

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

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In re: : Chapter 11  
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NORTHEAST GAS GENERATION, LLC, *et al.*, : Case No. 20-11597 (MFW)  
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Debtors.<sup>1</sup> : (Jointly Administered)  
:
  
: **Re: D.I. 54**  
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**ORDER ESTABLISHING BAR DATES AND PROCEDURES FOR FILING  
CLAIMS AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion, dated June 27, 2020 (the “Motion”),<sup>2</sup> of the Debtors, for entry of an order (this “Order”), pursuant to, among other things, sections 501, 502, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rules 2002-1(e) and 3003-1, establishing Bar Dates and related procedures by which creditors<sup>3</sup> must file their Proofs of Claim, and approving the form and manner of notice thereof, all as further described in the Motion; and the Court having determined that the relief requested in the Motion is in the best

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: NorthEast Gas Generation, LLC (N/A); NorthEast Gas Generation GP, LLC (N/A); Millennium Power Partners, L.P. (6688); and New Athens Generating Company, LLC (0156). The Debtors’ principal offices are located at 1780 Hughes Landing, Suite 800, The Woodlands, Texas 77380. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <https://cases.primeclerk.com/NEG>.

<sup>2</sup> All capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to them in the Motion.

<sup>3</sup> Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (i) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (ii) the term “creditor” has the meaning given to it in section 101(10) of the Bankruptcy Code; (iii) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code; (iii) the term “equity security” has the meaning given to it in as defined in section 101(16) of the Bankruptcy Code; (iv) the term “equity security holder” has the meaning given to it in as defined in section 101(17) of the Bankruptcy Code; (v) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code; and (vi) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

interests of the Debtors, their estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceeding had before this Court, and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The Court hereby approves (i) the form of the Bar Date Notice, the Proof of Claim Form and the Publication Notice, substantially in the forms attached hereto as **Exhibits 1** through **3**, respectively, and (ii) the manner of providing notice of the Bar Dates as described in the Motion.
3. Pursuant to Bankruptcy Rule 3003(c)(2), any creditor or equity security holder who asserts a claim against the Debtors that arose, or is deemed to have arisen, prior to June 18, 2020 (the "Petition Date") and whose claim is either: (i) not listed on the Debtors' schedules of assets and liabilities (collectively, the "Schedules"); or (ii) is (a) listed on the Schedules as

disputed, contingent or unliquidated, or with an unknown or a zero amount, (b) if such respective creditor disagrees with the amount, nature and/or priority listed in the Schedules, or (c) if such respective creditor disagrees with the specific Debtor against which such claim is listed in the Schedules, must file a Proof of Claim on or prior **August 27, 2020 at 5:00 p.m. (prevailing Eastern Time)** (the “General Bar Date”).

4. Notwithstanding paragraph 3 above, the deadline for governmental units to file a Proof of Claim against the Debtors is December 15, 2020 at 5:00 p.m. (prevailing Eastern Time) (the “**Governmental Bar Date**”).

5. If the Debtors amend or supplement the Schedules (a) to reduce the undisputed, noncontingent, and liquidated amount of a claim or (b) to change the nature or characterization of a claim, then the affected Claimant shall file a Proof of Claim or amend any previously-filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is received, as provided in paragraphs 8 and 9 below, by Prime Clerk LLC (“Prime Clerk”), the Debtors’ claims and noticing agent, on or before the later of: (i) the General Bar Date or the Governmental Bar Date (if the amendment relates to a Claim of a Governmental Unit); and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the Claimant is served with notice of the applicable amendment or supplement to the Schedules.

6. In the event the Debtors reject executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, Proofs of Claim in connection with Rejection Damages Claims shall be filed so that they are received, as provided in paragraphs 8 and 9 below, by Prime Clerk on or before the later of: (i) the General Bar Date or the Governmental Bar Date (if a Governmental Unit is the counterparty to the executory contract or unexpired lease); and (ii)

5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the entry an order of the Court authorizing the Debtors' rejection of the applicable executory contract or unexpired lease.

7. Any person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit), that holds, or seeks to assert, a claim against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date, no matter how remote, contingent, or unliquidated, including, without limitation, secured claims, unsecured priority claims and unsecured non-priority claims (the holder of any such claim, the "Claimant"), must properly file a Proof of Claim on or before the applicable Bar Date.

