

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name GenOn Capital Inc.

2. All other names debtor used in the last 8 years Mirant Capital, Inc.

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 51-0410053

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>804 Carnegie Center</u>	Number Street
	Number Street	P.O. Box
	<u>Princeton, New Jersey 08540</u>	City State Zip Code
	City State Zip Code	
	Location of principal assets, if different from principal place of business	
	<u>Mercer County</u>	Number Street
	County	
		City State Zip Code

5. Debtor's website (URL) http://www.nrg.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor GenOn Capital Inc. Case number (if known) _____
 Name

7. Describe debtor's business

A. Check One:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2211 (Electric Power Generation, Transmission and Distribution)

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When MM/DD/YYYY Case number _____
- _____ District _____ When MM/DD/YYYY Case number _____

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See Rider 1 Relationship Affiliate
- District Southern District of Texas When 6/14/2017
- Case number, if known _____ MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor GenOn Capital Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____
City _____ State _____ Zip Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor GenOn Capital Inc.
Name

Case number (if known) _____

- 16. Estimated liabilities**
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/14/2017
MM/ DD / YYYY

X Is/ Gaëtan C. Frotté
Signature of authorized representative of debtor

Title Authorized Signatory

Gaëtan C. Frotté
Printed name

18. Signature of attorney

X Is/ Zack A. Clement
Signature of attorney for debtor

Date 6/14/2017
MM/ DD/YYYY

Zack A. Clement
Printed name

Zack A. Clement PLLC
Firm name

3753 Drummond Street
Number Street

Houston Texas 77025
City State ZIP Code

(832) 274-7629 zack.clement@icloud.com
Contact phone Email address

04361550 Texas
Bar number State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11 Check if this is an amended filing**Rider 1****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of GenOn Energy, Inc.

GenOn Energy, Inc.	NRG California North LLC	NRG Wholesale Generation LP
GenOn Americas Generation, LLC	NRG California South GP LLC	NRG Willow Pass LLC
GenOn Americas Procurement, Inc.	NRG California South LP	Orion Power New York GP, Inc.
GenOn Asset Management, LLC	NRG Canal LLC	Orion Power New York LP, LLC
GenOn Capital Inc.	NRG Delta LLC	Orion Power New York, L.P.
GenOn Energy Holdings, Inc.	NRG Florida GP, LLC	RRI Energy Broadband, Inc.
GenOn Energy Management, LLC	NRG Florida LP	RRI Energy Channelview (Delaware) LLC
GenOn Energy Services, LLC	NRG Lovett Development I LLC	RRI Energy Channelview (Texas) LLC
GenOn Fund 2001 LLC	NRG Lovett LLC	RRI Energy Channelview LP
GenOn Mid-Atlantic Development, LLC	NRG New York LLC	RRI Energy Communications, Inc.
GenOn Power Operating Services MidWest, Inc.	NRG North America LLC	RRI Energy Services Channelview LLC
GenOn Special Procurement, Inc.	NRG Northeast Generation, Inc.	RRI Energy Services Desert Basin, LLC
Hudson Valley Gas Corporation	NRG Northeast Holdings, Inc.	RRI Energy Services, LLC
Mirant Asia-Pacific Ventures, LLC	NRG Potrero LLC	RRI Energy Solutions East, LLC
Mirant Intellectual Asset Management and Marketing, LLC	NRG Power Generation Assets LLC	RRI Energy Trading Exchange, Inc.
Mirant International Investments, Inc.	NRG Power Generation LLC	RRI Energy Ventures, Inc.
Mirant New York Services, LLC	NRG Power Midwest GP LLC	
Mirant Power Purchase, LLC	NRG Power Midwest LP	
Mirant Wrightsville Investments, Inc.	NRG Sabine (Delaware), Inc.	
Mirant Wrightsville Management, Inc.	NRG Sabine (Texas), Inc.	
MNA Finance Corp.	NRG San Gabriel Power Generation LLC	
NRG Americas, Inc.	NRG Tank Farm LLC	
NRG Bowline LLC	NRG Wholesale Generation GP LLC	

OMNIBUS RESOLUTIONS

June 12, 2017

The undersigned, being the board of directors, board of managers, sole member, general partner, or limited partner, as applicable (each, the "Governing Body"), of the applicable entity set forth on Annex A attached hereto (each, a "Company" and collectively, the "Companies"), hereby take the following actions and adopt the following resolutions, pursuant to (as applicable) the bylaws, limited liability company agreement, limited partnership agreement or similar document (in each case as amended or amended and restated to date) of each Company (the "Governing Document") and the laws of the state of formation of each Company as set forth next to each Company's name on Annex A:

CHAPTER 11 FILING

WHEREAS, each Governing Body considered presentations by each Company's management (the "Management") and financial and legal advisors (collectively, the "Advisors") regarding the liabilities and liquidity situation of each Company, the strategic alternatives available to it, and the effect of the foregoing on each Company's business;

WHEREAS, each Governing Body discussed the foregoing with the Management and the Advisors and has determined, in the judgment of each Governing Body, that it is in the best interests of each Company, its creditors, and other parties in interest, and fully considered each of the strategic alternatives available to each Company;

WHEREAS, each Governing Body has determined that it is in the best interest of the Companies, their creditors and other parties in interest for each Governing Body to authorize the Companies to enter into that certain restructuring support agreement (the "Restructuring Support Agreement") by and among each of the Companies, certain of their affiliates, certain consenting creditors, and certain consenting parties substantially in the form presented to each Governing Body on or in advance of the date hereof;

WHEREAS, the chapter 11 plan of reorganization the Companies and their advisors are negotiating with various creditors (the "Plan"), to be effectuated consistent with the Restructuring Support Agreement, contemplates that claims against members of each Governing Body would be released under the Plan, subject to confirmation of the Plan, and on the effective date of such Plan; and

WHEREAS, the members of each Governing Body acknowledge and believe that the Restructuring Support Agreement is procedurally and substantively fair to the Companies as contemplated by applicable law or the Companies' Governing Documents, to the extent applicable.

