

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

\_\_\_\_\_) )  
In re: ) Chapter 11  
\_\_\_\_\_) )  
GENON ENERGY, INC., *et al.*,<sup>1</sup> ) Case No. 17-33695 (DRJ)  
\_\_\_\_\_) )  
Debtors. ) (Jointly Administered)  
\_\_\_\_\_) )  
\_\_\_\_\_) ) Re: Docket Nos. 3, 5  
\_\_\_\_\_)

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2017 JUN 27 AM 8:29  
COMMISSION  
CLERK

NOTICE OF ENTRY OF ORDER GRANTING  
COMPLEX CHAPTER 11 BANKRUPTCY CASE TREATMENT

PLEASE TAKE NOTICE that on June 14, 2017 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the "Court").

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services MidWest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.

COM \_\_\_\_\_  
AFD \_\_\_\_\_  
APA \_\_\_\_\_  
ECO \_\_\_\_\_  
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N.G.

**PLEASE TAKE FURTHER NOTICE THAT** on the Petition Date, the Debtors filed the *Notice of Designation as Complex Chapter 11 Bankruptcy Case* [Docket No. 3] with the Court. On the Petition Date the Court granted the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment* [Docket No. 5], attached hereto as **Exhibit A**.

Dated: June 19, 2017  
Houston, Texas

/s/ Zack A. Clement

Zack A. Clement (Texas Bar No. 04361550)

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-and-

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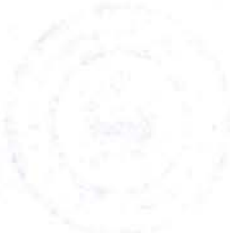
Email: annelyse.gibbons@kirkland.com

*Proposed Co-Counsel to the Debtors and Debtors in Possession*

\_\_\_\_ MCO  
\_\_\_\_ AFD  
\_\_\_\_ APA  
\_\_\_\_ ECO  
\_\_\_\_ ENG  
\_\_\_\_ GCL  
\_\_\_\_ IDM  
\_\_\_\_ TEL  
\_\_\_\_ CLK

Exhibit A

**Order Granting Complex Chapter 11 Bankruptcy Case Treatment**



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ENTERED  
06/14/2017

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
GENON ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-33695 (DRJ)
	)	
Debtors.	)	(Joint Administration Requested)
	)	
	)	<b>Re: Docket No. 3</b>

**ORDER GRANTING COMPLEX CHAPTER 11 BANKRUPTCY CASE TREATMENT**

These bankruptcy cases were filed on June 14, 2017. A *Notice of Designation as Complex Chapter 11 Bankruptcy Case* was filed. Based on its review of the initial pleadings, the Court concludes that the complex chapter 11 case designation is appropriate. Accordingly, the Court orders:

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services MidWest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.



IT IS SO ORDERED:

1. The Debtors must maintain a consolidated master service list (the "Master Service List") identifying the parties that must be served whenever a motion or other pleading requires notice. Unless otherwise required by the Bankruptcy Code or Rules, notices of motions and other matters will be limited to the parties on the Master Service List. The Master Service List must initially include the following parties and/or their counsel, if requested: (a) the Debtors and the Debtors' professionals; (b) the Debtors' proposed claims, noticing, and solicitation agent, Epiq Bankruptcy Solutions, LLC ("Epiq"), (c) the Office of the United States Trustee for the Southern District of Texas; (d) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (e) Wilmington Trust Company, as indenture trustee for the GenOn Energy, Inc. 7.875% Senior Notes due 2017, 9.50% Senior Notes due 2018, and 9.875% Senior Notes due 2020, (collectively, the "GenOn Notes"), and counsel thereto; (f) Wilmington Savings Fund Society, FSB, as successor indenture trustee for the GenOn Americas Generation, LLC 8.50% Senior Notes due 2021 and 9.125% Senior Notes due 2031, (collectively, the "GAG Notes"), and counsel thereto; (g) NRG Energy, Inc., as administrative agent under the Debtors' secured prepetition revolving facility due 2018 (the "Revolver"), and counsel thereto; (h) U.S. Bank National Association, as collateral trustee under the Revolver; (i) Ropes & Gray LLP, as counsel to an ad hoc committee of GenOn Note and GAG Notes; (j) Quinn Emanuel Urquhart & Sullivan, LLP, as counsel to an ad hoc steering committee of GAG Notes; (k) the United States Attorney's Office for the Southern District of Texas; (l) the Internal Revenue Service; (m) the United States Securities and Exchange Commission; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (o) the state attorneys general for states in which the Debtors conduct business; and (p) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (q) all parties on whom the Court orders notice. For the avoidance of doubt, any party in interest that files a Notice of Appearance will be added to the Master Service List.

