

DYNEGY INC /IL/
Form U-3A-2
February 27, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM U-3A-2

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION
UNDER RULE U-3A-2 FROM THE PROVISIONS OF THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Dynegy Inc. hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption pursuant to Rule 2 from the provisions of the Public Utility Holding Company Act of 1935 (the **Act**), except section 9(a)(2) of the Act, by operation of section 3(a)(1) of the Act, 15 U.S.C. ss. 79c(a)(1), and submits the following information:

1. Name, state of organization, location, nature of business of Claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which Claimant directly or indirectly holds an interest.

See attached Appendix I.

2. A brief description of the properties of Claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which Claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of the State.

Claimant

Claimant, through its wholly owned subsidiary Illinova Corporation, an Illinois corporation and a public utility holding company (**Illinova**), owns public utility companies or public utility assets as defined under the Act. All of Claimant's activities as a holding company as defined

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within section 2(a)(7) of the Act pertain to Illinois public utility operations the public utility operations conducted by a subsidiary of Illinova pursuant to its exemption under section 3(a)(1) of the Act. All of Claimant s public utility assets are located in the State of Illinois. Claimant also owns various non-public utility generating facilities, including some facilities located in the State of Illinois, the electric energy generated by which generally is sold pursuant to third-party contracts or otherwise into the wholesale market.

Illinova

Illinova, through one of its subsidiaries, owns public utility companies or public utility assets as defined under the Act. Illinova is exempt from all provisions of the Act except section 9(a)(2) by virtue of section 3(a)(1) of the Act. Illinova and the public utility subsidiary company from which it derived a material part of its income in the calendar year 2003 are predominantly intrastate in character and conduct their business substantially within the State of Illinois; Illinova Corporation, HCAR No. 8305 (May 18, 1994) (approving formation of Illinova and exemption under section 3(a)(1) of the Act). All of Illinova s public utility assets are located in the State of Illinois.

One wholly owned subsidiary of Illinova operated as a public utility company or owned public utility assets during all or part of the calendar year 2003 Illinois Power Company, an Illinois corporation (**Illinois Power**).

Illinois Power is a wholly owned subsidiary of Illinova. Illinois Power is an electric and natural gas public utility company that owns electric generation, transmission and distribution facilities and natural gas distribution facilities located in the State of Illinois. Illinois Power provides retail electric service and retail natural gas service to customers located throughout Illinois. Illinois Power s retail operations are subject to the jurisdiction of the Illinois Commerce Commission and its wholesale sales of electricity are subject to the jurisdiction of the Federal Energy Regulatory Commission. Illinois Power also owns approximately 1,672 miles of transmission facilities located in the State of Illinois. These facilities are interconnected with several electrical utility companies in the midwestern region of the United States. Illinois Power also owns a fifty percent (50%) interest in three diesel combustion turbines with a combined net capacity of 5.25 MW located in Bloomington, Illinois. These three turbines are occasionally utilized for peaking power by Illinois Power.

In February 2004, the Claimant entered into an agreement to sell Illinois Power and its 20% interest in the Joppa power generation facility to Ameren Corp. The transaction is expected to close by the end of 2004, subject to the receipt of required regulatory approvals and other conditions.

3. The following information for the last calendar year with respect to Claimant and each of its subsidiary public utility companies.

(a) Number of Kwh. of electric energy sold (at retail or wholesale), and Mcf. of natural or manufactured gas distributed at retail.

Illinois Power had electric energy sales (at retail or wholesale) of approximately 18,601,000,000 Kwh and distributed approximately 55,200,000 Mcf. of natural gas at retail.

(b) Number of Kwh. of electric energy and Mcf. of natural or manufactured gas distributed at retail outside the state in which each such company is organized.

Illinois Power did not distribute electrical energy or natural or manufactured gas at retail outside the State of Illinois.

(c) Number of Kwh. of electric energy and Mcf. of natural or manufactured gas sold at wholesale outside the state in which each such company is organized or at the state line.