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of each Company, its creditors, and other parties in interest, that each Company shall be and hereby is authorized to file or cause to be filed a voluntary petition

for relief (such voluntary petition, and the voluntary petitions to be filed by certain of each Company's affiliates and direct and indirect subsidiaries, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas or other court of competent jurisdiction (the "Bankruptcy Court"); and

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, General Counsel, President, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of each Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of each Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP, as each Company's counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance each Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of each Company; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Zack A. Clement PLLC, as each Company's counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance each Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of each Company; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Zack A. Clement PLLC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Rothschild Inc. ("Rothschild"), as each Company's financial advisor and investment banker, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Rothschild in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of McKinsey Recovery & Transformation Services U.S., LLC (“McKinsey RTS”), as restructuring advisor, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain McKinsey RTS in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC (“Epiq”), as notice, claims, and balloting agent and as administrative advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of PricewaterhouseCoopers, LLP (“PwC”), as tax advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PwC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of King & Spalding (“K&S”), as special regulatory counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain K&S in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable; and

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, appropriate, or desirable in connection with each Company's chapter 11 case.

RESTRUCTURING SUPPORT AGREEMENT, BACKSTOP AGREEMENT, AND PLAN

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to enter on behalf of the Companies into the Restructuring Support Agreement;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to take or cause to be taken any and all action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable to fully carry out the means for implementation of the Plan;

RESOLVED, the Authorized Officers reviewed the materials presented by the management and the financial and legal advisors regarding the agreement with certain of the holders of notes (the "Backstop Parties") to serve as a backstop to a contemplated exit financing offering to be made in connection with the confirmation and consummation of the Plan (the "Backstop Agreement") and the impact of the foregoing on the Companies' businesses;

RESOLVED, in the judgment of the Authorized Officers, it is desirable and in the best interests of the Companies, its creditors, stockholders, and other parties in interest, that the Companies enter into the Backstop Agreement in order to diminish uncertainty and transaction risk in the chapter 11 plan confirmation process;

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to enter on behalf of the Companies into a restructuring transaction or series of restructuring transactions by which the Companies will restructure their debt obligations and other liabilities, including but not limited to the restructuring transactions as described in the Restructuring Support Agreement, Backstop Agreement, and Plan (collectively, the "Restructuring Transactions");

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments and other documents in furtherance of the Restructuring Transactions to which the Companies are or will be party, including, but not limited to, the Restructuring Support Agreement and Plan

(collectively, the “Restructuring Documents”), to incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to each Governing Body, with such changes, additions and modifications thereto as the Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by such officer’s execution and delivery thereof;

RESOLVED, that each of the Authorized Officers be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, the Companies to take any and all actions to (a) obtain approval by the Bankruptcy Court or any other regulatory or governmental entity of the Restructuring Documents in connection with the Restructuring Transactions, and (b) obtain approval by the Bankruptcy Court or any other regulatory or governmental entity of any Restructuring Transactions; and

RESOLVED, that each of the Authorized Officers be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, the Companies, to execute and deliver any documents or to do such other things which shall in their sole judgment be necessary, desirable, proper or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by their execution thereof.

DEBTOR-IN-POSSESSION LETTER OF CREDIT FACILITY

NOW, THEREFORE, BE IT, RESOLVED, that each of the Companies will obtain benefits and has a need for letters of credit and use of cash, which is security for certain prepetition secured lenders (collectively, the “Secured Lenders”) party to that certain Revolving Credit Agreement, dated as of December 14, 2012 (the “Revolving Credit Agreement”), as amended, modified, or supplemented, and in effect immediately prior to June 15, 2017 (the “Petition Date”), among GenOn Energy, Inc., and GenOn Americas, Inc., as borrowers (each a “Borrower” and together, the “Borrowers”), and certain of the Borrowers’ subsidiaries as guarantors (collectively, the “Guarantors”), and NRG Energy, Inc., as administrative agent (the “Agent”), and the lenders that are parties thereto from time to time;

RESOLVED, that in order to use and obtain the benefits of a postpetition senior-secured, revolving letter of credit financing (the “LC Facility”) under, and in accordance with section 363 of the Bankruptcy Code, the Companies will provide certain security interests in and liens, including liens pursuant to section 364(c)(2) of the Bankruptcy Code and if necessary, priming liens pursuant to section 364(d)(1) of the Bankruptcy Code, as documented in a proposed interim order (the “Interim LC Order”) and submitted for approval to the Bankruptcy Court;