- (a) Parties on the Master Service List who appear in this case through counsel or submit a request for service by CM/ECF will be served with pleadings and orders through the CM/ECF notification system only. No mail notice will be required.
- (b) All other parties on the Master Service List must be served, at the server's option, by electronic mail, fax, or regular mail.
- (c) The proceedings with respect to which notice would be limited to the Master Service List shall include all matters covered by Bankruptcy Rule 2002, with the exception of the following: (a) the notice of the first meeting of creditors pursuant to section 341 of the Bankruptcy Code; (b) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (c) the time fixed for filing objections to, and the hearings to consider, approval of a disclosure statement and confirmation of a chapter 11 plan; and (d) notice and transmittal of ballots for accepting or rejection a chapter 11 plan. Notice of the foregoing matters would be given to all parties in interest listed on the Debtors' creditor matrix (the "Creditor Matrix") by either first-class U.S. mail, electronic mail, or facsimile.



- (d) The initial Master Service List must be filed within three days after entry of this Order. A revised list must be filed within seven days after the initial Master Service List is filed. The Debtors must update the list thereafter, and shall file a copy of the updated list: (i) at least every seven days during the first 30 days of the case; (ii) at least every 15 days during the next sixty days of the case; and (iii) at least every 30 days thereafter throughout the case.

2. The Court will publish on its website available complex hearing dates for this case at [www.txs.uscourts.gov](http://www.txs.uscourts.gov). Hearing dates will ordinarily be available weekly, unless otherwise directed by the Court.

- (a) All motions and other matters requiring hearing, but not requiring expedited or emergency hearing, shall be noticed for hearing on the next hearing day that is at least twenty-one (21) days after the notice is mailed. As a preface to each pleading, just below the case caption, in lieu of the language required by any Local Bankruptcy Rule, the pleading shall state:

**A HEARING WILL BE CONDUCTED ON THIS MATTER ON \_\_\_\_\_ AT \_\_\_\_\_ AM/PM IN COURTROOM 400, 4<sup>th</sup> FLOOR, UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS, 515 RUSK STREET, HOUSTON, TEXAS 77002. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-ONE DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

- (b) All motions and other matters requiring expedited or emergency hearing must be calendared for hearing on a complex hearing date selected by the party seeking emergency or expedited relief from the available dates posted on the Court's website. The party seeking emergency relief must comply with the usual Court requirements for explanation of the need for emergency or expedited hearing. The party requesting the hearing is responsible for providing proper notice in accordance with this Order and the Bankruptcy Code and Rules. At the scheduled hearing, the Court will determine whether to allow emergency or expedited consideration.

3. The Court's procedures for telephonic participation in hearings are published on the Court's website. Those procedures apply in this case. No motion is required to authorize telephonic participation. Dial-in information and participation information is on the website.

4. If a matter is properly noticed for hearing and the parties reach a settlement of the dispute prior to the final hearing, the parties may announce the settlement at the scheduled hearing. If the Court determines that the notice of the dispute and the hearing is adequate notice of the effects of the settlement (*i.e.*, that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement.

5. The Debtors must give notice of this Order to all parties listed on the Master Service List within seven days. If a party in interest objects to the provisions of this Order, that party may file a motion articulating the objection and the relief requested. After hearing the objection and any responses the Court may reconsider any part of this Order and may grant relief, if appropriate.