8. All Proofs of Claim must be **actually received** by Prime Clerk by no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date, either by the Claimant (i) filing such Proof of Claim electronically through Prime Clerk's website at <https://cases.primeclerk.com/NEG>, (ii) mailing the original Proof of Claim by regular mail to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11223, or (iii) delivering such original Proof of Claim by overnight mail or messenger to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232.

9. Proofs of Claim will be deemed filed only when actually received by Prime Clerk either electronically or at the addresses listed in the Bar Date Notice by one of the approved methods of delivery. Proofs of Claim will be deemed timely filed only if they are actually received either electronically or physically by Prime Clerk on or before 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date.

10. Prime Clerk shall not accept Proofs of Claim by facsimile, telecopy, email, or other electronic submission, other than as specifically provided herein.

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

- (a) a claim against the Debtors for which a signed Proof of Claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- (b) a claim that is listed on the Schedules if and only if: (i) such claim is not scheduled as “disputed,” “contingent,” or “unliquidated;” (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the holder of such claim does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (c) an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration;
- (d) an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- (e) a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- (f) a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- (g) a claim on account of indemnification, contribution or reimbursement by an officer or director of the Debtors who held such position as of the Petition Date;
- (h) a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date;
- (i) a claim by any DIP Secured Party (as defined in the interim order [D.I. 34] and any final order authorizing the Debtors to enter into debtor-in-possession post-petition financing (as applicable, the “DIP Order”)) arising under or relating to the DIP Facility or any DIP Loan Documents (as defined in the DIP Order) or for payment of DIP Obligations (as defined in the DIP Order);
- (j) a claim by any First Lien Secured Party (as defined in the DIP Order) arising under or relating to any First Lien Facility or First Lien Loan Documents (as defined in the DIP Order) or for payment of First Lien Prepetition Obligations (as defined in the DIP Order); and

- (k) a claim by any Second Lien Secured Party (as defined in the DIP Order) arising under or relating to the Second Lien Facility or any Second Lien Loan Documents (as defined in the DIP Order) or for payment of Second Lien Prepetition Obligations (as defined in the DIP Order).

12. Notwithstanding the foregoing, and without prejudice to any of the Debtors' rights with respect thereto, (x) the DIP Agent (as defined in the DIP Order), on behalf of itself and the other DIP Secured Parties, is authorized and entitled in its sole discretion, but not required, to file (and amend and/or supplement as may be permitted by the Bankruptcy Rules) a Proof of Claim or Proofs of Claim in the Chapter 11 Cases in respect of the DIP Obligations and (y) the First Lien Agent (as defined in the DIP Order), on behalf of itself and the other First Lien Secured Parties, is authorized and entitled in its sole discretion, but not required, to file (and amend and/or supplement as may be permitted by the Bankruptcy Rules) a Proof of Claim or Proofs of Claim in the Chapter 11 Cases in respect of the First Lien Prepetition Obligations; *provided, however*, that neither the DIP Agent nor the First Lien Agent shall have any obligation to comply with the General Bar Date; and provided further that, should the DIP Agent or any other DIP Secured Party, or the First Lien Agent or any other First Lien Secured Party respectively, file a claim or claims arising under or relating to the DIP Facility or any DIP Loan Document or to the First Lien Facilities or any First Lien Loan Document, respectively, any such claim or claims shall only be required to be filed against *NorthEast Gas Generation, LLC*, in Case No. 20-11597 (MFW), but will be deemed to also be filed against each of the other Debtors, as applicable, under the applicable DIP Loan Documents or First Lien Loan Documents.

13. Any Claimant exempted from filing a Proof of Claim pursuant to paragraph 11 above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph 11 above.