RESOLVED, that the form, terms, and provisions of the Interim LC Order to which each of the Companies are or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Officers be, and hereby is, authorized and empowered, in the name of and on behalf of each of the Companies, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Interim LC Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or

other papers or documents to which any of the Companies are or will be a party, including, but not limited to any security or pledge agreement (collectively with the Interim LC Order, the "LC Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to each Governing Body, with such changes, additions, and modifications thereto as the officers of the Companies executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof;

RESOLVED, that each of the Companies, as debtors and debtors in possession under the Bankruptcy Code be, and hereby are, authorized to incur the obligations under the LC Facility and to undertake any and all related transactions on substantially the same terms as contemplated under the LC Documents (collectively, the "LC Transactions");

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each of the Companies to file or to authorize the Agent to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings, any recordation and any necessary assignments for security or other documents in the name of any of the Companies that the Agent deems necessary or appropriate to perfect any lien or security interest granted under the Interim LC Order, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, if necessary, and to execute and deliver, and to record or authorize the recording of, such cash collateral and proceeds thereof any of the Companies;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each of the Companies to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the LC Transactions and all fees and expenses incurred by or on behalf of any of the Companies in connection with the foregoing resolutions, in accordance with the terms of the LC Documents, which shall in their sole judgment be necessary, proper, or advisable to perform any of the Companies' obligations under or in connection with the Interim LC Order or any of the other LC Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's or Authorized Officers' judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions adopted herein;

RESOLVED, that each Governing Body has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the Governing Documents of each Company, or hereby waives any right to have received such notice;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of each Governing Body; and

RESOLVED, that each of the Authorized Officers (and their designees and delegates) and each other partner, member, or managing member of each direct subsidiary of each Company, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of each Company, in each case, as such Authorized Officer shall deem necessary, appropriate, or desirable in such Authorized Officer's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *


ANNEX A

COMPANY	JURISDICTION
GenOn Energy, Inc.	Delaware
GenOn Americas Procurement, Inc.	Delaware
GenOn Asset Management, LLC	Delaware
GenOn Capital Inc.	Delaware
GenOn Energy Holdings, Inc.	Delaware
GenOn Energy Management, LLC	Delaware
GenOn Energy Services, LLC	Delaware
GenOn Fund 2001 LLC	Delaware
GenOn Mid-Atlantic Development, LLC	Delaware
GenOn Power Operating Services MidWest, Inc.	Delaware
GenOn Special Procurement, Inc.	Delaware
Hudson Valley Gas Corporation	New York
Mirant Asia-Pacific Ventures, LLC	Delaware
Mirant Intellectual Asset Management and Marketing, LLC	Delaware
Mirant International Investments, Inc.	Delaware
Mirant New York Services, LLC	Delaware
Mirant Power Purchase, LLC	Delaware
Mirant Wrightsville Investments, Inc.	Delaware
Mirant Wrightsville Management, Inc.	Delaware
MNA Finance Corp.	Delaware
NRG Americas, Inc.	Delaware
NRG Bowline LLC	Delaware
NRG California North LLC	Delaware
NRG California South GP LLC	Delaware
NRG California South LP	Delaware
NRG Canal LLC	Delaware
NRG Delta LLC	Delaware
NRG Florida GP, LLC	Delaware
NRG Florida LP	Delaware
NRG Lovett Development I LLC	Delaware
NRG Lovett LLC	Delaware
NRG New York LLC	Delaware
NRG North America LLC	Delaware
NRG Northeast Generation, Inc.	Delaware
NRG Northeast Holdings, Inc.	Delaware
NRG Potrero LLC	Delaware
NRG Power Generation Assets LLC	Delaware
NRG Power Generation LLC	Delaware
NRG Power Midwest GP LLC	Delaware
NRG Power Midwest LP	Delaware
NRG Sabine (Delaware), Inc.	Delaware


NRG Sabine (Texas), Inc.	Delaware
NRG San Gabriel Power Generation LLC	Delaware
NRG Tank Farm LLC	Delaware
NRG Wholesale Generation GP LLC	Delaware
NRG Wholesale Generation LP	Delaware
NRG Willow Pass LLC	Delaware
Orion Power New York GP, Inc.	Delaware
Orion Power New York LP, LLC	Delaware
Orion Power New York, L.P.	Delaware
RRI Energy Broadband, Inc.	Delaware
RRI Energy Channelview (Delaware) LLC	Delaware
RRI Energy Channelview (Texas) LLC	Delaware
RRI Energy Channelview LP	Delaware
RRI Energy Communications, Inc.	Delaware
RRI Energy Services Channelview, LLC	Delaware
RRI Energy Services Desert Basin, LLC	Delaware
RRI Energy Services, LLC	Delaware
RRI Energy Solutions East, LLC	Delaware
RRI Energy Trading Exchange, Inc.	Delaware
RRI Energy Ventures, Inc.	Delaware

IN WITNESS WHEREOF, the undersigned have caused this written consent to be executed as of the date first written above.


