

**EXHIBIT D**

**PROPOSED ORDER**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	)	Chapter 11
DYNEGY INC. <sup>1</sup>	)	Case No. 12-36728 (___)
	)	
Debtor.	)	Jointly Administered

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**ORDER GRANTING DEBTOR’S MOTION FOR ENTRY OF AN ORDER PURSUANT TO BANKRUPTCY RULES 2002 AND 3003 AND LOCAL RULE 3003-1 (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM; (II) ESTABLISHING RAMIFICATIONS FOR FAILURE TO COMPLY THEREWITH; (III) APPROVING PROOF OF CLAIM FORM AND FILING PROCEDURES; (IV) APPROVING NOTICE OF COMMENCEMENT OF THE CHAPTER 11 CASE AND BAR DATES FOR FILING PROOFS OF CLAIM; AND (V) APPROVING PUBLICATION NOTICE AND PUBLICATION PROCEDURES**

Upon the motion (the “Motion”) of Dynegy Inc. (“DI” or the “Debtor”) for an order pursuant to Bankruptcy Rules<sup>2</sup> 2002(a)(7), (f), (l) and 3003(c)(3), Local Rule 3003-1, and the Bar Date Order Guidelines, (i) establishing a bar date for filing certain proofs of claim; (ii) establishing ramifications for failure to comply therewith; (iii) approving proof of claim form and the procedures for filing proofs of claim; (iv) approving notice of commencement of the chapter 11 case and the bar dates; and (v) approving publication notice and publication procedures; and it appearing that the form and manner of notice relating to the proposed procedures, deadlines, and enforcement mechanisms relating to the bar dates provided for by this Order are fair, reasonable, and adequate, and they comport with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Due Process Clause of the United States

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 3152. The location of the Debtor’s corporate headquarters and the service address is 601 Travis Street, Suite 1400, Houston, Texas 77002.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Motion.

Constitution; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion as set forth therein is sufficient under the circumstances, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of DI and its estate and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that that pursuant to Bankruptcy Rule 3003(c)(3), and except as otherwise provided herein, **August 1, 2012 at 5:00 p.m. (Prevailing Eastern Time)** is established as the deadline (the “General Bar Date”) for each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust, and excluding governmental units) to file proofs of claim based on prepetition claims (as defined in section 101(5) of the Bankruptcy Code) against DI; and it is further

ORDERED that pursuant to section 502(b)(9) of the Bankruptcy Code, **January 2, 2013 at 5:00 p.m. (Prevailing Eastern Time)** is established as the deadline (the “Government Bar Date” and, together with the General Bar Date, the “Bar Dates”, and each a “Bar Date”) for governmental units (as defined in section 101(27)) of the Bankruptcy Code), to file proofs of claim against DI; and it is further

ORDERED that, except as otherwise provided herein, all persons and entities who hold a claim against a Debtor that arose on or prior to the DI Petition Date, and who desire to share in any distribution made in this chapter 11 case, must file a written proof of such claim on or before the applicable Bar Date, in accordance with this Order; and it is further

ORDERED, that the following procedures for the filing of proofs of claim shall apply:

- a) Proofs of claim must conform to the Proof of Claim form attached to the Motion as Exhibit "A," which is hereby approved, or Official Form 10;
- b) Proofs of claim will be deemed timely and properly filed if they are filed with the Court-appointed claims agent, Epiq Bankruptcy Solutions, LLC (the "Claims Agent"), or the Court, so that the original proof of claim is **actually received** by the Claims Agent no later than the applicable Bar Date as established by this Order at the addresses below:

*If to the Claims Agent*

**By first-class mail:**

Dynegy Inc. Claims Processing Center  
c/o Epiq Bankruptcy Solutions, LLC  
FDR Station, P.O. Box 5069 757  
New York, NY 10150-5069

