

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

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In re:	:	Chapter 11
	:	
MACH Gen, LLC, <i>et al.</i> , ¹	:	Case No. 14-10461 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	X	

**NOTICE OF CHAPTER 11 BANKRUPTCY CASES; NOTICE OF HEARING ON
DISCLOSURE STATEMENT AND PLAN CONFIRMATION; AND SUMMARY OF
PLAN OF REORGANIZATION**

COMMENCEMENT OF THE CHAPTER 11 CASES

PLEASE TAKE NOTICE THAT on March 3, 2014 (the “Petition Date”), MACH Gen, LLC, MACH Gen GP, LLC, Millennium Power Partners, L.P., New Athens Generating Company, LLC and New Harquahala Generating Company, LLC (each, a “MACH Gen Entity,” and collectively, “MACH Gen”) 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 District of Delaware (the “Bankruptcy Court”). Joint administration has been requested for these cases under Case No. 14-10461 (MFW).

PLEASE TAKE NOTICE THAT this notice provides important information concerning the bankruptcy cases. You may want to consult an attorney to protect your rights. All documents and pleadings filed in the bankruptcy cases may be inspected at the office of the Clerk of the Bankruptcy Court for the District of Delaware (the “Clerk’s Office”) at the address listed below. In addition, most pleadings filed in MACH Gen’s chapter 11 cases will be posted and may be viewed for free on the website of MACH Gen’s claims and noticing agent, Prime Clerk, LLC (“Prime Clerk” or the “Claims and Noticing Agent”) at: <http://cases.primeclerk.com/machgen>. Furthermore, a case information line has been established, which may be reached by phone at: 855-388-4577 or by email at: machgeninfo@primeclerk.com. **PLEASE NOTE: neither the staff of the Clerk’s Office nor Prime Clerk can give legal advice.**

¹ The debtors in these chapter 11 cases and the last four digits of each debtor’s taxpayer identification number are as follows: (a) MACH Gen, LLC (6738); (b) MACH Gen GP, LLC (6738); (c) Millennium Power Partners, L.P. (6688); (d) New Athens Generating Company, LLC (0156); and (e) New Harquahala Generating Company, LLC (0092). The debtors’ principal offices are located at 9300 US Highway 9W, Athens, New York 12015.

PLEASE TAKE NOTICE THAT you may be a creditor of one of the MACH Gen Entities. **The filing of these chapter 11 cases automatically stays certain collection and other actions against MACH Gen and MACH Gen's property. If you attempt to collect a debt or take other action you may be penalized.**

SUMMARY OF PLAN OF REORGANIZATION

PLEASE TAKE FURTHER NOTICE that on March 3, 2014, MACH Gen filed the *Joint Prepackaged Chapter 11 Plan of MACH Gen, LLC and Its Affiliated Debtors And Debtors in Possession* (as may be amended, supplemented, restated, or modified from time to time (together with the Plan Supplement) the "Plan")² and the accompanying Disclosure Statement (the "Disclosure Statement"), each dated as of January 15, 2014. Copies of the Plan and Disclosure Statement are available for review as follows: (i) at the Clerk's Office, 824 North Market Street, 3rd Floor Wilmington, Delaware 19801, (ii) on the Court's website: <http://www.deb.uscourts.gov> (registration required), or (iii) for free on the website of the Claims and Noticing Agent at: <http://cases.primeclerk.com/machgen>.

PLEASE TAKE FURTHER NOTICE THAT the Plan provides for the restructuring of certain of MACH Gen's liabilities and equity interests as follows:

- Holders of Allowed First Lien Revolver Claims, in the aggregate principal amount of approximately \$119,395,609.52 (including issued letters of credit and subject to adjustment for any additional borrowings or repayments occurring after January 15, 2014 and up to the Petition Date) out of a total loan commitment of \$200 million, will be exchanged for obligations under, or paid with the proceeds of, the New First Lien Revolver in an equal aggregate principal amount.
- Holders of Allowed First Lien Term Loan Claims, in the aggregate principal amount of approximately \$483,209,285.14, will be exchanged for obligations under, or paid with the proceeds of, the New First Lien Term Loan in an equal aggregate principal amount.
- Holders of Allowed Second Lien Claims, in the aggregate principal amount of approximately \$1 billion, will be exchanged on a Pro Rata basis for 93.5% of the New Common Units.
- Allowed Interests in MACH Gen, LLC will be exchanged on a Pro Rata basis for 6.5% of the New Common Units.
- All other claims, including all Allowed General Unsecured Claims, will be paid in full or otherwise rendered Unimpaired.