GENON ENERGY, INC.,
a Delaware corporation

By: 
Name: Frederic F. Brace
Title: Director

By: 
Name: John Chillemi
Title: Director

By: 
Name: Jonathan F. Foster
Title: Director

By: 
Name: Gaëtan Frotté
Title: Director

By: 
Name: Judith Lagano
Title: Director

By: 
Name: Mark A. McFarland
Title: Director

By: 
Name: Glen Edwin Mackey
Title: Director

GENON AMERICAS PROCUREMENT, INC.,
a Delaware corporation

By: 
Name: James V. Locher
Title: Director

GENON ASSET MANAGEMENT, LLC,
a Delaware limited liability company

By: NRG Power Generation LLC
Its: Sole Member

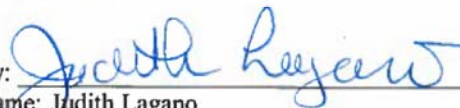
By: 
Name: Gaëtan Frotté
Title: Treasurer

GENON CAPITAL INC.,
a Delaware corporation

By: 
Name: Glen Edwin Mackey
Title: Director

GENON ENERGY HOLDINGS, INC.,
a Delaware corporation

By: 
Name: John Chillemi
Title: Director

By: 
Name: Judith Lagano
Title: Director

By: 
Name: Glen Edwin Mackey
Title: Director

GENON ENERGY MANAGEMENT, LLC,
a Delaware limited liability company

By: NRG North America LLC
Its: Sole Member

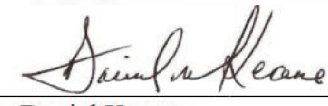
By: 
Name: Gaetan Frotté
Title: Treasurer

GENON ENERGY SERVICES, LLC,
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaetan Frotté
Title: Treasurer


By: 
Name: Brian Eric Curri
Title: Manager

By: 
Name: Daniel Keane
Title: Manager

By: 
Name: Jennifer Wallace
Title: Manager

GENON FUND 2001 LLC,
a Delaware limited liability company

By: GenOn Capital Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

**GENON MID-ATLANTIC
DEVELOPMENT, LLC,**
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer


**GENON POWER OPERATING SERVICES
MIDWEST, INC.,**
a Delaware corporation

By: 
Name: Judith Lagano
Title: Director

GENON SPECIAL PROCUREMENT, INC.,
a Delaware corporation

By: 
Name: James V. Locher
Title: Director

HUDSON VALLEY GAS CORPORATION,
a New York corporation

By: 
Name: Judith Lagano
Title: Director

MIRANT ASIA-PACIFIC VENTURES, LLC,
a Delaware limited liability company

By: Mirant International Investments, Inc.
Its: Sole Member

By: 
Name: Gaetan Frotté
Title: Treasurer

**MIRANT INTELLECTUAL ASSET
MANAGEMENT AND MARKETING, LLC,**
a Delaware limited liability company

By: GenOn Energy Holdings, Inc.
Its: Sole Member


By: 
Name: Gaetan Frotté
Title: Treasurer

**MIRANT INTERNATIONAL INVESTMENTS,
INC.,**
a Delaware corporation

By: 
Name: Glen Edwin Mackey
Title: Director

MIRANT NEW YORK SERVICES, LLC,
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

MIRANT POWER PURCHASE, LLC,
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

**MIRANT WRIGHTSVILLE INVESTMENTS,
INC.,**
a Delaware corporation

By: 
Name: Judith Lagano
Title: Director

**MIRANT WRIGHTSVILLE MANAGEMENT,
INC.,**
a Delaware corporation

By: 
Name: Judith Lagano
Title: Director

MNA FINANCE CORP.,
a Delaware corporation

By: 
Name: Glen Edwin Mackey
Title: Director

NRG AMERICAS, INC.,
a Delaware corporation


By: 
Name: John Chillemi
Title: Director

By: 
Name: Judith Lagano
Title: Director

By: 
Name: Glen Edwin Mackey
Title: Director


NRG BOWLINE LLC,
a Delaware corporation

By: NRG New York LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG CALIFORNIA NORTH LLC,
a Delaware limited liability company

By: NRG North America LLC
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

NRG CALIFORNIA SOUTH GP LLC,
a Delaware limited liability company

By: NRG Power Generation Assets LLC
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

NRG CALIFORNIA SOUTH LP,
a Delaware limited partnership

By: NRG California South GP LLC
Its: General Partner


By: 
Name: Gaëtan Frotté
Title: Treasurer

By: NRG Power Generation Assets LLC
Its: Limited Partner

By: 
Name: Gaëtan Frotté
Title: Treasurer


NRG CANAL LLC,
a Delaware limited liability company

By: NRG North America LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer


NRG DELTA LLC,
a Delaware limited liability company

By: NRG California North LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG FLORIDA GP, LLC,
a Delaware limited liability company

By: NRG Power Generation Assets LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG FLORIDA LP,
a Delaware limited partnership

By: NRG Florida GP, LLC
Its: General Partner


By: 
Name: Gaëtan Frotte
Title: Treasurer

By: NRG Power Generation Assets LLC
Its: Limited Partner

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG LOVETT DEVELOPMENT I LLC,
a Delaware limited liability company

By: NRG New York LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG LOVETT LLC,
a Delaware limited liability company

By: NRG New York LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer


NRG NEW YORK LLC,
a Delaware limited liability company

By: NRG North America LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG NORTH AMERICA LLC,
a Delaware limited liability company

By: GenOn Americas Generation, LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG NORTHEAST GENERATION, INC.,
a Delaware corporation

By: 
Name: John Chillemi
Title: Director

By: 
Name: Judith Lagano
Title: Director

By: 
Name: Glen Edwin Mackey
Title: Director

NRG NORTHEAST HOLDINGS, INC.,
a Delaware corporation

By: 
Name: John Chillemi
Title: Director

By: 
Name: Judith Lagano
Title: Director

By: 
Name: Glen Edwin Mackey
Title: Director

NRG POTRERO LLC,
a Delaware limited liability company

By: NRG California North LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG POWER GENERATION ASSETS LLC,
a Delaware limited liability company

