

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

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In re:	:	Chapter 11
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NEW MACH GEN, LLC, <i>et al.</i> ,	:	Case No. 18-11368 (MFW)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
	:	Ref. Docket Nos. 10, 43 & 62
	X	

**AMENDED ORDER (A) SCHEDULING COMBINED HEARING ON ADEQUACY OF DISCLOSURE STATEMENT AND CONFIRMATION OF PLAN, (B) APPROVING FORM AND MANNER OF NOTICE OF COMBINED HEARING AND COMMENCEMENT OF CHAPTER 11 CASES, (C) ESTABLISHING PROCEDURES FOR OBJECTING TO DISCLOSURE STATEMENT OR PLAN, (D) APPROVING PREPETITION SOLICITATION PROCEDURES, AND (E) CONDITIONALLY DIRECTING THE UNITED STATES TRUSTEE NOT TO CONVENE SECTION 341 MEETING OF CREDITORS**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of an order (this “Scheduling Order”): (a) scheduling a combined hearing on the adequacy of the Disclosure Statement and confirmation of the Plan (the “Combined Hearing”); (b) approving the form and manner of notice of the Combined Hearing and commencement of the Chapter 11 Cases; (c) establishing the procedures for objecting to the adequacy of the Disclosure Statement or to confirmation of the Plan; (d) approving the prepetition solicitation procedures (the “Solicitation Procedures”); and (e) conditionally directing the Office of the United States Trustee for the District of Delaware (the “United States Trustee”) not to convene an initial

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: New MACH Gen, LLC (4920), MACH Gen GP, LLC (6738), Millennium Power Partners, L.P. (6688), New Athens Generating Company, LLC (0156), and New Harquahala Generating Company, LLC (0092). The Debtors’ principal offices are located at 1780 Hughes Landing, Suite 800, The Woodlands, Texas 77380.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

meeting of creditors under section 341(a) of the Bankruptcy Code (the “Creditors’ Meeting”), all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (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 proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is hereby,

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is granted as set forth herein.
2. The Combined Hearing (at which time the Court will consider, among other things, the adequacy of the Disclosure Statement and confirmation of the Plan), will be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in Courtroom No. 4 of the United States Bankruptcy Court for the District of Delaware, on July 23, 2018 at 10:30

a.m. (Eastern time). The Combined Hearing may be continued from time to time by the Court without further notice.

3. The form of Combined Notice is approved, and MACH Gen shall begin to mail or cause to be mailed a copy of the Combined Notice, in substantially the form attached hereto as **Schedule A**, no later than two (2) business days after the entry of this Scheduling Order (and in no event later than June 14, 2018) upon the following parties: (a) the United States Trustee, (b) counsel to the First Lien Lenders, (c) CLMG, in its capacity as administrative agent and collateral agent for the First Lien Lenders, (d) Citibank N.A., as Depositary under the Security Deposit Agreement, (e) counsel to the DIP Agent and the DIP Lenders, (f) counsel to Talen Investment Corporation, Talen Energy Supply, LLC, Talen Energy Corporation, and their affiliates, (g) holders of claims or interests, whether in voting classes or in the non-voting classes, or unclassified, (h) all persons or entities listed on the Debtors' creditor mailing matrix, (i) the U.S. Attorney for Delaware, (j) the Internal Revenue Service, (k) the Securities and Exchange Commission, (l) the Debtors' cash management banks, (m) all state and local taxing authorities in which the Debtors did business or that regulate any portion of the Debtors' business, (n) all federal, state, and local authorities that regulate any portion of the Debtors' business, (o) all counterparties to executory contracts and leases, and (p) all parties requesting service in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. Such form of Combined Notice complies with the requirements of Bankruptcy Rules 2002 and 3017 and is hereby approved in its entirety.

4. The following schedule of events relating to confirmation of the Plan is hereby approved in its entirety, and the Court hereby finds that the schedule of events is consistent with the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules:

<b>Key Dates and Deadlines</b>	<b>Proposed Schedule</b>
Voting Record Date	June 4, 2018
Voting Deadline	June 5, 2018
Combined Notice Mailing Date	June 14, 2018
Objection Deadline for RSA Assumption Order and final orders for First Day Pleadings	June 26, 2018
Objection Deadline for Second Day Pleadings	14 days following service of the Second Day Pleadings
Plan Supplement Filing Date	July 13, 2018
Confirmation / Disclosure Statement Objection Deadline	July 16, 2018
Deadline to Object to Assumption and Assignment of Executory Contracts and Unexpired Leases	July 16, 2018
Second Day Hearing (including RSA Assumption Order)	July 16, 2018
Reply Deadline	July 19, 2018
Combined Hearing	July 23, 2018

5. The Debtors shall publish a form of the Combined Notice in the New York Times National Edition or another national-circulated newspaper as soon as reasonably practicable after the entry of this Scheduling Order.