**By overnight mail or hand delivery:**

Dynegy Inc. Claims Processing Center  
c/o Epiq Bankruptcy Solutions, LLC  
Third Avenue, Third Floor  
New York, NY 10017

*If to the Bankruptcy Court*

**By hand delivery:**

Clerk of the Bankruptcy Court  
United States Bankruptcy Court for the  
Southern District of New York  
355 Main Street  
Poughkeepsie, New York 12601

**provided, however**, that proofs of claim that have already been filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York need not be re-filed and will be incorporated into the Claims Dockets for this case by the Claims Agent; and

- c) Proofs of claim must (i) be completed in English; (ii) pursuant to section 502(b) of the Bankruptcy Code, be stated in lawful currency of the United States as of the DI Petition Date; (iii) conform substantially with the form enclosed with this Motion; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) attach copies of any documentation upon which the claim is based or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; and it is further

ORDERED, that the Claims Agent and the Court shall not be required to accept proofs of claim sent by facsimile, telecopy, or electronic mail transmission; and it is further

ORDERED that the following persons or entities are **not** required to file a proof of claim on or before the Bar Dates:

- a. any person or entity whose claim is listed in DI's Schedules and (i) the claim is not described as contingent, unliquidated or disputed; (ii) the claimant agrees with the amount, nature, and priority of the claim set forth in the Schedules; and (iii) the claimant agrees that the claim is an obligation of DI;
- b. any person or entity that has already been paid in full by DI;
- c. any holder of equity interests; **provided, however**, that if such holder asserts any rights as a creditor holding a claim against DI, including any claim arising out of or relating to the ownership, sale, issuance or purchase of an equity interest in DI, a proof of claim is required to be filed on or before the Bar Dates, except as otherwise set forth herein;
- d. any person or entity whose claim has been allowed by an order of this Court entered on or before the applicable Bar Date;
- e. any holder of a claim for which a separate deadline and/or procedure for setting forth such claim has been fixed by the Court;
- f. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against DI using a claim form that substantially conforms to the Proof of Claim or Official Form 10;
- g. any person or entity that asserts a claim under sections 503(b) or 507(a) of the Bankruptcy Code as a fee claim or an expense of administration of DI's estate, including holders of Settling Creditor Professional Fee Claims (as defined in the Plan); and
- h. any affiliate of DI having a claim against DI; and it is further

ORDERED that notwithstanding the above decretal paragraphs, the last day to file a proof of claim for any entity asserting a claim by reason of the rejection of an executory contract or unexpired lease is the later of (i) the applicable Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the mailing of (a) a notice of an order approving the rejection of an executory contract or unexpired lease or (b) notice of rejection of an executory

contract or unexpired lease in accordance with any procedural order entered by the Court; and it is further

ORDERED that nothing herein shall modify any order establishing bar dates in the DH Cases for creditors to assert claims against the DH Debtors and such order shall remain in full force and effect; and it is further

ORDERED that if a creditor's failure to timely or properly file a proof of claim in accordance with this Order, provided that such filing is required, shall (a) constitute grounds for disallowance of such claim; (b) render the creditor ineligible for voting with respect to any chapter 11 plan or plans filed in DI's chapter 11 case or receiving any distributions under any confirmed chapter 11 plan or plans; and (c) render the claimant bound by the terms of any confirmed chapter 11 plan or plans, **unless** otherwise agreed to by DI and the Creditors' Committee; and it is further

ORDERED that notwithstanding the fact that DI has scheduled a claim as liquidated and undisputed, DI is not precluded from amending its Schedules and DI and all parties in interest shall retain the right to object or assert offsets or defenses as to the nature, amount, liability, classification, or otherwise, of any claim, whether scheduled or not; and it is further