By: NRG Power Generation LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG POWER GENERATION LLC,
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer


NRG POWER MIDWEST GP LLC,
a Delaware limited liability company

By: NRG Power Generation Assets LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG POWER MIDWEST LP,
a Delaware limited partnership


By: NRG Power Midwest GP LLC
Its: General Partner

By: 
Name: Gaëtan Frotte
Title: Treasurer

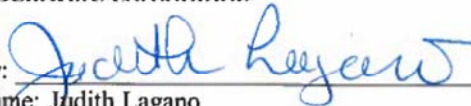
By: NRG Power Generation Assets LLC
Its: Limited Partner

By: 
Name: Gaëtan Frotte
Title: Treasurer

NRG SABINE (DELAWARE), INC.,
a Delaware corporation

By: 
Name: Judith Lagano
Title: Director

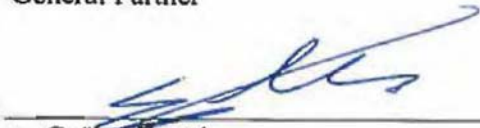
NRG SABINE (TEXAS), INC.,
a Delaware corporation

By: 
Name: Judith Lagano
Title: Director

**NRG SAN GABRIEL POWER GENERATION
LLC,**
a Delaware limited liability company

By: NRG California South LP
Its: Sole Member

By: NRG California South GP LLC
Its: General Partner

By: 
Name: Gaëtan Frotté
Title: Treasurer


NRG TANK FARM LLC,
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

NRG WHOLESale GENERATION GP LLC,
a Delaware limited liability company

By: NRG Power Generation LLC
Its: Sole Member


By: 
Name: Gaëtan Frotté
Title: Treasurer

NRG WHOLESale GENERATION LP,
a Delaware limited partnership

By: NRG Wholesale Generation GP LLC
Its: General Partner

By: 
Name: Gaëtan Frotté
Title: Treasurer

By: NRG Power Generation Assets LLC
Its: Limited Partner

By: 
Name: Gaëtan Frotté
Title: Treasurer

NRG WILLOW PASS LLC,
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

ORION POWER NEW YORK GP, INC.,
a Delaware limited liability company

By: 
Name: Judith Lagano
Title: Director


ORION POWER NEW YORK LP, LLC,
a Delaware limited liability company

By: NRG Power Generation LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

ORION POWER NEW YORK, L.P.,
a Delaware limited partnership

By: Orion Power New York GP, Inc.
Its: General Partner

By: 
Name: Gaëtan Frotte
Title: Treasurer

By: Orion Power New York LP, LLC
Its: Limited Partner

By: 
Name: Gaëtan Frotte
Title: Treasurer

RRI ENERGY BROADBAND, INC.,
a Delaware corporation

By: 
Name: Glen Edwin Mackey
Title: Director

**RRI ENERGY CHANNELVIEW
(DELAWARE) LLC,**
a Delaware limited liability company

By: NRG Power Generation LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer


**RRI ENERGY CHANNELVIEW (TEXAS)
LLC,**
a Delaware limited liability company

By: NRG Power Generation LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

RRI ENERGY CHANNELVIEW LP,
a Delaware limited partnership

By: RRI Energy Channelview (Texas) LLC
Its: General Partner

By: 
Name: Gaëtan Frotté
Title: Treasurer

By: RRI Energy Channelview (Delaware) LLC
Its: Limited Partner

By: 
Name: Gaëtan Frotté
Title: Treasurer

RRI ENERGY COMMUNICATIONS, INC.,
a Delaware corporation

By: 
Name: Glen Edwin Mackey
Title: Director

**RRI ENERGY SERVICES
CHANNELVIEW LLC,**
a Delaware limited liability company

By: RRI Energy Services, LLC
Its: Sole Member

By: 
Name: Gaëtan Frotté
Title: Treasurer

**RRI ENERGY SERVICES DESERT
BASIN, LLC,**
a Delaware limited liability company


By: RRI Energy Services, LLC
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