14. Any person or entity holding an equity security or other ownership interest in the Debtors (an “Interest Holder”) is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

15. Within 5 days after entry of this Order, the Debtors shall serve the Bar Date Notice, together with a copy of the Proof of Claim Form, by first class United States mail, postage prepaid (or equivalent service), to the following parties:

- (a) all known holders of potential claims (and any reasonably ascertainable potential creditors) and their counsel (if known), including all persons and entities listed in the Schedules at the addresses set forth therein as potentially holding claims;
- (b) all parties that have requested notice of the proceedings in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b) as of the date of the Bar Date Order;
- (c) all parties that have filed proofs of claim in this chapter 11 case as of the date of the Bar Date Order;
- (d) all known holders of equity securities in the Debtors as of the date of the Bar Date Order;
- (e) all known parties to executory contracts and unexpired leases with the Debtors as of the Petition Date, as identified in the Schedules;
- (f) all known parties to litigation with the Debtors as of the date of the Bar Date Order;
- (g) the District Director of the Internal Revenue Service for the District of Delaware;

- (h) all other known taxing and regulatory authorities for the jurisdictions in which the Debtors maintains or conducts business;
- (a) all attorneys general for states in which the Debtors maintains or conducts business;
- (b) the Office of the United States Trustee for the District of Delaware;
- (i) counsel to any statutorily appointed committee; and
- (j) the Office of the United States Attorney General.

16. In accordance with Bankruptcy Rule 2002(a)(7), service of the Bar Date Notice and Proof of Claim Form in the manner set forth in this Order is and shall be deemed to be good and sufficient notice of the Bar Dates to known Claimants.

17. No later than 21 days prior to the General Bar Date, the Debtors shall publish the Publication Notice, substantially in the form attached hereto as **Exhibit 3**, in (i) one of *USA Today*, *The Wall Street Journal*, or *The New York Times*, and (ii) local newspapers, trade journals or similar publications, if any, as the Debtors deems appropriate. The Publication Notice is hereby approved in all respects and shall be deemed good, adequate, and sufficient notice of the General Bar Date and the Governmental Bar Date by publication.

18. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant that is required to file a Proof of Claim in this chapter 11 case pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against the Debtor, but that fails to do so properly by the applicable Bar Date, shall be forever barred, estopped, and enjoined from asserting such claim(s) against the Debtors (or filing a Proof of Claim with respect thereto), and the Debtors and the Debtors' property will be forever discharged from any and all indebtedness or liability with respect to such claim(s), and such holder will not be treated as a creditor of the Debtors and will not be permitted to vote upon, or receive distributions under, any chapter 11 plan in the Chapter 11 Cases, absent further of the Court.



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

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

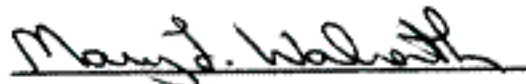
21. All Claimants who desire to rely on the Schedules with respect to filing a proof of claim in this chapter 11 case shall have the sole responsibility for determining that their respective claim is accurately listed therein.

22. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

23. The Debtors and Prime Clerk are authorized to take all steps necessary or appropriate to effectuate the relief granted pursuant to this Order.

24. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**Dated: July 15th, 2020**  
**Wilmington, Delaware**



**MARY F. WALRATH**  
**UNITED STATES BANKRUPTCY JUDGE**

**EXHIBIT 1**

**Bar Date Notice**

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

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In re: : Chapter 11  
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NORTHEAST GAS GENERATION, LLC, *et al.*, : Case No. 20-11597 (MFW)  
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Debtors.<sup>1</sup> : (Jointly Administered)  
:
  
: **Re: D.I.**  
:
  
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**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM AGAINST DEBTORS**

**(GENERAL BAR DATE IS AUGUST 27, 2020 AT 5:00 P.M. (PREVAILING EASTERN TIME))**

TO: ALL HOLDERS OF POTENTIAL CLAIMS AGAINST THE DEBTORS (AS LISTED BELOW)

Please take notice that on June 18, 2020 (the “Petition Date”), NorthEast Gas Generation, LLC (“NEG”) and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).

**DEADLINE FOR FILING CLAIMS AGAINST THE DEBTORS:**

Please take further notice that on July \_\_, 2020, the Court entered an order (the “Bar Date Order”)<sup>2</sup> establishing **August 27, 2020 at 5:00 p.m. (prevailing Eastern Time)** (the “General Bar Date”) as the last date and time for each person or entity to file a proof of claim in the chapter 11 case (the “Proof of Claim” or “Proofs of Claims,” as applicable); provided that, solely with respect to a governmental unit, the last date and time for such governmental unit to file a

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: NorthEast Gas Generation, LLC (N/A); NorthEast Gas Generation GP, LLC (N/A); Millennium Power Partners, L.P. (6688); and New Athens Generating Company, LLC (0156). The Debtors’ principal offices are located at 1780 Hughes Landing, Suite 800, The Woodlands, Texas 77380. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <https://cases.primeclerk.com/NEG>.

