica, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: IGC Chorrera, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Entity formed to hold interest in owner
of generation facilities in Panama (EWG).

Name: IGC-ERI Thermal Generating Finco, Ltd.
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Owned by IGC-ERI Pan-Am Thermal Gen. Ltd.

Name: IGC Aguaytia Partners, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: Aguaytia Energy
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

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Name: IGC ELCO Partnership, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: ELCO Power Investment Co., LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: IGC Jamaica Partnership, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,

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Nature of business: Cayman Islands
Holding company.

Name: Doctor Bird Power Company
State of Organization: St. Lucia
Nature of business: Holding company.

Name: IGC Uch, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: Tenaska-IG International, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: Tenaska UPL (L) Corporation
State of Organization: Malaysia
Nature of business: Holding company.

Name: UPLHC-I, LDC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

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Name: UPLHC-II, LDC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Holding company.

Name: Operaciones de Arequipa, LLC
State of Organization: Cayman Islands
Location: c/o Maples and Calder, P.O. Box 309, Ugland House,
South Church Street. George Town, Grand Cayman,
Cayman Islands
Nature of business: Dormant.

Name: Illinova ZJXC Company
State of Organization: Mauritius
Location: B.C.M. (Secretaries) Ltd., 6th floor, Cerne House,
Chaussee, Port Louis, Mauritius
Nature of business: Holding company.

Name: Zhejiang Xinchang-IGC Power Co., Ltd.
State of Organization: China (Sino-foreign JV)
Nature of business: Electric power plant.

Name: IGC Mauritius Holding Company, Ltd.
State of Organization: Mauritius
Location: B.C.M. (Secretaries) Ltd., 6th floor, Cerne House,

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Nature of business: Chaussee, Port Louis, Mauritius
Holding company.

Name: IGC-STI Guna Company
State of Organization: Mauritius
Location: B.C.M. (Secretaries) Ltd., 6th floor, Cerne House,
Chaussee, Port Louis, Mauritius

Nature of business: Dormant.

Name: IGC Mauritius International Company
State of Organization: Mauritius
Location: B.C.M. (Secretaries) Ltd., 6th floor, Cerne House,
Chaussee, Port Louis, Mauritius

Nature of business: Holding company.

Name: Zhuzhou Nangang Cogeneration Power Co., Ltd.
State of Organization: China (Sino-foreign JV)
Nature of business: Electric power plant.