Illinois Power sold approximately 1,413,034 Kwh of electric energy at wholesale outside the State of Illinois. Illinois Power had no sales of natural or manufactured gas at wholesale outside the State of Illinois.

(d) Number of Kwh. of electric energy and Mcf. of natural or manufactured gas purchased at wholesale outside the state in which each such company is organized or at the state line.

Illinois Power purchased approximately 1,404,015 Kwh of electric energy at wholesale outside the State of Illinois. Illinois Power purchased approximately 53,024,000 Mcf of natural or manufactured gas at wholesale outside the State of Illinois.

4. The following information for the reporting period with respect to Claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

(b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

(c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company. For purposes of this Form U-3A-2, capital invested reflects property, plant

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and equipment prior to subtracting depreciation for all facilities owned, operated or under construction by Claimant. Amounts reflect those associated with Claimant's economic interest in the EWG or foreign utility company. Also for purposes of this Form U-3A-2, amounts listed opposite the heading "other obligations" include letters of credit posted, directly or indirectly, by the holding company claiming exemption for the benefit of the EWG or foreign utility company.

- (d) Capitalization and earnings of the EWG or foreign utility company during the reporting period. For purposes of this Form U-3A-2, capitalization represents capital invested by Claimant for 2003 less capital invested by Claimant for 2002. Amounts reflect those associated with Claimant's economic interest in the EWG or foreign utility company.

- (e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

Dynegy Holdings Inc., a Delaware corporation and wholly owned subsidiary of Claimant (**Dynegy Holdings**), and Illinova Generating Company, an Illinois corporation and wholly owned subsidiary of Illinova (**Illinova Generating**), own direct or indirect interests in the following EWGs and foreign utility companies, as more fully set forth below:^{/1/}

^{/1/} All entities owned by claimant that achieved EWG status during the year 2003 are listed herein and the information provided for each such entity is not prorated from the effective date of EWG status.

4.1 Bluegrass Generation Company, L.L.C., LaGrange, Kentucky

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Bluegrass Generation Company, L.L.C.
Address: Attn: Business Manager

1000 Louisiana

Suite 5800

Houston, TX 77002
Location: 3095 Commerce Parkway

LaGrange, KY 40031
Facility: 495 MW (nominal) natural gas fired peaking facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Bluegrass Generation Company, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Bluegrass Generation, Inc., a Delaware corporation. Bluegrass Generation, Inc. owns 100% directly of Bluegrass Generation Company, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$195,626,890

Guarantee: None

Other Obligations : None

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$1,615,416
Earnings: Approximately US \$(7,685,637)

- E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into a Base Contract for Short-Term Sale and Purchase of Natural Gas with Dynegy Marketing and Trade dated February 1, 2002, which provides for the purchase and sale of gas on a firm or interruptible basis. The EWG entered into a Master Power Purchase and Sale

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Agreement with Dynegy Power Marketing, Inc. dated February 1, 2002, which provides for the purchase and sale of electric capacity or energy on a firm or interruptible basis. The EWG entered into the following agreements, each dated July 15, 2002: (i) an Energy Management Agreement with Dynegy Marketing and Trade and Dynegy Power Marketing, Inc. regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed, (ii) a Long-Term Maintenance and Parts Agreement with Dynegy Parts and Technical Services, Inc. regarding the purchase and sale of certain parts and services at negotiated prices, (iii) an Operation Maintenance Agreement with Dynegy Operating Company to receive services for operating, repairing and maintaining the facility for a fee, and (iv) an Administrative Services Agreement with Dynegy Power Management Services, L.P. for business management and accounting services for a fee.

4.2 Cabrillo Power I LLC, Carlsbad, California

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Cabrillo Power I LLC
Address: Attn: Business Manager

1000 Louisiana

Suite 5800
 Houston, TX 77002
 Location: 4600 Carlsbad Boulevard
 Carlsbad, CA 92008
 Facility: 970 MW (nominal) natural gas and/or fuel-oil fired peaking facility

B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Cabrillo Power I LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of DPC II Inc., a Delaware corporation. DPC II Inc. owns 50% directly of WCP (Generation) Holdings LLC, a Delaware limited liability company. WCP (Generation) Holdings LLC owns 100% directly of West Coast Power LLC, a Delaware limited liability company. West Coast Power LLC owns 100% directly of Cabrillo Power I LLC.