RRI ENERGY SERVICES, LLC,
a Delaware limited liability company

By: NRG Americas, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

By: 
Name: Christopher S. Moser
Title: Manager

RRI ENERGY SOLUTIONS EAST, LLC,
a Delaware limited liability company

By: GenOn Energy, Inc.
Its: Sole Member

By: 
Name: Gaëtan Frotte
Title: Treasurer

RRI ENERGY TRADING EXCHANGE, INC.,
a Delaware corporation

By: 
Name: Glen Edwin Mackey
Title: Director

RRI ENERGY VENTURES, INC.,
a Delaware corporation

By: 
Name: Glen Edwin Mackey
Title: Director

Fill in this information to identify the case:	
Debtor name	GenOn Energy, Inc., et al.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
1	WILMINGTON TRUST CO, AS INDENTURE TTEE RODNEY SQUARE NORTH 1100 NORTH MARKET STREET WILMINGTON DE 19890	NAME: CORPORATE CAPITAL MARKETS FAX: 302-636-4145	7.875% SENIOR NOTES DUE 2017				\$691,000,000.00
2	WILMINGTON TRUST CO, AS INDENTURE TTEE RODNEY SQUARE NORTH 1100 NORTH MARKET STREET WILMINGTON DE 19890	NAME: CORPORATE CAPITAL MARKETS FAX: 302-636-4145	9.500% SENIOR NOTES DUE 2018				\$649,000,000.00
3	WILMINGTON TRUST CO, AS INDENTURE TTEE RODNEY SQUARE NORTH 1100 NORTH MARKET STREET WILMINGTON DE 19890	NAME: CORPORATE CAPITAL MARKETS FAX: 302-636-4145	9.875% SENIOR NOTES DUE 2020				\$490,000,000.00
4	WILMINGTON SAVINGS FUND SOCIETY, FSB AS SUCCESSOR INDENTURE TRUSTEE 500 DELAWARE AVENUE WILMINGTON DE 19801	NAME: PATRICK HEALY FAX: 302-421-9137 EMAIL: PHEALY@WSFSBANK.COM	8.500% SENIOR NOTES DUE 2021				\$366,000,000.00
5	WILMINGTON SAVINGS FUND SOCIETY, FSB AS SUCCESSOR INDENTURE TRUSTEE 500 DELAWARE AVENUE WILMINGTON DE 19801	NAME: PATRICK HEALY FAX: 302-421-9137 EMAIL: PHEALY@WSFSBANK.COM	9.125% SENIOR NOTES DUE 2031				\$329,000,000.00
6	COMMONWEALTH OF PENNSYLVANIA 2103 RESEARCH FOREST DRIVE THE WOODLANDS TX 77380	NAME: GENERAL COUNSEL FAX: 717-787-2500	TAX LIABILITY	DISPUTED			\$24,649,118.00
7	ALSTOM POWER INC 200 GREAT POND DRIVE WINDSOR CT 06095-1556	NAME: GENERAL COUNSEL PHONE: 860-688-1911 FAX: 860-285-9611	TRADE DEBT				\$1,098,939.31