6. Any objections to (a) the approval of the Disclosure Statement, the Solicitation Procedures, or the Ballots, (b) the adequacy of the Disclosure Statement, or (c) confirmation of the Plan must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, together with proof of service thereof, and 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 July 16, 2018 (the “Objection Deadline”) by:

(i) New MACH Gen, 1780 Hughes Landing, Suite 800, The Woodlands, Texas 77380, Attn: John Chesser, Chief Financial Officer (John.Chesser@talenergy.com); (ii) proposed counsel for Debtors and Debtors in Possession, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware, 19801 Attn: Edmon L. Morton, Esq. (emorton@ycst.com) and Kenneth J. Enos, Esq. (kenos@ycst.com); (iii) counsel to the Prepetition First Lien Agent and DIP Agent, White & Case LLP, 1221 6th Avenue, New York, New York 10020, Attn: Scott Greissman, Esq. (sgreissman@whitecase.com); Hunton & Williams LLP, 2200 Pennsylvania Ave NW, Washington, DC 20037, Attn: Ellis Butler, Esq. (ebutler@HuntonAK.com); (iv) counsel to Talen, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Attn: Lisa Laukitis, Esq. (Lisa.Laukitis@skadden.com); and (v) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Brya M. Keilson, Esq. (brya.keilson@usdoj.gov).

7. In addition, any objections to the Disclosure Statement or confirmation of the Plan must:

- (a) be in writing;
- (b) comply with the Bankruptcy Rules, the Local Rules, Chambers’ procedures and other case management rules and orders of this Court;
- (c) state the name and address of the objecting party, and the nature and amount of any claim or interest asserted by the objecting party against the estate or property of the Debtors; and

(d) state with particularity the legal and factual basis for such objection.

8. Any objections not timely filed and served in the manner set forth in this Scheduling Order may not be considered and may be overruled.

9. The notice procedures set forth above constitute good and sufficient notice of the Combined Hearing and the commencement of the chapter 11 cases and the deadline and procedures for objecting to the adequacy of the Disclosure Statement and confirmation of the Plan, and no other or further notice shall be necessary.

10. The Solicitation Procedures utilized by the Debtors for distribution of the Solicitation Packages in soliciting acceptances and rejections of the Plan satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules and are conditionally approved.

11. The Ballots, substantially in the form attached to the Motion as Exhibit C, are conditionally approved.

12. The Creditors' Meeting shall be deferred unless the Plan is not confirmed on or before seventy-five (75) days following the Petition Date. The Creditors' Meeting shall be waived provided that confirmation occurs on or before seventy-five (75) days following the Petition Date.

13. The hearing to consider approval of the Debtors' assumption of the RSA will be held on July 16, 2018 at 2:00 p.m. (Eastern time). Any objections to the assumption of the RSA must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, together with proof of service thereof, and 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 June 26, 2018 by:

(i) New MACH Gen, 1780 Hughes Landing, Suite 800, The Woodlands, Texas 77380, Attn: John Chesser, Chief Financial

Officer (John.Chesser@talenergy.com); (ii) proposed counsel for Debtors and Debtors in Possession, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware, 19801 Attn: Edmon L. Morton, Esq. (emorton@ycst.com) and Kenneth J. Enos, Esq. (kenos@ycst.com); (iii) counsel to the Prepetition First Lien Agent and DIP Agent, White & Case LLP, 1221 6th Avenue, New York, New York 10020, Attn: Scott Greissman, Esq. (sgreissman@whitecase.com); Hunton & Williams LLP, 2200 Pennsylvania Ave NW, Washington, DC 20037, Attn: Ellis Butler, Esq. (ebutler@HuntonAK.com); (iv) counsel to Talen, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Attn: Lisa Laukitis, Esq. (Lisa.Laukitis@skadden.com); and (v) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Brya M. Keilson, Esq. (brya.keilson@usdoj.gov).

14. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted in this Scheduling Order.

15. This Court shall retain jurisdiction with respect to all matters arising from or related the implementation, interpretation, and enforcement of this Scheduling Order.