<sup>2</sup> All capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to them in the Bar Date Order. A copy of the Bar Date Order is available online free of charge at <https://cases.primeclerk.com/NEG>.

Proof of Claim in the chapter 11 case is **December 15, 2020, at 5:00 p.m. (prevailing Eastern Time)** (the “Governmental Bar Date,” and together with the General Bar Date, the “Bar Dates”).

For your convenience, enclosed with this Notice is a proof of claim form (the “Proof of Claim Form”). To the extent your claim is listed in the Debtors’ schedules of assets and liabilities filed in this chapter 11 case (collectively, the “Schedules”), such Proof of Claim Form identifies on its face the amount, nature and classification of your claim in the Schedules.

Please take further notice that the Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all claims (the holder of any such claim, a “Claimant”) against the Debtors that arose, or are deemed to have arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, no matter how remote or contingent.

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

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

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE OR YOU MAY ASSERT A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY.**

**1. PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM.**

Any person or entity that has or seeks to assert a claim against the Debtors which arose, or is deemed to have arisen, prior to the Petition Date, **MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE** in order to be treated as a creditor for purposes of voting and distribution.

Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent or have not become fixed or liquidated prior to or as of the Petition Date.

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

**A CLAIM. A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.**

**A. Claims For Which No Proof of Claim is Required to be Filed.**

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

- (a) a claim against the Debtors for which a signed Proof of Claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or by Prime Clerk LLC (“Prime Clerk”), the Debtors’ claims and noticing agent, in a form substantially similar to Official Bankruptcy Form No. 410;
- (b) a claim that is listed on the Schedules if and only if: (i) such claim is not scheduled as “disputed,” “contingent,” or “unliquidated;” (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the holder of such claim does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (c) an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration;
- (d) an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- (e) a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- (f) a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- (g) a claim on account of indemnification, contribution or reimbursement by an officer or director of the Debtors who held such position as of the Petition Date;
- (h) a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date;
- (i) a claim by any DIP Secured Party (as defined in the interim order [D.I. 34] and any final order authorizing the Debtors to enter into debtor-in-possession post-petition financing (as applicable, the “DIP Order”)) arising under or relating to the DIP Facility or any DIP Loan Documents (as defined in the DIP Order) or for payment of DIP Obligations (as defined in the DIP Order);
- (j) a claim by any First Lien Secured Party (as defined in the DIP Order) arising under or relating to any First Lien Facility or First Lien Loan Documents (as

defined in the DIP Order) or for payment of First Lien Prepetition Obligations (as defined in the DIP Order); and

- (k) a claim by any Second Lien Secured Party (as defined in the DIP Order) arising under or relating to the Second Lien Facility or any Second Lien Loan Documents (as defined in the DIP Order) or for payment of Second Lien Prepetition Obligations (as defined in the DIP Order).

**Please take notice that any Claimant exempted from filing a Proof of Claim pursuant to paragraph A above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph A above. As set forth in clause (e) above, creditors are not required to file a proof of claim with respect to any amounts paid by the Debtor.**

Notwithstanding the foregoing, and without prejudice to any of the Debtors' rights with respect thereto, (x) the DIP Agent (as defined in the DIP Order), on behalf of itself and the other DIP Secured Parties, is authorized and entitled in its sole discretion, but not required, to file (and amend and/or supplement as may be permitted by the Bankruptcy Rules) a Proof of Claim or Proofs of Claim in the Chapter 11 Cases in respect of the DIP Obligations and (y) the First Lien Agent (as defined in the DIP Order), on behalf of itself and the other First Lien Secured Parties, is authorized and entitled in its sole discretion, but not required, to file (and amend and/or supplement as may be permitted by the Bankruptcy Rules) a Proof of Claim or Proofs of Claim in the Chapter 11 Cases in respect of the First Lien Prepetition Obligations; *provided, however*, that neither the DIP Agent nor the First Lien Agent shall have any obligation to comply with the General Bar Date; and provided further that, should the DIP Agent or any other DIP Secured Party, or the First Lien Agent or any other First Lien Secured Party respectively, file a claim or claims arising under or relating to the DIP Facility or any DIP Loan Document or to the First Lien Facilities or any First Lien Loan Document, respectively, any such claim or claims shall only be required to be filed against *NorthEast Gas Generation, LLC*, in Case No. 20-11597 (MFW), but will be deemed to also be filed against each of the other Debtors, as applicable, under the applicable DIP Loan Documents or First Lien Loan Documents.

