

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

In re:)
) Chapter 11
)
ExGen Texas Power, LLC, <i>et al.</i> , ¹) Case No. 17-12377 (BLS)
)
Debtors.) (Jointly Administered)
)

**VERIFIED STATEMENT OF THE AD HOC COMMITTEE OF
FIRST-LIEN LENDERS PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), certain unaffiliated lenders (the “Ad Hoc Committee”) under that certain Credit Agreement, dated as of September 18, 2014, by and among, *inter alia*, ExGen Texas Power, LLC, as Borrower (the “Company”), Bank of America, N.A., as Administrative Agent, Collateral Agent, Issuing Lender, Sole Lead Arranger and Sole Bookrunner, and the guarantors and lenders named therein (as amended, supplemented, amended and restated or otherwise modified from time to time) (the “Credit Agreement”), hereby submit this verified statement (this “Statement”) and in support thereof state as follows:

1. On January 19, 2017, certain members of the Ad Hoc Committee retained Wachtell, Lipton, Rosen & Katz (“Wachtell Lipton”) as counsel in connection with a potential restructuring of the outstanding debt obligations of the debtors in the Bankruptcy Case (collectively, the “Debtors”).² On November 3, 2017, the Ad Hoc Committee retained Morris, Nichols, Arnsht & Tunnell LLP (“Morris Nichols”) as Delaware counsel.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: ExGen Texas Power, LLC (4129); ExGen Texas Power Holdings, LLC (2209); Wolf Hollow I Power, LLC (6945); Colorado Bend I Power, LLC (9083); Handley Power, LLC (4091); Mountain Creek Power, LLC (6288); and LaPorte Power, LLC (5101). The mailing address of each of the Debtors, solely for purposes of notices and communications, is 1310 Point Street, Baltimore, MD 21231.

² Since January 19, 2017, Western Asset Management Company has left the Ad Hoc Committee and Avenue Capital Management II, L.P. has joined the Ad Hoc Committee.



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2. The members of the Ad Hoc Committee hold disclosable economic interests, or act as investment advisors or managers to funds and/or accounts and/or subsidiaries that hold disclosable economic interests, in relation to the Debtors. In accordance with Rule 2019, and based upon information provided to Wachtell Lipton and Morris Nichols by each member of the Ad Hoc Committee, attached as Exhibit A is a list of the names, addresses and nature and amount of each disclosable economic interest of each present member of the Ad Hoc Committee as of March 9, 2018. Neither Wachtell Lipton nor Morris Nichols makes any representation regarding the validity, amount, allowance, or priority of such claims and each of Wachtell Lipton and Morris Nichols reserves all rights with respect thereto.

3. As of the date of this Statement, each of Wachtell Lipton and Morris Nichols represents only the Ad Hoc Committee, and does not represent or purport to represent any other entities, in the Bankruptcy Case. In addition, as of the date of this Statement, the Ad Hoc Committee, both collectively and through its individual members, does not represent or purport to represent in any way the interests of any other entities in connection with the Bankruptcy Case.

4. Neither Wachtell Lipton nor Morris Nichols owns, nor has Wachtell Lipton or Morris Nichols ever owned, any claims against or interests in the Debtors except for claims for services rendered to the Ad Hoc Committee. However, each of Wachtell Lipton and Morris Nichols has sought to have its fees and disbursements paid by the Debtor's estates pursuant to title 11 of the United States Code or as otherwise permitted in the Debtors' chapter 11 cases.

5. Nothing contained in this Statement (or Exhibit A hereto) is intended

to or should be construed to constitute (a) a waiver or release of any claims filed or to be filed against the Debtors held by any member of the Ad Hoc Committee, its affiliates or any other entity, (b) a limitation upon, or waiver of, any rights of any member of the Ad Hoc Committee to assert, file and/or amend any claims against any of the Debtors in accordance with applicable law and any orders entered in the Bankruptcy Case, or (c) except as expressly included in this Statement, an admission with respect to any issue of fact or law.

6. Wachtell Lipton and Morris Nichols reserve the right to amend and/or supplement this Statement in accordance with Bankruptcy Rule 2019.

Dated: March 23, 2018
Wilmington, DE

Respectfully Submitted,

/s/ Derek C. Abbott
Derek C. Abbott (No. 3376)
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- and -

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Counsel to the Ad Hoc Committee of First-Lien Lenders

Exhibit A³

Name	Address	Nature and Amount of Disclosable Economic Interest (principal amounts)
Avenue Capital Management II, L.P.	399 Park Avenue, 6 th Floor New York, NY 10022	\$78,441,864 under the Credit Agreement
Fidelity Management & Research Company	82 Devonshire Street Boston, MA 02109	\$36,484,539 under the Credit Agreement
Fortress Credit Advisors LLC	1345 Avenue of the Americas, 46 th Floor New York, NY 10105	\$65,724,186 under the Credit Agreement
GSO / Blackstone Debt Funds Management LLC	345 Park Avenue New York, NY 10154	\$42,101,339 under the Credit Agreement
Guggenheim Partners Investment Management, LLC	330 Madison Avenue New York, NY 10017	\$100,088,545 under the Credit Agreement
OppenheimerFunds, Inc.	125 Broad Street, 16 th Floor New York, NY 10004	\$58,983,957 under the Credit Agreement
PineBridge Investments LLC	2727 Allen Parkway, Suite 1675 Houston, TX 77019	\$35,223,142 under the Credit Agreement

³ To the best of Counsel's knowledge, the information included herein is accurate as of March 9, 2018. The amounts set forth herein include only outstanding principal and do not include accrued and unpaid interest or other amounts. In addition, the amounts set forth herein do not include: (a) any economic interests that are subject to pending trades or other transfers that have not settled or otherwise closed, or (b) economic interests in non-debtor affiliates of the Debtors.