C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$202,188,968
 Guarantee: Approximately US \$7,500,000, subject to setoff rights and reimbursement rights
 Other Obligations: None

D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$6,523,285
 Earnings: Approximately US \$117,621,523

E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement with Electric Clearinghouse, Inc. (now known as Dynegy Power Marketing, Inc.) and Dynegy Marketing and Trade dated May 20, 1999 and a Natural Gas Sales Agreement with Dynegy Marketing and Trade dated May 20, 1999 regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy managed and volume of gas delivered. The EWG entered into an Administrative Services Agreement with West Coast Power LLC dated June 30, 1999 which provides for business management and accounting services for a fee equal to the sum of hourly labor costs, an agreed profit margin, and cost and expenses. The EWG entered into an ISDA Master Agreement with Dynegy Marketing and Trade dated May 20, 1999, regarding the management and exchange of electrical energy and natural gas trading risk, the revenues of which are subject to variance and may be negative or positive. The EWG entered into a Master Power Purchase and Sale Agreement with Dynegy Power Marketing, Inc. dated June 1, 2001, which provides for the purchase and sale of electric capacity or energy on firm or interruptible basis.

4.3 Cabrillo Power II LLC, Southern California (multiple locations)

A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

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Name of EWG: Cabrillo Power II LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002

Locations and Facilities:

(i) Division Street Combustion Turbine
3200 Harbor Drive

San Diego, CA 92113

Facility: 13 MW fuel-oil fired peaking facility

(ii) El Cajon Combustion Turbine
800 West Main Street

El Cajon, CA 92020

Facility: 13 MW (nominal) natural gas and/or fuel-oil fired peaking facility

(iii) Kearny Combustion Turbines-Kearny Unit One
5460 Overland Road

San Diego, CA 92123

Facility: 15 MW (nominal) natural gas and/or fuel-oil fired peaking facility

(iv) Kearny Combustion Turbines-Kearny Power Block Two and Kearny Power Block Three
5459 Complex Street

San Diego, CA 92123

Facility: 112 MW (nominal) natural gas and/or fuel-oil fired peaking facility

(v) Miramar Combustion Turbines
6897 Consolidated Way

San Diego, CA 92121

Facility: 33 MW (nominal) natural gas and/or fuel-oil fired peaking facility

(vi) Naval Station Combustion Turbine

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U.S. Naval Station, Building 3247

Surface Navy Boulevard

San Diego, CA 92136

Facility: 20 MW (nominal) natural gas and/or fuel-oil fired peaking facility

(vii) Naval Training Center Combustion Turbine

U.S. Marine Corps Recruit Depot

Building 566, Neville Road

San Diego, CA 92133

Facility: 13 MW (nominal) natural gas and/or fuel-oil fired peaking facility

(viii) North Island Combustion Turbine (Unit One and Two)

North Island Naval Air Station, Building 370

Rogers Street and Quay Road

Coronado, CA 92135

Facility: 34 MW (nominal) natural gas and/or fuel-oil fired peaking facility

B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Cabrillo Power II LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of DPC II Inc., a Delaware corporation. DPC II Inc. owns 50% directly of WCP (Generation) Holdings LLC, a Delaware limited liability company. WCP (Generation) Holdings LLC owns 100% directly of West Coast Power LLC, a Delaware limited liability company. West Coast Power LLC owns 100% directly of Cabrillo Power II LLC.