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
8	AMERICAN INTEGRATED SERVICES INC 1502 E OPP STREET WILMINGTON CA 90744	NAME: GENERAL COUNSEL PHONE: 310-522-1168 FAX: 310-522-0474 EMAIL: MBORREGO@AMERICANINTEGRATED.COM	TRADE DEBT				\$1,057,558.19
9	FRESH MEADOW POWER LLC 6501 FRESH MEADOW LANE FRESH MEADOWS NY 11365-2011	NAME: GENERAL COUNSEL PHONE: 718-961-6634 FAX: 718-358-9507	TRADE DEBT				\$935,036.78
10	UNION PACIFIC RAILROAD COMPANY 1400 DOUGLAS STREET STOP 1720 OMAHA NE 68179-1720	NAME: GENERAL COUNSEL PHONE: 402-544-5000 EMAIL: AWSCHROD@UP.COM	TRADE DEBT				\$525,156.35
11	BURNHAM INDUSTRIAL CONTRACTORS INC 3229 BABCOCK BLVD PITTSBURGH PA 15237-2825	NAME: GENERAL COUNSEL PHONE: 412-366-6622 FAX: 412-366-7540 EMAIL: KATHY@BINSUL.COM	TRADE DEBT				\$519,589.17
12	BRAND ENERGY SERVICES LLC BRAND ENERGY & INFRASTRUCTURE HOLDINGS 3 MARK RD KENILWORTH NJ 07033-1051	NAME: GENERAL COUNSEL PHONE: 908-686-8099 FAX: 908-686-4776 EMAIL: MAXWELL.BOUCHER@BEIS.COM	TRADE DEBT				\$509,992.50
13	GENERAL ELECTRIC 4200 WILDWOOD PARKWAY ATLANTA GA 30339-8402	NAME: GENERAL COUNSEL PHONE: 800-443-3278 FAX: 678-844-6858	TRADE DEBT				\$486,300.65
14	DUCERA PARTNERS LLC 499 PARK AVE 16TH FL NEW YORK NY 10022-1240	NAME: MICHAEL A. KRAMER PHONE: 212-671-9700 EMAIL: MKRAMER@DUCERAPARTNERS.COM	TRADE DEBT				\$363,444.17
15	THIELSCH ENGINEERING INC 195 FRANCES AVE CRANSTON RI 02910-2211	NAME: GENERAL COUNSEL PHONE: 401-467-6454 FAX: 401-461-6006	TRADE DEBT				\$212,050.00
16	SOUTHERN CALIFORNIA EDISON PO BOX 800 ROSEMEAD CA 91771-0001	NAME: GENERAL COUNSEL PHONE: 626-302-3286 FAX: 626-302-3254	TRADE DEBT				\$205,140.08
17	DRA TAGGART LLC 4000 TOWN CENTER BOULEVARD STE 200 CANONSBURG PA 15317-5837	NAME: GENERAL COUNSEL PHONE: 724-754-9800 FAX: 724-754-9801	TRADE DEBT				\$197,132.89
18	STEVENS ENGINEERS & CONSTRUCTORS INC 7850 FREEWAY CR STE 100 MIDDLEBURG HEIGHTS OH 44130-6317	NAME: GENERAL COUNSEL PHONE: 440-234-7888 FAX: 724-873-0937 EMAIL: TDELUCA@STEVENSEC.COM	TRADE DEBT				\$196,370.52
19	HAMON RESEARCH COTTRELL INC 58 EAST MAIN STREET SOMERVILLE NJ 08876	NAME: GENERAL COUNSEL PHONE: 908-685-4000 FAX: 908-333-2154 EMAIL: ANTHONY.COLON@HAMONUSA.COM	TRADE DEBT				\$166,376.00
20	JS INTERNATIONAL SOLUTIONS INC 1430 CATHARINE ST PHILADELPHIA PA 19146-2206	NAME: GENERAL COUNSEL PHONE: 267-266-2979 FAX: 267-285-1190	TRADE DEBT				\$122,254.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
21	SARGENT ELECTRIC COMPANY 2767 LIBERTY AVENUE PITTSBURGH PA 15222	NAME: GENERAL COUNSEL PHONE: 412-394-7526 FAX: 412-394-7555	TRADE DEBT				\$116,847.24
22	US SECURITY ASSOCIATES INC 200 MANSELL COURT, FIFTH FL ROSWELL GA 30076	NAME: GENERAL COUNSEL PHONE: 770-625-1429 FAX: 770-625-1457 EMAIL: DCASH@USSECURITYASSOCIATES.COM	TRADE DEBT				\$103,996.23
23	MALARK LOGISTICS INC 9100 85TH AVE N BROOKLYN PARK MN 55445	NAME: GENERAL COUNSEL PHONE: 763-428-3564 FAX: 763-428-7361 EMAIL: INFO@MALARK.COM	TRADE DEBT				\$103,721.16
24	PIC GROUP INC 1000 PARKWOOD CIRCLE, SUITE 1000 ATLANTA GA 30339	NAME: GENERAL COUNSEL PHONE: 770-850-0100 FAX: 770-850-2200 EMAIL: AR@PICWORLD.COM	TRADE DEBT				\$90,171.45
25	CB&I ENVIRONMENTAL & INFRASTRUCTURE 2103 RESEARCH FOREST DRIVE THE WOODLANDS TX 77380	NAME: GENERAL COUNSEL PHONE: 832-513-1000 FAX: 617-589-5495 EMAIL: JENNIFER.RAULF@CBI.COM	TRADE DEBT				\$82,323.38
26	VALMET INC 2425 COMMERCE AVENUE, SUITE 100 DULUTH GA 30096	NAME: GENERAL COUNSEL PHONE: 514-908-7069 EMAIL: JOHN.POLIAFICO@VALMET.COM	TRADE DEBT				\$77,762.40
27	HYDROCHEM LLC 900 GEORGIA AVENUE DEER PARK TX 77536	NAME: GENERAL COUNSEL PHONE: 713-393-5600/800-932-5326 FAX: 713-393-5951 EMAIL: INFO@HYDROCHEM.COM	TRADE DEBT				\$77,267.23
28	MPW INDUSTRIAL WATER SERVICES INC 9711 LANCASTER ROAD SE HEBRON OH 43025	NAME: GENERAL COUNSEL PHONE: 800-827-8790 FAX: 740-929-1614	TRADE DEBT				\$72,808.52
29	TRANSGLOBAL ENERGY INC 2450 ATLANTA HIGHWAY SUITE 501 CUMMING GA 30040-1254	NAME: GENERAL COUNSEL PHONE: 678-455-0365 X-2 FAX: 770-844-2000	TRADE DEBT				\$69,166.05
30	IRWIN INDUSTRIES INC 1580 W CARSON STREET LONG BEACH CA 90810	NAME: GENERAL COUNSEL PHONE: 310-233-3000 FAX: 310-834-9402 EMAIL: ACCOUNTSRECEIVABLE@IRWININDUSTRIES.COM	TRADE DEBT				\$65,461.92
31	DION & SONS INC 1543 WEST 16TH STREET LONG BEACH CA 90813-1210	NAME: GENERAL COUNSEL PHONE: 888-424-3466 FAX: 562-432-7969	TRADE DEBT				\$61,216.49
32	ABB INC 3010 BRIAR PARK DRIVE HOUSTON TX 77042	NAME: GENERAL COUNSEL PHONE: 713-587-8138 FAX: 713-266-4306 EMAIL: US.SASACCTREC@US.ABB.COM	TRADE DEBT				\$60,180.99

