

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.¹ : (Jointly Administered)

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**NOTICE OF AMENDED² AGENDA OF MATTERS
SCHEDULED FOR HEARING ON JULY 20, 2020 AT 10:30 A.M. (EDT)**

***AS NO MATTERS REMAIN SCHEDULED TO GO FORWARD, THE HEARING
HAS BEEN CANCELLED WITH THE PERMISSION OF THE COURT.***

I. RESOLVED MATTERS:

1. Debtors’ Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a), 363, 507(a)(8), and 541 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations [D.I. 4; filed June 18, 2020]

Response/Objection Deadline: July 7, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from CLMG Corp., as administrative and collateral agent, and Beal Bank USA and Beal Bank, SSB and/or their affiliates, as the lenders, under the DIP Facility and the Prepetition First Lien Facilities (the “DIP Lenders and the First Lien Lenders”)

¹ 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>.

² Amended agenda items appear in bold.

Related Documents:

- i. Interim Order Under Bankruptcy Code Sections 105(a), 363, 507(a)(8), and 541 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations [D.I. 27; filed June 19, 2020]
- ii. Notice of (A) Entry of Interim Order Under Bankruptcy Code Sections 105(a), 363, 507(a)(8), and 541 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations; and (B) Final Hearing Thereon [D.I. 39; filed June 19, 2020]
- iii. Certification of Counsel Concerning the Final Order Under Bankruptcy Code Sections 105(a), 363, 507(a)(8), and 541 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations [D.I. 81; filed July 14, 2020]
- iv. Final Order Under Bankruptcy Code Sections 105(a), 363, 507(a)(8), and 541 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations [D.I. 84; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a final order in connection with this matter. Accordingly, a further hearing with respect to this matter is no longer necessary.

2. Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105, 363, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to (I) Maintain Existing Insurance Policies and Pay All Insurance Obligations Arising Thereunder, and (II) Renew, Revise, Extend, Supplement, Change, or Enter into New Insurance Policies [D.I. 5; filed June 18, 2020]

Response/Objection Deadline: July 7, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the DIP Lenders and the First Lien Lenders

Related Documents:

- i. Interim Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105, 363, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to (I) Maintain Existing Insurance Policies and Pay All Insurance Obligations Arising Thereunder, and (II) Renew, Revise, Extend, Supplement, Change, or Enter into New Insurance Policies [D.I. 30; filed June 19, 2020]

- ii. Notice of (A) Entry of Interim Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105, 363, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to (I) Maintain Existing Insurance Policies and Pay All Insurance Obligations Arising Thereunder, and (II) Renew, Revise, Extend, Supplement, Change, or Enter into New Insurance Policies; and (B) Final Hearing Thereon [D.I. 38; filed June 19, 2020]
- iii. Certification of Counsel Concerning the Final Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105, 363, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to (I) Maintain Existing Insurance Policies and Pay All Insurance Obligations Arising Thereunder, and (II) Renew, Revise, Extend, Supplement, Change, or Enter into New Insurance Policies [D.I. 79; filed July 14, 2020]
- iv. Final Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105, 363, 1107, and 1108 and Bankruptcy Rules 6003 and 6004 Authorizing the Debtors to (I) Maintain Existing Insurance Policies and Pay All Insurance Obligations Arising Thereunder, and (II) Renew, Revise, Extend, Supplement, Change, or Enter into New Insurance Policies [D.I. 85; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a final order in connection with this matter. Accordingly, a further hearing with respect to this matter is no longer necessary.

- 3. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing (A) Debtors to Pay Claims of Critical Vendors in the Ordinary Course of Business, (B) Financial Institutions to Honor and Process Related Checks and Transfers and (II) Granting Related Relief [D.I. 6; filed June 18, 2020]

Response/Objection Deadline: July 7, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the DIP Lenders and the First Lien Lenders

Related Documents:

- i. Interim Order (I) Authorizing (A) Debtors to Pay Claims of Critical Vendors in the Ordinary Course of Business, (B) Financial Institutions to Honor and Process Related Checks and Transfers and (II) Granting Related Relief [D.I. 29; filed June 19, 2020]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing (A) Debtors to Pay Claims of Critical Vendors in the Ordinary Course of Business, (B) Financial Institutions to Honor and Process Related Checks and Transfers

and (II) Granting Related Relief; and (B) Final Hearing Thereon [D.I. 37; filed June 19, 2020]

- iii. Certification of Counsel Concerning the Final Order (I) Authorizing (A) Debtors to Pay Claims of Critical Vendors in the Ordinary Course of Business, (B) Financial Institutions to Honor and Process Related Checks and Transfers and (II) Granting Related Relief [D.I. 80; filed July 14, 2020]
- iv. Final Order (I) Authorizing (A) Debtors to Pay Claims of Critical Vendors in the Ordinary Course of Business, (B) Financial Institutions to Honor and Process Related Checks and Transfers and (II) Granting Related Relief [D.I. 86; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a final order in connection with this matter. Accordingly, a further hearing with respect to this matter is no longer necessary.