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

HEARING ON ADEQUACY OF DISCLOSURE STATEMENT
AND CONFIRMATION OF PLAN

PLEASE TAKE FURTHER NOTICE that a hearing will be held on **April 11, 2014 at 10:30 a.m. (prevailing Eastern time)**, before the Honorable Mary F. Walrath in the Bankruptcy Court, to consider (i) the adequacy of the information contained in the Disclosure Statement and (ii) confirmation of the Plan. The hearing may be continued from time to time by indicating such adjournment in a notice filed with the Bankruptcy Court and the Plan may be further modified, if necessary, pursuant to section 1127 of the Bankruptcy Code prior to, during, or as a result of the hearing, without further notice to parties in interest.

PLEASE TAKE FURTHER NOTICE that any objections to the adequacy of the Disclosure Statement or confirmation of the Plan must be filed with the Clerk of the Bankruptcy Court, together with proof of service thereof, and be served by personal service or by overnight delivery, so as to be **ACTUALLY RECEIVED** no later than **4:00 p.m. (prevailing Eastern time) on or before April 4, 2014**, by: (i) MACH Gen, c/o Willow Bend Capital Management, LLC, 2701 Dallas Pkwy, Suite 560 Plano, TX 75093, Attn: Gary Hubbard, Chief Executive Officer; c/o Competitive Power Ventures, Inc., 8403 Colesville Road, Suite 915 Silver Spring, MD 20910, Attn: Eric Cada; (ii) proposed counsel for MACH Gen, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Tyson M. Lomazow, Esq. and Michael E. Comerford, Esq.; (iii) proposed counsel for MACH Gen, Richards; Layton, & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Russell C. Silberglied, Esq. and John H. Knight, Esq.; (iv) counsel to the Prepetition First Lien Agent and DIP Agent, White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036, Attn: Scott Griessman, Esq.; White & Case LLP, 200 S Biscayne Blvd, Miami, FL 33131, Attn: Thomas E Lauria, Esq.; Hunton & Williams LLP, 2200 Pennsylvania Ave NW, Washington, DC 20037, Attn: Ellis M. Butler, Esq.; (v) counsel to the Consenting Second Lien Lenders, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois, 60654, Attn: Patrick J. Nash, Jr., P.C. and Neal Paul Donnelly, Esq., and 601 Lexington Avenue, New York, New York, Attn: Brian E. Schartz, Esq.; and (vi) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane Leamy, Esq.

OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE MAY NOT BE CONSIDERED AND MAY BE DEEMED OVERRULED.

ADDITIONAL INFORMATION

PLEASE TAKE FURTHER NOTICE that copies of the documents and pleadings filed in these chapter 11 cases can be obtained by using the Bankruptcy Court's electronic case filing system at <http://www.deb.uscourts.gov> using a PACER password (to obtain a PACER password, go to the PACER website: <http://pacer.psc.uscourts.gov>) or for free on the website maintained by the Claims and Noticing Agent at: <http://cases.primeclerk.com/machgen>. A case information line has been established, which may be reached by phone at 855-388-4577 or by email at machgeninfo@primeclerk.com.

Wilmington, Delaware
Dated: March 5, 2014

Respectfully submitted,

RICHARDS, LAYTON, & FINGER, P.A.

/s/ Zachary I. Shapiro

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- and -

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*Proposed Counsel to MACH Gen, LLC
and Its Affiliated Debtors and Debtors in Possession*