**Signed: June 14, 2017.**



DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE



**Information to identify the case:**Debtors: **GenOn Energy, Inc. et. al.**

EIN: 76-0655566

United States Bankruptcy Court for the Southern District of Texas

Case Numbers: 17-33695 (DRJ)

Official Form 309F (For Corporations or Partnerships)

Notice of Chapter 11 Bankruptcy Case

12/15

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered. This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at [www.pacer.gov](http://www.pacer.gov)).

**The staff of the bankruptcy clerk's office cannot give legal advice.**

**Do not file this notice with any proof of claim or other filing in the case.**

1. Debtors' full name: See chart below.

## List of Jointly Administered Cases

NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
1.	GenOn Energy, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33695	76-0655566
2.	GenOn Americas Generation, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33696	51-0390520
3.	GenOn Americas Procurement, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33694	58-2588980
4.	GenOn Asset Management, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33697	46-0471966
5.	GenOn Capital Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33698	51-0410053
6.	GenOn Energy Holdings, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33699	20-3538156
7.	GenOn Energy Management, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33700	52-2321163
8.	GenOn Energy Services, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33701	56-2368220
9.	GenOn Fund 2001 LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33702	22-3850936
10.	GenOn Mid-Atlantic Development, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33703	58-2619458
11.	GenOn Power Operating Services MidWest, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33704	52-2203718
12.	GenOn Special Procurement, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33705	58-2628316
13.	Hudson Valley Gas Corporation	804 Carnegie Center, Princeton, New Jersey 08540	17-33706	13-4133279
14.	Mirant Asia-Pacific Ventures, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33707	58-2271770



NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
15.	Mirant Intellectual Asset Management and Marketing, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33708	01-0713248
16.	Mirant International Investments, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33709	58-2221577
17.	Mirant New York Services, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33710	N/A
18.	Mirant Power Purchase, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33711	90-0008747
19.	Mirant Wrightsville Investments, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33712	58-2565073
20.	Mirant Wrightsville Management, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33713	58-2565102
21.	MNA Finance Corp.	804 Carnegie Center, Princeton, New Jersey 08540	17-33714	20-3958481
22.	NRG Americas, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33715	58-2042323
23.	NRG Bowline LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33716	58-2439347
24.	NRG California North LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33717	58-2439965
25.	NRG California South GP LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33718	27-4426730
26.	NRG California South LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33719	27-4427014
27.	NRG Canal LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33720	58-2415569
28.	NRG Delta LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33721	58-2441669
29.	NRG Florida GP, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33722	27-4426639
30.	NRG Florida LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33723	74-2931711
31.	NRG Lovett Development I LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33724	35-2486327
32.	NRG Lovett LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33725	58-2439345
33.	NRG New York LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33726	26-0870144
34.	NRG North America LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33727	20-4514609
35.	NRG Northeast Generation, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33728	76-0639817
36.	NRG Northeast Holdings, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33759	51-0399148
37.	NRG Potrero LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33729	58-2441671
38.	NRG Power Generation Assets LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33730	27-4426390
39.	NRG Power Generation LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33731	27-4426207
40.	NRG Power Midwest GP LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33732	27-4426833
41.	NRG Power Midwest LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33733	52-2201498
42.	NRG Sabine (Delaware), Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33734	52-2067701
43.	NRG Sabine (Texas), Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33735	76-0555452
44.	NRG San Gabriel Power Generation LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33736	38-3770370
45.	NRG Tank Farm LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33737	26-1805302
46.	NRG Wholesale Generation GP LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33738	27-4426495
47.	NRG Wholesale Generation LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33739	20-1253947
48.	NRG Willow Pass LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33740	26-2791987

NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
49.	Orion Power New York GP, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33741	52-2124975
50.	Orion Power New York LP, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33742	52-2124976
51.	Orion Power New York, L.P.	804 Carnegie Center, Princeton, New Jersey 08540	17-33743	52-2179521
52.	RRI Energy Broadband, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33744	76-0655569
53.	RRI Energy Channelview (Delaware) LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33745	52-2189717
54.	RRI Energy Channelview (Texas) LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33746	76-0615622
55.	RRI Energy Channelview LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33747	76-0615623
56.	RRI Energy Communications, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33693	76-0616444
57.	RRI Energy Services Channelview LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33748	76-0615620
58.	RRI Energy Services Desert Basin, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33749	76-0625991
59.	RRI Energy Services, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33750	72-1183055
60.	RRI Energy Solutions East, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33751	46-0471978
61.	RRI Energy Trading Exchange, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33752	76-0642320
62.	RRI Energy Ventures, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33753	76-0387091

2. All other names used in the last 8 years: See Rider 1.

3. Address: See chart above.

4. Debtors' attorneys

James H.M. Sprayregen, P.C. (*pro hac vice* admission pending)  
David R. Seligman, P.C. (*pro hac vice* admission pending)  
Steven N. Serajeddini (*pro hac vice* admission pending)  
W. Benjamin Winger (*pro hac vice* admission pending)  
Christopher M. Hayes (*pro hac vice* admission pending)  
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-and-

AnnElyse Scarlett Gibbons (*pro hac vice* admission pending)  
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Zack A. Clement (TX Bar No. 04361550)  
ZACK A. CLEMENT PLLC  
3753 Drummond Street  
Houston, Texas 77025  
Telephone: (832) 274-7629  
Email: zack.clement@icloud.com

Debtors' notice and claims agent (for court documents and case information inquiries):

**If by First-Class Mail:**  
GenOn Energy, Inc.  
Claims Processing Center  
c/o Epiq Bankruptcy Solutions, LLC  
P.O. Box 4419  
Beaverton, OR 97076-4419

**If by Hand Delivery or Overnight Mail:**  
GenOn Energy, Inc.  
Claims Processing Center  
c/o Epiq Bankruptcy Solutions, LLC  
10300 SW Allen Blvd.  
Beaverton, OR 97005

U.S. toll-free: 888-729-1597  
International: 503-597-5606  
Email: GenOn@epiqsystems.com  
Case website: <http://dm.epiq11.com/GenOn>



5.

**Bankruptcy clerk's office**

Documents in this case may be filed at this address.

You may inspect all records filed in this case at this office or online at [www.pacer.gov](http://www.pacer.gov).

**United States Courthouse  
515 Rusk Avenue  
Houston, Texas 77002**

All documents in this case are available free of charge on the website of the Debtors' notice and claims agent at <http://dm.epiq11.com/GenOn>

**Hours open: Monday – Friday**

**8:00 AM – 5:00 PM**

**Contact phone: 713-250-5500**

6.

**Meeting of creditors**

The debtor's representative must attend the meeting to be questioned under oath.

Creditors may attend, but are not required to do so.

**August 15, 2017 at 10:00 AM (CT)**

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

**Location:**

**Office of the United States Trustee  
515 Rusk Street, Suite 3401  
Houston, Texas 77002**

**7. Proof of claim deadline**

**Deadline for filing proof of claim: September 15, 2017. For a governmental unit: 12/12/17.**

A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at [www.uscourts.gov](http://www.uscourts.gov) or any bankruptcy clerk's office.

Your claim will be allowed in the amount scheduled unless:

- Your claim is designated as disputed, contingent or unliquidated;
- You file a proof of claim in a different amount; or
- You receive another notice

If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at [www.pacer.gov](http://www.pacer.gov)

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.

**8. Exception to discharge deadline**

The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.

You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(6)(A).

**Deadline for filing the complaint: To be Determined**

**9. Creditors with a foreign address**

If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

**10. Filing a Chapter 11 bankruptcy case**

Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.

**11. Discharge of debts**

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.