**B. Amendment to the Schedules.**

If the Debtors amend the Schedules after you receive this notice, then the Debtors will give notice of that amendment to the holders of claims that are affected by it, and those holders will be given an opportunity to file Proofs of Claim before a new deadline that will be specified in that future notice.

**C. Rejection Damages Bar Date.**

If you are a party to an executory contract or unexpired lease with the Debtors and the Debtors rejects such contract or lease pursuant to section 365 of the Bankruptcy Code, then the Debtors will provide you with notice of such rejection and you will have an opportunity to file a Proof of Claim relating to any claims arising from the Debtors' rejection of such contract or lease ("Rejection Damages"). The deadline to file a Proof of Claim with respect to any Rejection Damages is the later of: (i) the General Bar Date or the Governmental Bar Date (if a

Governmental Unit is the counterparty to the executory contract or unexpired lease); and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the entry an order authorizing the rejection of the executory contract or unexpired lease.

**2. WHEN AND WHERE TO FILE.**

All Claimants must submit an original, written Proof of Claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by Prime Clerk by no later than 5:00 p.m. (prevailing Eastern Time) on or before the applicable Bar Date by (i) filing such Proof of Claim electronically through Prime Clerk's website at <https://cases.primeclerk.com/NEG>, (ii) mailing the original Proof of Claim by regular mail to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or (iii) delivering such original Proof of Claim by overnight mail or messenger to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232.

Proofs of Claim will be deemed timely filed only if **actually received** by Prime Clerk on or before 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission. Any facsimile, telecopy, or electronic mail submissions will not be accepted and will not be deemed filed until a proof of claim is submitted to Prime Clerk by overnight mail, courier service, hand delivery, regular mail, in person, or through Prime Clerk's website listed above.

Claimants wishing to receive acknowledgment that their Proofs of Claim were received by Prime Clerk must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to Prime Clerk).

**3. CONTENTS OF A PROOF OF CLAIM.**

As noted above, the Debtors are enclosing a Proof of Claim Form for use in this chapter 11 case, or you may use another proof of claim form that substantially conforms to Official Bankruptcy Form No. 410. The Proof of Claim Form is available free of charge on Prime Clerk's website, <https://cases.primeclerk.com/NEG>.

To be valid, your Proof of Claim **MUST** (i) be signed by the Claimant; (ii) be written in the English language; (iii) be denominated in lawful currency of the United States (and to the extent such claim is converted to currency of the United States, the conversion rate used in such conversion); (iv) conform substantially to the Proof of Claim Form or Official Form 410; (v) set forth with specificity the legal and factual basis for the alleged claim; and (vi) include supporting documentation or an explanation as to why such documentation is not available.

To the extent your claim is on account of amounts that you paid to another party and for which you believe you are entitled to indemnification, reimbursement and/or contribution from the Debtor, you should, among other things, attach to your Proof of Claim the underlying agreements that provide for such right of indemnification, reimbursement and/or contribution and identify, with specificity, the amounts that you paid to such other party.

**4. CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATE.**

Any Claimant that is required to file a Proof of Claim in this chapter 11 case pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtor, but that fails to do so properly by the applicable Bar Date, shall be forever barred, estopped, and enjoined from asserting such claim(s) against the Debtors (or filing a Proof of Claim with respect thereto), and the Debtors and the Debtors' property will be forever discharged from any and all indebtedness or liability with respect to such claim(s), and such holder will not be treated as a creditor of the Debtors and will not be permitted to vote upon, or receive distributions under, any chapter 11 plan in the Chapter 11 Cases, absent further order of the Court.