C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or

indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$37,711,486
 Guarantee: Approximately US \$7,500,000, subject to setoff rights and reimbursement rights
 Other Obligations: None

D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$2,336,194
 Earnings: Approximately US \$(5,018,743)

E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into an Energy Management Agreement with Electric Clearinghouse, Inc. (now known as Dynegy Power Marketing, Inc.) and Dynegy Marketing and Trade dated May 20, 1999 and a Natural Gas Sales Agreement with Dynegy Marketing and Trade dated May 20, 1999 regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy managed and volume of gas delivered. The EWG entered into an Administrative Services Agreement with West Coast Power LLC dated June 30, 1999 for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and cost and expenses. The EWG entered into an ISDA Master Agreement with Dynegy Marketing and Trade dated May 20, 1999, regarding the management and exchange of electrical energy and natural gas trading risk, the revenues of which are subject to variance and may be negative or positive. The EWG entered into a Master Power Purchase and Sale Agreement with Dynegy Power Marketing, Inc. dated June 1, 2001, which provides for the purchase and sale of electric capacity or energy on a firm or interruptible basis.

4.4 Calcasieu Power, LLC, Sulphur, Louisiana

A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Calcasieu Power, LLC
 Address: Attn: Business Manager
 1000 Louisiana
 Suite 5800
 Houston, TX 77002
 Location: 1519 Davison Road
 Sulphur, LA 70665
 Facility: 320 MW (nominal) natural gas fired peaking facility

B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Calcasieu Power, LLC a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Calcasieu Power, Inc., a Delaware corporation and Parish Power, Inc., a Delaware corporation. Calcasieu Power, Inc. owns 99% directly of Calcasieu Power, LLC and Parish Power, Inc. owns 1% directly of Calcasieu Power, LLC.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested:	Approximately US \$112,655,870
Guarantee:	None
Other Obligations:	None

D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$(919,625)
 Earnings: Approximately US \$(4,287,963)

E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into an Energy Management Agreement dated July 1, 2001 with Dynegy Power Marketing, Inc. and Dynegy Marketing and Trade regarding wholesale management and marketing of electrical energy and natural gas services for fees which vary monthly based on the amount of energy and volume of gas managed. The EWG entered into the following agreements, each dated July 15, 2002: (i) an Administrative Services Agreement with Dynegy Power Management Services, L.P. for business management and accounting services at a fee equal to the sum of hourly labor costs, an agreed profit margin, and costs and expenses, (ii) a Long-Term Maintenance and Parts Agreement with Dynegy Parts and Technical Services, Inc. regarding the purchase and sale of certain parts and services at negotiated prices, and (iii) an Operation and Maintenance Agreement with Dynegy Operating Company, to receive services for operating, repairing and maintaining the facility for a fixed monthly fee and a performance bonus, reviewed and adjusted on an annual basis. The EWG entered into a Power Purchase Agreement with Dynegy Power Marketing, Inc. dated May 25, 2000 pursuant to which Dynegy Power Marketing, Inc. purchases electric energy and related products from the EWG at contractually agreed prices.

4.5 Commonwealth Atlantic Limited Partnership, Fairfax, Virginia

A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Commonwealth Atlantic Limited Partnership
 Address:: Attn: Chickahominy River Energy Corp.,
 Managing General Partner
 2500 Fair Lakes Circle,
 Suite 200
 Fairfax, VA 22033
 Location: 2837 South Military Highway
 Chesapeake, VA 23323
 Facility: 344 MW (nominal) natural gas and/or fuel-oil fired peaking facility

B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of Commonwealth Atlantic Limited Partnership, a Virginia limited partnership. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of James River Energy Corp., a Virginia corporation. James River Energy Corp. owns 50% of Commonwealth Atlantic Limited Partnership.

C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

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Capital Invested: Approximately US \$63,408,444
Guarantee: Approximately US \$2,000,000 (Parent Guarantee)
Other Obligations: None

D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$3,023
Earnings: Approximately US \$(886,272)

E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

None

4.6 Dynegy Danskammer, L.L.C., Newburgh, New York

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Dynegy Danskammer, L.L.C.
 Address: Attn: Business Manager
 1000 Louisiana
 Suite 5800
 Houston, TX 77002
 Location: 994 River Road
 Newburgh, NY 12550
 Facility: 128 MW (nominal) natural gas and/or fuel-oil fired peaking facility
 370 MW (nominal) coal and/or natural gas fired base load facility

- B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Dynegy Danskammer, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Dynegy Northeast Generation, Inc., a Delaware corporation. Dynegy Northeast Generation, Inc. owns 100% directly of Hudson Power, L.L.C., a Delaware limited liability company. Hudson Power, L.L.C. owns 100% directly of Dynegy Danskammer, L.L.C.