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
33	ENVIRONEX INC 1 GREAT VALLEY PARKWAY STE 4 MALVERN PA 19355-1423	NAME: GENERAL COUNSEL PHONE: 484-320-8608 FAX: 484-320-8639	TRADE DEBT				\$58,600.00
34	PETROCHEM INSULATION INC 2300 CLAYTON RD STE 1050 CONCORD CA 94520-2100	NAME: GENERAL COUNSEL PHONE: 707-558-3915 EMAIL: BRIAN.BENSON@PETROCHEMIN C.COM	TRADE DEBT				\$57,775.74
35	HAAS GROUP INTERNATIONAL LLC 1475 PHOENIXVILLE PIKE STE 101 WEST CHESTER PA 19380-1437	NAME: GENERAL COUNSEL PHONE: 484-323-8600 FAX: 484-564-4536	TRADE DEBT				\$56,737.04
36	SCHMIDT INDUSTRIES 3290 PATTERSON RD BAY CITY MI 48706-1847	NAME: GENERAL COUNSEL PHONE: 989-684-3216 FAX: 989-684-3228	TRADE DEBT				\$55,792.00
37	PERRECA ELECTRIC COMPANY INC 520 BROADWAY NEWBURGH NY 12550	NAME: GENERAL COUNSEL PHONE: 845-562-4080 FAX: 845-562-0801	TRADE DEBT				\$54,364.62
38	CONTRA COSTA HEALTH SERVICES 50 DOUGLAS DRIVE #320C MARTINEZ CA 94553-4003	NAME: GENERAL COUNSEL PHONE: 925-927-5521 FAX: 925-313-6721	TRADE DEBT				\$54,331.00
39	MURRAY AMERICAN RIVER TOWING INC 46226 NATIONAL ROAD SAINT CLAIRSVILLE OH 43950-8742	NAME: GENERAL COUNSEL PHONE: 740-338-3100 FAX: 740-338-3414	TRADE DEBT				\$54,284.45
40	TP AUTOMATION LLC 3252 STATE ROUTE 31 ACME PA 15610-2405	NAME: GENERAL COUNSEL PHONE: 724-593-7046 FAX: (724) 593-6364 EMAIL: BECKYK@TPELECTRIC.NET	TRADE DEBT				\$49,611.89
41	FLORIDA GAS TRANSMISSION COMPANY LL 1300 MAIN ST HOUSTON TX 77002	NAME: GENERAL COUNSEL PHONE: 713-989-7000 FAX: 713-989-1158	TRADE DEBT				\$46,500.00
42	ENVIRONMENTAL SYSTEMS CORPORATION 10801 N MOPAC EXPY BLDG 1, SUITE 200 AUSTIN TX 78759	NAME: GENERAL COUNSEL PHONE: 512-250-7900 FAX: 512-258-5836	TRADE DEBT				\$42,696.00
43	CONTROL ASSOCIATES INC 20 COMMERCE DRIVE ALLENDALE NJ 07401-1638	NAME: GENERAL COUNSEL PHONE: 201-934-9200 FAX: 201-934-9262 EMAIL: STEPHAN.DIPILATO@CONTROL- ASSOCIATES.COM	TRADE DEBT				\$40,375.00
44	JOE BAUMGARDNER SAFETY CONSULTING I 3633 ASHLAND DR BETHEL PARK PA 15102	NAME: GENERAL COUNSEL PHONE: 412-600-4641 EMAIL: JOE@JOESAFETY.COM	TRADE DEBT				\$37,156.00
45	TOTAL WESTERN INC 8049 SOMERSET BLVD PARAMOUNT CA 90723-4396	NAME: GENERAL COUNSEL PHONE: 562-220-1450 FAX: 562-630-7772	TRADE DEBT				\$36,883.51
46	SYSTEM ONE 12 FEDERAL STREET SUITE 205 PITTSBURGH PA 15212	NAME: GENERAL COUNSEL PHONE: 724-275-9970/412-995- 1900 FAX: 412-995-1901	TRADE DEBT				\$35,652.50

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff [1]	Unsecured Claim
47	GAS UNLIMITED INC 2277 PLAZA DRIVE, SUITE 270 SUGARLAND TX 77479	NAME: GENERAL COUNSEL PHONE: 281-295-5732 FAX: 303-558-3887 EMAIL: BETH.LYNCH@GASUNLIM.COM	TRADE DEBT				\$34,932.39
48	GRAYBAR ELECTRIC COMPANY INC 12753 COLLECTIONS CTR DR CHICAGO IL 60693-2753	NAME: GENERAL COUNSEL PHONE: 314-573-5200 EMAIL: BELRIDGE.NARG@GRAYBAR.COM	TRADE DEBT				\$34,579.11
49	OCS INDUSTRIES INC 33 FINI DRIVE MIDDLETOWN NY 10941-4006	NAME: GENERAL COUNSEL PHONE: 845-692-8450 FAX: 845-692-8461	TRADE DEBT				\$34,318.61
50	ARCO ENTERPRISES INC 1125 GARDEN ST GREENSBURG PA 15601-9167	NAME: GENERAL COUNSEL PHONE: 724-836-2222 FAX: 724-836-0809	TRADE DEBT				\$33,493.00

Fill in this information to identify the case and this filing:	
Debtor Name	GenOn Energy, Inc., et al.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

6/14/2017
MM/DD/YYYY

/s/ Gaëtan C. Frotté

Signature of individual signing on behalf of debtor

Gaëtan C. Frotté

Printed name

Authorized Signatory

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
GENON CAPITAL INC.,)	Case No. 17-_____ (____)
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
GenOn Capital Inc.	GenOn Energy Holdings, Inc.	804 Carnegie Center Princeton, New Jersey 08540	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Fill in this information to identify the case and this filing:	
Debtor Name	GenOn Capital Inc.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

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I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

6/14/2017
MM/ DD/YYYY

/s/ Gaëtan C. Frotté

Signature of individual signing on behalf of debtor

Gaëtan C. Frotté

Printed name

Authorized Signatory

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
GENON CAPITAL INC.,)	Case No. 17-_____ (___)
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
GenOn Energy Holdings, Inc.	100%

Fill in this information to identify the case and this filing:	
Debtor Name	GenOn Capital Inc.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

6/14/2017
MM/ DD/YYYY

/s/ Gaëtan C. Frotté

Signature of individual signing on behalf of debtor

Gaëtan C. Frotté

Printed name

Authorized Signatory

Position or relationship to debtor