**5. CONTINGENT CLAIMS.**

Acts or omissions of or by the Debtors that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity or contribution agreement, guarantee, and/or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a claim or potential claim against the Debtor, no matter how remote, contingent, or unliquidated, **MUST** file a Proof of Claim on or before the applicable Bar Date.

**6. THE SCHEDULES.**

You may be listed as the holder of a claim against the Debtors in the Schedules. The Schedules are available free of charge on Prime Clerk's website at <https://cases.primeclerk.com/NEG>. If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As described above, if (i) you agree with the nature, amount and status of your claim as listed in the Schedules **and** (ii) your claim is **NOT** described as "disputed," "contingent," or "unliquidated," then you are not required to file a Proof of Claim in this chapter 11 case with respect to such claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice and the Bar Date Order.



**7. RESERVATION OF RIGHTS.**

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

**8. ADDITIONAL INFORMATION.**

The Schedules, the Proof of Claim Form and Bar Date Order are available free of charge on Prime Clerk's website at <https://cases.primeclerk.com/NEG>. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims agent, Prime Clerk, at (877) 606-3616 (toll free) or (347) 859-8808 (local/international). If you require additional information regarding the filing of a Proof of Claim, you may contact counsel for the Debtors in writing at the addresses below.

Dated: July \_\_, 2020  
Wilmington, Delaware

*/s/ DRAFT*

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**RICHARDS, LAYTON & FINGER, P.A.**

Mark D. Collins (No. 2981)  
Daniel J. DeFranceschi (No. 2732)  
Jason M. Madron (No. 4431)  
Brendan J. Schlauch (No. 6115)  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

*Proposed Counsel to the Debtors  
and Debtors in Possession*

**EXHIBIT 2**

**Proof of Claim Form**

**Fill in this information to identify the case (Select only one Debtor per claim form):**

<input type="checkbox"/> NorthEast Gas Generation, LLC (Case No. 20-11597)	<input type="checkbox"/> Millennium Power Partners, L.P. (Case No. 20-11599)
<input type="checkbox"/> NorthEast Gas Generation GP, LLC (Case No. 20-11598)	<input type="checkbox"/> New Athens Generating Company, LLC (Case No. 20-11600)

**Modified Form 410**  
**Proof of Claim**

04/19

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense (other than a claim entitled to priority under 11 U.S.C. § 503(b)(9)). 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**

<b>1. Who is the current creditor?</b> Name of the current creditor (the person or entity to be paid for this claim) _____ Other names the creditor used with the debtor _____		
<b>2. Has this claim been acquired from someone else?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____		
<b>3. Where should notices and payments to the creditor be sent?</b>  Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	<b>Where should notices to the creditor be sent?</b>	<b>Where should payments to the creditor be sent? (if different)</b>
	Name _____	Name _____
	Number _____ Street _____	Number _____ Street _____
	City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____
	Contact phone _____	Contact phone _____
	Contact email _____	Contact email _____
<b>4. Does this claim amend one already filed?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY		
<b>5. Do you know if anyone else has filed a proof of claim for this claim?</b> <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 the claim that is secured:** \$\_\_\_\_\_

**Amount of the 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

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)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check one:

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority \$ _____
<input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.	\$ _____

\* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ \_\_\_\_\_

**Part 3:** Sign Below

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

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

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

*Check the appropriate box:*

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date \_\_\_\_\_ (mm/dd/yyyy)

\_\_\_\_\_  
Signature

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

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

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

Address \_\_\_\_\_  
Number Street

City State ZIP Code

Contact phone \_\_\_\_\_ Email \_\_\_\_\_

## Modified Form 410

# Instructions for Proof of Claim

United States Bankruptcy Court

12/15

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

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

### How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.**
- **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, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <https://cases.primeclerk.com/NEG>.