- C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested: Approximately US \$413,045,283
 Guarantee: Approximately US \$325,206,700
 Other Obligations: Approximately US \$7,000,000 (Letter of Credit)

- D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization: Approximately US \$15,381,273
 Earnings: Approximately US \$(111,043,044)

- E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into a Coal Agency Agreement dated January 21, 2001 with Dynegy Coal Trading & Transportation, L.L.C. pursuant to which Dynegy Coal Trading & Transportation, L.L.C. negotiates all purchases and deliveries of coal used by the EWG in the generation of electricity. A management fee per ton delivered is assessed as compensation for this service.

The EWG entered into a Base Contract for Short-Term Sale and Purchase of Natural Gas dated April 1, 2001 with Dynegy Marketing and Trade pursuant to which the EWG purchases at contractually agreed rates and receives from Dynegy Marketing and Trade gas used by the EWG to

generate electricity.

The EWG entered into a Power Purchase and Sale Agreement dated December 16, 2000 with Dynegy Power Marketing, Inc. pursuant to which Dynegy Power Marketing, Inc. purchases electric energy and related products from the EWG at contractually agreed prices.

The EWG entered into a Energy Management Agreement with Dynegy Marketing and Trade, Dynegy Power Marketing, Inc., and Dynegy Coal Trading & Transportation, L.L.C. dated January 31, 2001 whereby the EWG has appointed Dynegy Marketing and Trade, Dynegy Power Marketing, Inc. and Dynegy Coal Trading & Transportation, L.L.C. to manage the dispatch of electric energy, capacity and related products from the EWG and the delivery of natural gas and other fuel required by the EWG.

4.7 Dynegy Midwest Generation, Inc., Illinois (multiple locations)

- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: Dynegy Midwest Generation, Inc.
Address: Attention: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002

Locations and Facilities:

(i) Hennepin Power Station
R.R. #1, Box 200AA

Power Plant Road

Hennepin, IL 61327

Facility: 265 MW (nominal) coal fired base load facility

(ii) Oglesby Gas Turbine Plant
State Highway 351

Oglesby, IL 61348

Facility: 54 MW (nominal) natural gas fired peaking facility

(iii) Wood River Power Station
#1 Chessen Lane

Alton, IL 62002

Facility: 546 MW (nominal) coal/natural gas fired base load and peaking facility

(iv) Stallings Gas Turbine Plant
State Highway 162

Granite City, IL 62040

Facility: 82 MW (nominal) natural gas fired peaking facility

(v) Baldwin Power Station
10901 Baldwin Road, Box 146

Baldwin, IL 62217

Facility: 1,761 MW (nominal) coal fired base load facility

(vi) Havana Power Station
15260 N State Route 78

Havana, IL 62644

Facility: 683 MW (nominal) coal fired base load and fuel oil peaking facility

(vii) Vermilion Power Station
County Road 2150N

Oakwood, IL 61858

Facility: 191 MW (nominal) coal/natural gas base load and fuel oil fired peaking facility

(viii) Tilton Gas Turbine Plant
 80 W First Street

 Tilton, IL 61833

Facility: 176 MW (nominal) natural gas fired peaking facility

B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Dynegy Midwest Generation, Inc., an Illinois corporation. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Catlin Member, Inc., a Delaware corporation. Dynegy Catlin Member, Inc. owns 100% directly of Dynegy Midwest Generation, Inc.