**Rider 1**

**Other Names Used in the Last 8 Years**

<b>Current Entity Name</b>	<b>Former Names</b>
GenOn Energy, Inc.	RRI Energy, Inc.
GenOn Americas Generation, LLC	Mirant Americas Generation, LLC
GenOn Americas Procurement, Inc.	Mirant Americas Procurement, Inc.
GenOn Asset Management, LLC	RRI Energy Asset Management, LLC
GenOn Capital Inc.	Mirant Capital, Inc.
GenOn Energy Holdings, Inc.	Mirant Corporation
GenOn Energy Management, LLC	Mirant Energy Trading, LLC
GenOn Energy Services, LLC	RRI Energy Corporate Services, LLC
GenOn Fund 2001 LLC	Mirant Fund 2001, LLC
GenOn Mid-Atlantic Development, LLC	GenOn PJM Development, LLC Mirant Dickerson Development, LLC
GenOn Power Operating Services Midwest, Inc.	Orion Power Operating Services Midwest, Inc.
GenOn Special Procurement, Inc.	Mirant Special Procurement, Inc.
NRG Americas, Inc.	GenOn Americas, Inc. Mirant Americas, Inc.
NRG Bowline LLC	GenOn Bowline, LLC Mirant Bowline, LLC
NRG California North LLC	GenOn California North, LLC Mirant California, LLC
NRG California South GP LLC	GenOn West GP, LLC
NRG California South LP	GenOn West, LP
NRG Canal LLC	GenOn Canal, LLC Mirant Canal, LLC
NRG Delta LLC	GenOn Delta, LLC Mirant Delta, LLC
NRG Florida GP, LLC	GenOn Florida GP, LLC
NRG Florida LP	GenOn Florida, LP RRI Energy Florida, LLC
NRG Lovett LLC	GenOn Lovett, LLC Mirant Lovett, LLC
NRG New York, LLC	GenOn New York, LLC Mirant New York, LLC
NRG North America LLC	GenOn North America, LLC Mirant North America, LLC
NRG Northeast Generation, Inc.	GenOn Northeast Generation, Inc. RRI Energy Northeast Generation, Inc.
NRG Northeast Holdings, Inc.	GenOn Northeast Holdings, Inc. RRI Energy Northeast Holdings, Inc.
NRG Potrero LLC	GenOn Potrero, LLC Mirant Potrero, LLC
NRG Power Generation Assets LLC	GenOn Power Generation Assets, LLC
NRG Power Generation LLC	Genon Power Generation, LLC
NRG Power Midwest GP LLC	GenOn Power Midwest GP, LLC
NRG Power Midwest LP	GenOn Power Midwest, LP Orion Power Midwest, L.P.
NRG Sabine (Delaware), Inc.	GenOn Sabine (Delaware), Inc. RRI Energy Sabine (Delaware), Inc.
NRG Sabine (Texas), Inc.	GenOn Sabine (Texas), Inc. RRI Energy Sabine (Texas), Inc.
NRG San Gabriel Power Generation LLC	San Gabriel Power Generation, LLC
NRG Tank Farm LLC	GenOn Tank Farm, LLC Mirant Tank Farm, LLC
NRG Wholesale Generation GP LLC	GenOn Wholesale Generation GP, LLC
NRG Wholesale Generation LP	GenOn Wholesale Generation, LP RRI Energy Wholesale Generation, LLC
NRG Willow Pass LLC	GenOn Willow Pass, LLC Mirant Willow Pass, LLC
RRI Energy Services, LLC	RRI Energy Services, Inc.



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**Fill in this information to identify your case:**

Debtor \_\_\_\_\_

United States Bankruptcy Court for the: **Southern District of Texas (Houston Division)**

Case number \_\_\_\_\_

(if known)

Official Form 410

**Proof of Claim**

4/16

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

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

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

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

**Part 1: Identify the Claim**

1. Who is the current creditor?		
Name of the current creditor (the person or entity to be paid for this claim) _____		
Other names the creditor used with the debtor _____		
2. Has this claim been acquired from someone else?		
<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____		
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	Name, Number, Street, City, State & Zip Code _____	Name, Number, Street, City, State & Zip Code _____
	Contact phone _____	Contact phone _____
	Contact email _____	Contact email _____
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?		
<input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____		
5. Do you know if anyone else has filed a proof of claim for this claim?		
<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____		



