

In re:

Debtors.

Case No. 17-33695 (DRJ)

(Jointly Administered)

GenOn Asset Management, LLC	17-33697 (DRJ)
GenOn Capital Inc.	17-33698 (DRJ)
GenOn Energy Holdings, Inc.	17-33699 (DRJ)
GenOn Energy Management, LLC	17-33700 (DRJ)
GenOn Energy Services, LLC	17-33701 (DRJ)
GenOn Fund 2001 LLC	17-33702 (DRJ)
GenOn Mid-Atlantic Development, LLC	17-33703 (DRJ)
GenOn Power Operating Services MidWest, Inc.	17-33704 (DRJ)
GenOn Special Procurement, Inc.	17-33705 (DRJ)
Hudson Valley Gas Corporation	17-33706 (DRJ)
Mirant Asia-Pacific Ventures, LLC	17-33707 (DRJ)
Mirant Intellectual Asset Management and Marketing, LLC	17-33708 (DRJ)
Mirant International Investments, Inc.	17-33709 (DRJ)
Mirant New York Services, LLC	17-33710 (DRJ)
Mirant Power Purchase, LLC	17-33711 (DRJ)
Mirant Wrightsville Investments, Inc.	17-33712 (DRJ)
Mirant Wrightsville Management, Inc.	17-33713 (DRJ)
MNA Finance Corp.	17-33714 (DRJ)
NRG Americas, Inc.	17-33715 (DRJ)
NRG Bowline LLC	17-33716 (DRJ)
NRG California North LLC	17-33717 (DRJ)
NRG California South GP LLC	17-33718 (DRJ)
NRG California South LP	17-33719 (DRJ)
NRG Canal LLC	17-33720 (DRJ)
NRG Delta LLC	17-33721 (DRJ)
NRG Florida GP, LLC	17-33722 (DRJ)
NRG Florida LP	17-33723 (DRJ)
NRG Lovett Development I LLC	17-33724 (DRJ)
NRG Lovett LLC	17-33725 (DRJ)
NRG New York LLC	17-33726 (DRJ)
NRG North America LLC	17-33727 (DRJ)
NRG Northeast Generation, Inc.	17-33728 (DRJ)
NRG Northeast Holdings, Inc.	17-33759 (DRJ)
NRG Potrero LLC	17-33729 (DRJ)
NRG Power Generation Assets LLC	17-33730 (DRJ)
NRG Power Generation LLC	17-33731 (DRJ)
NRG Power Midwest GP LLC	17-33732 (DRJ)
NRG Power Midwest LP	17-33733 (DRJ)
NRG Sabine (Delaware), Inc.	17-33734 (DRJ)
NRG Sabine (Texas), Inc.	17-33735 (DRJ)
NRG San Gabriel Power Generation LLC	17-33736 (DRJ)
NRG Tank Farm LLC	17-33737 (DRJ)
NRG Wholesale Generation GP LLC	17-33738 (DRJ)
NRG Wholesale Generation LP	17-33739 (DRJ)
NRG Willow Pass LLC	17-33740 (DRJ)

Orion Power New York GP, Inc.	17-33741 (DRJ)
Orion Power New York LP, LLC	17-33742 (DRJ)
Orion Power New York, L.P.	17-33743 (DRJ)
RRI Energy Broadband, Inc.	17-33744 (DRJ)
RRI Energy Channelview (Delaware) LLC	17-33745 (DRJ)
RRI Energy Channelview (Texas) LLC	17-33746 (DRJ)
RRI Energy Channelview LP	17-33747 (DRJ)
RRI Energy Communications, Inc.	17-33793 (DRJ)
RRI Energy Services Channelview LLC	17-33748 (DRJ)
RRI Energy Services Desert Basin, LLC	17-33749 (DRJ)
RRI Energy Services, LLC	17-33750 (DRJ)
RRI Energy Solutions East, LLC	17-33751 (DRJ)
RRI Energy Trading Exchange, Inc.	17-33752 (DRJ)
RRI Energy Ventures, Inc.	17-33753 (DRJ)

PLEASE TAKE NOTICE THAT:

On June 14, 2017 (the “Petition Date”), GenOn Energy, Inc. and the above-captioned debtors and debtors in possession (together, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

On June 15, 2017, the Court entered the *Order (I) Setting Bar Date for the Filing of Proofs of Claim, (II) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports and (III) Granting Related Relief* (the “Initial Bar Date Order” and together with the Agreed Bar Date Order (as defined herein), the “Bar Date Orders”)² [Docket No. 64], establishing, among other things, certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

On August 2, 2017 the Court entered an order (the “Agreed Bar Date Order”) affirming the dates established by the Initial Bar Date Order.

For your convenience, except with respect to beneficial owners of the Debtors’ debt securities, enclosed with this notice (this “Notice”) is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code and includes all persons, estates, trusts, governmental units, and the Office

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



of the United States Trustee for the Southern District of Texas. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. THE BAR DATES.