- 4. Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a) and 366 (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Additional Adequate Assurance Requests, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. 7; filed June 18, 2020]

Response/Objection Deadline: July 7, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee")
- B. Informal comments from the DIP Lenders and the First Lien Lenders

Related Documents:

- i. Interim Order Under Bankruptcy Code Sections 105(a) and 366 (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Additional Adequate Assurance Requests, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. 28; filed June 19, 2020]
- ii. Notice of (A) Entry of Interim Order Under Bankruptcy Code Sections 105(a) and 366 (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Additional Adequate Assurance Requests, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service; and (B) Final Hearing Thereon [D.I. 36; filed June 19, 2020]

- iii. Notice of Filing of Amended Utility Company List [D.I. 53; filed June 26, 2020]
- iv. Certification of Counsel Concerning the Final Order Under Bankruptcy Code Sections 105(a) and 366 (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Additional Adequate Assurance Requests, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. 82; filed July 14, 2020]
- v. Final Order Under Bankruptcy Code Sections 105(a) and 366 (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Additional Adequate Assurance Requests, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. 87; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a final order in connection with this matter. Accordingly, a further hearing with respect to this matter is no longer necessary.

- 5. Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a), 345, 363(b), 363(c), and 503(b), Bankruptcy Rules 6003 and 6004, and Local Rule 2015-2 (I) Authorizing Continued Maintenance of Prepetition Bank Accounts and Payment of Related Prepetition Obligations, (II) Authorizing Continued Use of Existing Cash Management System, (III) Authorizing Continued Use of Existing Business Forms, and (IV) Authorizing the Continuation of Intercompany Transactions [D.I. 8; filed June 18, 2020]

Response/Objection Deadline: July 7, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee
- B. Informal comments from the DIP Lenders and the First Lien Lenders

Related Documents:

- i. Interim Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105(a), 345, 363(b), 363(c), and 503(b), Bankruptcy Rules 6003 and 6004 and Local Rule 2015-2 (I) Authorizing Continued Maintenance of Prepetition Bank Accounts and Payment of Related Prepetition Obligations, (II) Authorizing Continued Use of Existing Cash Management System, (III) Authorizing Continued Use of Existing Business Forms, and (IV) Authorizing the Continuation of Intercompany Transactions [D.I. 31; filed June 19, 2020]

- ii. Notice of (A) Entry of Interim Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105(a), 345, 363(b), 363(c), and 503(b), Bankruptcy Rules 6003 and 6004 and Local Rule 2015-2 (I) Authorizing Continued Maintenance of Prepetition Bank Accounts and Payment of Related Prepetition Obligations, (II) Authorizing Continued Use of Existing Cash Management System, (III) Authorizing Continued Use of Existing Business Forms, and (IV) Authorizing the Continuation of Intercompany Transactions; and (B) Final Hearing Thereon [D.I. 35; filed June 19, 2020]
- iii. Certification of Counsel Concerning the Final Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105(a), 345, 363(b), 363(c), and 503(b), Bankruptcy Rules 6003 and 6004 and Local Rule 2015-2 (I) Authorizing Continued Maintenance of Prepetition Bank Accounts and Payment of Related Prepetition Obligations, (II) Authorizing Continued Use of Existing Cash Management System, (III) Authorizing Continued Use of Existing Business Forms, and (IV) Authorizing the Continuation of Intercompany Transactions [D.I. 78; filed July 14, 2020]
- iv. Final Order Granting Debtors' Motion for Order Under Bankruptcy Code Sections 105(a), 345, 363(b), 363(c), and 503(b), Bankruptcy Rules 6003 and 6004 and Local Rule 2015-2 (I) Authorizing Continued Maintenance of Prepetition Bank Accounts and Payment of Related Prepetition Obligations, (II) Authorizing Continued Use of Existing Cash Management System, (III) Authorizing Continued Use of Existing Business Forms, and (IV) Authorizing the Continuation of Intercompany Transactions [D.I. 88; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a final order in connection with this matter. Accordingly, a further hearing with respect to this matter is no longer necessary.

- 6. Motion of Debtors for Entry of an Order Establishing Bar Dates and Related Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof [D.I. 54; filed June 27, 2020]

Response/Objection Deadline: July 13, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

- i. Certification of Counsel Concerning the Order Establishing Bar Dates and Procedures for Filing Claims and Approving the Form and Manner of Notice Thereof [D.I. 75; filed July 14, 2020]
- ii. Order Establishing Bar Dates and Procedures for Filing Claims and Approving the Form and Manner of Notice Thereof [D.I. 91; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a revised form of agreed order in connection with this matter. Accordingly, a hearing with respect to this matter is no longer necessary.

7. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [D.I. 59; filed June 29, 2020]

Response/Objection Deadline: July 13, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received: None.