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

6. Do you have any number you use to identify the debtor?  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_\_

7. How much is the claim? \$ \_\_\_\_\_ Does this amount include interest or other charges?  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
Limit disclosing information that is entitled to privacy, such as health care information.  
\_\_\_\_\_

9. Is all or part of the claim secured?  No  
 Yes. The claim is secured by a lien on property.  
**Nature of property:**  
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: \_\_\_\_\_  
**Basis for perfection:** \_\_\_\_\_  
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  
**Value of property:** \$ \_\_\_\_\_  
**Amount of claim that is secured:** \$ \_\_\_\_\_  
**Amount of claim that is unsecured:** \$ \_\_\_\_\_ (The sum of the secured and unsecured amounts should match the amount in line 7.)  
**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_  
**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
 Fixed  
 Variable  
\_\_\_\_\_ 0 \_\_\_\_\_

10. Is this claim based on a lease?  No  
 Yes. Amount necessary to cure any default as of the date of the petition: \$ \_\_\_\_\_

11. Is this claim subject to a right of setoff?  No  
 Yes. Identify the property: \_\_\_\_\_

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

Amount entitled to priority

- No  
 Yes. *Check one:*

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ \_\_\_\_\_
- Up to \$2,850\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ \_\_\_\_\_
- Wages, salaries, or commissions (up to \$12,850\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ \_\_\_\_\_
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ \_\_\_\_\_
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ \_\_\_\_\_
- Other. Specify subsection of 11 U.S.C. § 507(a)(\_\_\_\_) that applies. \$ \_\_\_\_\_

\* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

Check the appropriate box:

- I am the creditor.  
 I am the creditor's attorney or authorized agent.  
 I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  
 I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

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

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_  
MM/ DD / YYYY

Signature \_\_\_\_\_

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

Name \_\_\_\_\_  
Title \_\_\_\_\_  
Company \_\_\_\_\_  
Address \_\_\_\_\_  
Contact phone \_\_\_\_\_ Email \_\_\_\_\_

Identify the corporate servicer as the company if the authorized agent is a servicer.

Send completed form to  
US Bankruptcy Clerk  
515 Rusk Avenue  
Houston, Texas 77002



## Instructions for Proof of Claim

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

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

### How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.  
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

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

### Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or go to the court's PACER system ([www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)) to view the filed form.

### Understand the terms used in this form

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### Offers to purchase a claim

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

**Do not file these instructions with your form.**



**United States Bankruptcy Court Southern District of Texas**  
**Creditor Registration Form for Electronic Filing**

Please complete this form to open an account on the Court's Bankruptcy electronic case filing (ECF) system.

If you have already participated in an instructional ECF course or have an ECF password in another district, indicate the district and the date in the space provided.

District/Date \_\_\_\_\_

First/Middle/Last Name: \_\_\_\_\_

Company or Agency for which you are authorized to sign or file bankruptcy claims: \_\_\_\_\_

Street and Suite: \_\_\_\_\_

City State Zip: \_\_\_\_\_

Voice: \_\_\_\_\_ Facsimile: \_\_\_\_\_

E-Mail: \_\_\_\_\_

By submitting this form, I agree to abide by these rules:

1. I will maintain familiarity with the technical and procedural requirements as they are adopted by the court.
2. Use of my login and password constitutes my signature on documents filed electronically for purposes the Federal Rule of Bankruptcy Procedure 9011.
3. I am responsible for all use of my login and password, authorized or not.
4. By registering, I consent to electronic service of documents and notices through the Court's Electronic Filing System and waive service by other means.
5. I agree to electronically file bankruptcy claims and/or transfers/ assignment claims only.

Applicant's Signature \_\_\_\_\_

Please return to:                      Electronic Registration  
United States Bankruptcy Court  
P.O. Box 61010  
Houston, TX 77208-1010