The Bar Date Orders collectively establish the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively, the “**Bar Dates**”):

- a. **Claims Bar Date.** Except as expressly set forth in this Notice, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by **September 15, 2017, at 5:00 p.m., prevailing Central Time.** Except as expressly set forth in this Notice, the Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.
- b. **Governmental Bar Date.** All governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file proofs of claim by **December 12, 2017, at 5:00 p.m., prevailing Central Time.** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.
- c. **Rejection Damages Bar Date.** Unless otherwise ordered by the Court, all entities holding claims against the Debtors arising from the rejection of executory contracts and unexpired leases of the Debtors are required to file Proofs of Claim by the later of (i) the Claims Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m., prevailing Central time, on the date that is 30 days following entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors.
- d. **Amended Schedules Bar Date.** If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change

the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim by the later of (i) the Claims Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m., prevailing Central time, on the date that is 24 days after the date that on which the Debtors mailed notice of the amendment to the Schedules (or another time period as may be fixed by the Court).

II. WHO MUST FILE A PROOF OF CLAIM.

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date **must** file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other Bar Date set forth in the Bar Date Orders, as applicable:

- a. any entity whose claim against a Debtor is **not** listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules; and
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need **not** file Proofs of Claims:

- a. any entity that already has filed a signed Proof of Claim against the applicable Debtor with the Clerk of the Court in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is **not** scheduled by the Debtors as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the



Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

- c. any entity whose claim has previously been allowed by a final order of the Court;
- d. any entity whose claim the Debtors have paid in full in accordance with the Bankruptcy Code or a final order of the Court;
- e. any entity that asserts a right to payment or performance solely against a non-Debtor affiliate of a Debtor;
- f. any entity that asserts a right to payment or performance solely based on an equity interest in a Debtor;
- g. any Debtor or non-Debtor, direct or indirect, subsidiary of GenOn Energy, Inc. having a claim against another Debtor, including any claims related to any defense, right, privilege, right of setoff or recoupment, or counterclaim of a non-Debtor affiliate relating in any way to any cause of action of a Debtor against such non-Debtor affiliate;
- h. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- i. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- j. any entity holding a claim for which a separate deadline is fixed or waived by this Court;
- k. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course; *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a proof of claim on or prior to the Claims Bar Date; and
- l. any agent or trustee under, or holder of a claim arising under or in connection with, (i) the Debtors' secured prepetition revolving facility due 2018 (the "Revolver"), (ii) the GenOn Energy, Inc. 7.875% Senior Notes due 2017 and the applicable indenture related thereto, the GenOn Energy, Inc. 9.50% Senior Notes due 2018 and the applicable indenture related thereto, and the GenOn Energy, Inc. 9.875% Senior Notes due 2020 and the applicable indenture related thereto (collectively, the "GenOn Notes"), and (iii) the GenOn Americas Generation, LLC 8.50% Senior Notes due 2021 and the applicable indenture related thereto and the GenOn Americas Generation, LLC 9.125% Senior Notes

due 2031 and the applicable indenture related thereto (collectively, the “GAG Notes”), including, with respect to clauses (ii) and (iii), all claims asserted or assertable in the action pending in the Superior Court for the State of Delaware and captioned *Wilmington Trust Company, et al. v. NRG Energy, Inc. and GenOn Energy, Inc.*, Case No. N16C-12-090 PRW CCLD or otherwise by an indenture trustees for or holders of the GenOn Notes or GAG Notes (collectively, the “Revolver/Note Claims”); *provided, however*, that the administrative agent for the Revolver and the respective indenture trustees for each issuance of the GenOn Notes and the GAG Notes are each authorized to file a single, master proof of claim by the General Bar Date with respect to all Revolver/Note Claims on or under the applicable facility or indenture;

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail, will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor’s case number. A Proof of Claim filed under the joint administration case number (No. 17-33695) or otherwise without identifying a specific Debtor, will be deemed as filed only against GenOn Energy, Inc.
- e. **Claim Against Multiple Debtor Entities.** Other than as expressly provided herein, each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent



more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against GenOn Energy, Inc.

- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, by electronic submission through PACER (Public Access to Court Electronic Records at <https://ecf.txsb.uscourts.gov>), or if submitted through non-electronic means by U.S. Mail or other hand delivery system, so as to be ***actually received*** by the Clerk of the Court on or before the Claims Bar Date or the Governmental Bar Date at the following address:

Clerk of the Court
United States Bankruptcy Court
515 Rusk Street
Houston, Texas 77002

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. **Receipt of Service.** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Clerk of the Court must submit a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Court) and a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.

Pursuant to the Bar Date Orders and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Orders on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND

- d. **YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THE BARRED CLAIM OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.**

VI. RESERVATION OF RIGHTS.

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO.

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth the amount of your claim (if any) as scheduled; identifies the Debtor entity against which it is scheduled; specifies whether your claim is listed in the Schedules as disputed, contingent, or unliquidated; and identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need *not* file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

VIII. ADDITIONAL INFORMATION.

Copies of the Debtors' Schedules, the Bar Date Orders, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors' website at <https://dm.epiq11.com/genon>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.txs.uscourts.gov/bankruptcy>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 5:00 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of Texas (Houston Division), 515 Rusk Street, Houston, Texas 77002.



If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' restructuring hotline at: (888) 729-1597 (toll free) or (503) 597-5606 (international).

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Dated: August 2, 2017
Houston, Texas

/s/ Zack A. Clement

Zack A. Clement (Texas Bar No. 04361550)

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