ORDERED that if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent and the affected claimant has not filed a proof of claim, DI shall give notice of any amendment or supplement to the holders of claims affected thereby, and the affected claimant may file a proof of claim on the later of (i) the Bar Date or (ii) the first business day following thirty (30) calendar days after the mailing of the notice of such

amendment in accordance with Bankruptcy Rule 1009(a), **but, in the case of any amendment to the Schedules after the applicable Bar Date where the affected claimant did not file a proof of claim prior to the Bar Date, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; provided, however,** that creditors are not entitled to an extension of the Bar Date if an amendment to the Schedules increases the scheduled amount of an undisputed, liquidated, non-contingent claim; and it is further

ORDERED that nothing in this Order shall prejudice the right of DI to seek a further order of this Court fixing a date by which holders of claims or interests not subject to this Order established herein must file such proofs of claim or interest or be barred from doing so; and it is further

ORDERED that any person or entity who desires to rely on the Schedules will have the responsibility for determining that the claim is accurately listed in the Schedules; and it is further

ORDERED that if a timely-filed claim is transferred, the transferee must (i) file a notice of transfer of the claim with the Claims Agent, in accordance with Bankruptcy Rule 3001(e), at the address stated above, (ii) file such notice of transfer with this Court; and (iii) serve a copy of the notice of transfer on DI's counsel: White & Case LLP, Attn: Matthew C. Brown, Southeast Financial Center, 200 South Biscayne Boulevard, 49th Floor, Miami, Florida 33131; and it is further

ORDERED that in accordance with Bankruptcy Rule 9007, the form of notice of commencement of the chapter 11 case and the Bar Dates (the "Notice"), substantially in the form attached to the Motion as Exhibit "B," is incorporated herein by reference and approved in all

respects and shall be deemed to provide good, adequate, and sufficient notice of the commencement of the chapter 11 case and the Bar Dates and the procedures for filing proofs of claim against DI; and it is further

ORDERED that DI will serve the Notice by no later than two (2) business days after the entry of this Order, and the service will be completed by July 11, 2012, by United States mail, first class postage prepaid, at the expense of the estate, to all of the following whose addresses are known by DI:

- a. the United States Trustee for the Southern District of New York;
- b. counsel to the Creditors' Committee;
- c. all persons or entities that have filed proofs of claim against DI;
- d. all known creditors and other known holders of potential claims against DI, as reflected in the Schedules;
- e. all persons or entities that hold interests in DI;
- f. all parties to executory contracts and unexpired leases of DI listed on the Schedules at the addresses stated therein;
- g. all parties to litigation with DI (as of the date of the entry of this Order);
- h. the Internal Revenue Service for the district in which DI's case is pending, the Securities and Exchange Commission, and any other governmental units applicable to DI's business;
- i. all other parties in interest as required by Bankruptcy Rules 2002(i), (j), and (k); and
- j. such additional persons or entities as deemed appropriate by DI; and it is further

ORDERED that if DI determines after the Notice has been mailed that an additional party or parties should appropriately receive the Notice, the applicable date by which a proof of claim must be filed by such party or parties shall be the later of (i) the applicable Bar



Date or (ii) the date that is twenty-one (21) days from the mailing date of an amended notice to such additional party or parties; and it is further

ORDERED that in accordance with Bankruptcy Rule 9008, the publication of the Notice (the "Publication Notice"), substantially in the form attached to the Motion as Exhibit "C," is incorporated herein by reference and approved in all respects and shall be deemed to provide good, adequate, and sufficient publication notice of the commencement of the chapter 11 case and the Bar Dates and the procedures for filing proofs of claim against DI; and it is further

ORDERED that pursuant to Bankruptcy Rule 2002(l), DI is authorized to publish the Publication Notice one time in The New York Times (National Edition) and the Wall Street Journal; and it is further

ORDERED that DI and the Claims Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their obligations in connection with claims they may have against DI in this chapter 11 case; and it is further

ORDERED that this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: July \_\_, 2012  
Poughkeepsie, New York

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THE HONORABLE CECELIA G. MORRIS,  
CHIEF UNITED STATES BANKRUPTCY JUDGE