### 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.

**Claim Pursuant to 11 U.S.C. §503(b)(9):** A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

**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.

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

### Offers to purchase a claim

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

### Please send completed Proof(s) of Claim to:

NorthEast Gas Generation, LLC Claims Processing Center  
c/o Prime Clerk LLC  
850 3rd Avenue, Suite 412  
Brooklyn, NY 11232

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

**EXHIBIT 3**

**Publication Notice**



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

----- X  
:
  
In re: : Chapter 11  
:
  
NORTHEAST GAS GENERATION, LLC, *et al.*, : Case No. 20-11597 (MFW)  
:
  
Debtors.<sup>1</sup> : (Jointly Administered)  
:
  
:
  
----- X

**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM AGAINST DEBTORS**

**(GENERAL BAR DATE IS AUGUST 27, 2020 AT 5:00 P.M. (PREVAILING EASTERN TIME))**

Please take notice that on June 18, 2020 (the “Petition Date”), NorthEast Gas Generation, LLC (“NEG”) and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).

On July \_\_, 2020, the Court entered an order [D.I. \_\_] (the “Bar Date Order”)<sup>2</sup> establishing certain deadlines for the filing of proofs of claim in the Debtors’ chapter 11 cases.

To the extent required by the Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust) that holds or seeks to assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **5:00 p.m. (prevailing Eastern Time)** on **August 27, 2020** (the “General Bar Date”), by sending an original proof of claim form to Prime Clerk LLC (“Prime Clerk”), the Debtors’ claims and noticing agent, by (i) filing such Proof of Claim electronically through Prime Clerk’s website at <https://cases.primeclerk.com/NEG>, (ii) mailing the original Proof of

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: NorthEast Gas Generation, LLC (N/A); NorthEast Gas Generation GP, LLC (N/A); Millennium Power Partners, L.P. (6688); and New Athens Generating Company, LLC (0156). The Debtors’ principal offices are located at 1780 Hughes Landing, Suite 800, The Woodlands, Texas 77380. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <https://cases.primeclerk.com/NEG>.

<sup>2</sup> All capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to them in the Bar Date Order. A copy of the Bar Date Order is available online free of charge at <https://cases.primeclerk.com/NEG>.

Claim by regular mail to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or (iii) delivering such original Proof of Claim by overnight mail or messenger to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232, so that it is **actually received** on or before 5:00 p.m. (prevailing Eastern Time) on the General Bar Date; provided that, solely with respect to governmental units (as defined in section 101(27) of the Bankruptcy Code), the deadline for such governmental units to file a proof of claim against the Debtors is **December 15, 2020 at 5:00 p.m. (prevailing Eastern Time)** (the “Governmental Bar Date”). Proofs of claim must be sent by overnight mail, courier service, hand delivery, regular mail, or in person, or completed electronically through Prime Clerk’s website. Proofs of claim sent by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in this chapter 11 case.

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THIS CHAPTER 11 CASE WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS, BUT THAT FAILS TO DO SO PROPERLY BY THE APPLICABLE BAR DATE, SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM(S) AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO), AND THE DEBTORS AND THE DEBTORS’ PROPERTY WILL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM(S), AND SUCH HOLDER WILL NOT BE TREATED AS A CREDITOR OF THE DEBTORS AND WILL NOT BE PERMITTED TO VOTE UPON, OR RECEIVE DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN IN THE CHAPTER 11 CASES, ABSENT FURTHER ORDER OF THE COURT.

Proof of claim forms and a copy of the Bar Date Order may be obtained by visiting Prime Clerk’s website at <https://cases.primeclerk.com/NEG> or by contacting Prime Clerk through (i) regular mail to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232, or (ii) overnight mail or messenger to Northeast Gas Generation, LLC, *et al.*, Claims Processing Center, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232. Prime Clerk cannot advise you how to file, or whether you should file, a proof of claim. Questions concerning the contents of this Notice and requests for copies of filed proofs of claim should be directed to Prime Clerk at (877) 606-3616 (toll free) or (347) 859-8808 (local/international). Please note that neither Prime Clerk’s staff, counsel to the Debtors, nor the Clerk of the Court’s Office is permitted to give you legal advice.

**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: July \_\_\_\_, 2020  
Wilmington, Delaware

*/s/ DRAFT*

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**RICHARDS, LAYTON & FINGER, P.A.**

Mark D. Collins (No. 2981)

Daniel J. DeFranceschi (No. 2732)

Jason M. Madron (No. 4431)

Brendan J. Schlauch (No. 6115)

One Rodney Square

920 North King Street

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Facsimile: (302) 651-7701

*Proposed Counsel to the Debtors  
and Debtors in Possession*