Related Documents:

- i. Certification of No Objection Regarding "Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date" [D.I. 59] [D.I. 92; filed July 15, 2020]
- ii. Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [D.I. 94; entered July 16, 2020]

Status: On July 16, 2020, the Court entered an order in connection with this matter. Accordingly, a hearing with respect to this matter is no longer necessary.

8. Motion of Debtors for an Order Authorizing the Employment and Compensation of Professionals Utilized in the Ordinary Course of Business, Effective *Nunc Pro Tunc* to the Petition Date [D.I. 67; filed July 6, 2020]

Response/Objection Deadline: July 13, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

- i. Certification of Counsel Concerning the Order Authorizing the Debtors to Employ and Compensate Professionals Utilized in the Ordinary Course of Business, Effective *Nunc Pro Tunc* to the Petition Date [D.I. 77; filed July 14, 2020]
- ii. Order Authorizing the Debtors to Employ and Compensate Professionals Utilized in the Ordinary Course of Business, Effective *Nunc Pro Tunc* to the Petition Date [D.I. 89; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a revised form of agreed order in connection with this matter. Accordingly, a hearing with respect to this matter is no longer necessary.

9. Motion of Debtors for an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals [D.I. 68; filed July 6, 2020]

Response/Objection Deadline: July 13, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

- i. Certification of Counsel Concerning the Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals [D.I. 76; filed July 14, 2020]
- ii. Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals [D.I. 90; entered July 15, 2020]

Status: On July 15, 2020, the Court entered a revised form of agreed order in connection with this matter. Accordingly, a hearing with respect to this matter is no longer necessary.

II. MATTERS GOING FORWARD:

10. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting (A) Liens and Super-Priority Claims and (B) Adequate Protection to Prepetition Lenders, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [D.I. 10; filed June 18, 2020]

Response/Objection Deadline: July 13, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from Talen Energy Marketing, LLC and Talen Energy Supply, LLC (together, “Talen”)
- B. Informal comments from the U.S. Trustee

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, and Fed. R. Bankr. P. 2002, 4001 and 9014, (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [D.I. 34; filed June 19, 2020]
- ii. Notice of (A) Entry of Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, and Fed. R. Bankr. P. 2002, 4001 and 9014, (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief; and (B) Final Hearing Thereon [D.I. 40; filed June 19, 2020]
- iii. **Certification of Counsel Regarding Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, and Fed. R. Bankr. P. 2002, 4001 and 9014, (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection, and (V) Granting Related Relief [D.I. 108; filed July 17, 2020]**
- iv. **Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, and Fed. R. Bankr. P. 2002, 4001 and 9014, (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection, and (V) Granting Related Relief [D.I. 111; filed July 17, 2020]**

Status: **On July 17, 2020, the Court entered an agreed form of final order in connection with this matter. Accordingly, a further hearing with respect to this matter is no longer necessary.**

- 11. Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Bankruptcy Counsel *Nunc Pro Tunc* to the Petition Date [D.I. 57; filed June 29, 2020]

Response/Objection Deadline: July 13, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received: None.

Related Documents:

- i. **Supplemental Declaration of Mark D. Collins in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Bankruptcy Counsel *Nunc Pro Tunc* to the Petition Date [D.I. 96; filed July 16, 2020]**
- ii. **Certification of Counsel Concerning Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Bankruptcy Counsel *Nunc Pro Tunc* to the Petition Date [D.I. 97; filed July 16, 2020]**
- iii. **Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Bankruptcy Counsel *Nunc Pro Tunc* to the Petition Date [D.I. 109; filed July 17, 2020]**

Status: **On July 17, 2020, the Court entered a revised form of agreed order in connection with this matter. Accordingly, a hearing with respect to this matter is no longer necessary.**

12. Application of the Debtors for Entry of Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisor to the Debtors Effective as of the Petition Date [D.I. 58; filed June 29, 2020]

Response/Objection Deadline: July 13, 2020 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Informal comments from the DIP Lenders and the First Lien Lenders
- B. Informal comments from the U.S. Trustee

Related Documents:

- i. **Supplemental Declaration of Ryan Omohundro in Support of Application of Debtors Authorizing Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisor to Debtors Effective as of the Petition Date [D.I. 98; filed July 16, 2020]**
- ii. **Certification of Counsel Concerning the Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisor to Debtors Effective as of the Petition Date [D.I. 99; filed July 16, 2020]**

- iii. **Order Authorizing the Employment and Retention of Alvarez & Marsal North America, LLC as Financial Advisor to Debtors Effective as of the Petition Date [D.I. 110; filed July 17, 2020]**

Status: On July 17, 2020, the Court entered a revised form of agreed order in connection with this matter. Accordingly, a hearing with respect to this matter is no longer necessary.

Dated: July 17, 2020
Wilmington, Delaware

/s/ Jason M. Madron

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

*Counsel to the Debtors
and Debtors in Possession*