C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested:	Approximately US \$3,492,279,857
Guarantee:	None
Other Obligations:	None

D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization:	Approximately US \$151,111,151
Earnings:	Approximately US \$(39,188,758)

E. Identify any service, sales or construction contracts between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreements:

The EWG entered into a Coal Purchase and Sales Agreement with Dynegy Coal Trading & Transportation, L.L.C. dated effective January 1, 2000 for the purchase of all of the EWG's requirements for coal at pre-determined prices on a Btu basis. The EWG entered into a Fuel Oil Purchase and Sales Agreement with Dynegy Coal Trading & Transportation, L.L.C. dated effective January 1, 2000 for the purchase of all of the EWG's requirements for fuel oil on a cost plus basis plus a predetermined fee. EWG entered into a Swap Agreement with Dynegy Holdings Inc. dated effective June 29, 2000 whereby Dynegy Holdings Inc. agreed to assume certain interest rate risk of the EWG in exchange for payment by the EWG of a percentage of certain outstanding advanced amounts. The EWG is a party to a Power Purchase Agreement with Illinois Power, dated as of October 1, 1999, pursuant to which Illinois Power is entitled to certain levels of capacity of energy at stated prices. The EWG entered into a Power Purchase and Sale Agreement with Dynegy Power Marketing, Inc. dated January 1, 2000 pursuant to which Dynegy Power Marketing, Inc. purchases electric energy and related products from the EWG at contractually stipulated prices. The EWG entered into an Energy Management Agreement with Dynegy Power Marketing, Inc, Dynegy Marketing and Trade, Dynegy Coal Trading & Transportation, L.L.C. dated January 1, 2000 whereby the EWG has appointed Dynegy Power Marketing, Inc, Dynegy Marketing and Trade, Dynegy Coal Trading & Transportation, L.L.C. to manage the dispatch of electric energy, capacity and related products from the EWG and the delivery of natural gas and other fuel required by the EWG. The EWG entered into a Natural Gas Sales Agreement with Dynegy Marketing and Trade dated January 1, 2000 for the purchase and delivery of natural gas required to fuel the EWG.

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4.8 Dynegy Roseton, L.L.C., Newburgh, New York

A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG:	Dynegy Roseton, L.L.C.
Address:	Attn: Business Manager 1000 Louisiana Suite 5800 Houston, TX 77002
Location:	992 River Road Newburgh, NY 12550
Facility:	1,210 MW (nominal) natural gas and/or fuel-oil fired intermediate facility

B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 100% indirectly of Dynegy Roseton, L.L.C., a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of Dynegy Power Corp., a Delaware corporation. Dynegy Power Corp. owns 100% directly of Dynegy Northeast Generation, Inc., a Delaware corporation. Dynegy Northeast Generation, Inc. owns 100% directly of Hudson Power, L.L.C., a Delaware limited liability company. Hudson Power, L.L.C. owns 100% directly of Dynegy Roseton, L.L.C.

C. Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company:

Capital Invested:	Approximately US \$703,987,438
Guarantee:	Approximately US \$671,550,700
Other Obligations:	None

D. Capitalization and earnings of the EWG or foreign utility company during the reporting period:

Capitalization:	Approximately US \$1,808,613
Earnings:	Approximately US \$(269,884,838)

E. Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s):

The EWG entered into a Fuel Oil Agency Agreement dated January 31, 2001 with Dynegy Marketing and Trade pursuant to which Dynegy Marketing and Trade negotiates all purchases and deliveries of fuel oil used by the EWG in the generation of electricity. A management fee per barrel delivered is assessed as compensation for this service.

The EWG entered into a Base Contract for Short-Term Sale and Purchase of Natural Gas dated April 1, 2001 with Dynegy Marketing and Trade pursuant to which the EWG purchases at contractually agreed rates and receives from Dynegy Marketing and Trade gas used by the EWG to generate electricity.

The EWG entered into a Power Purchase and Sale Agreement January 30, 2001 with Dynegy Power Marketing, Inc. pursuant to which Dynegy Power Marketing, Inc. purchases electric energy and related products from the EWG at contractually agreed prices.

The EWG entered into a Energy Management Agreement with Dynegy Marketing and Trade, and Dynegy Power Marketing, Inc., dated January 31, 2001 whereby the EWG appointed Dynegy Marketing and Trade and Dynegy Power Marketing, Inc. to manage the dispatch of electric energy, capacity and related products from the EWG and the delivery of natural gas and other fuel required by the EWG.

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- A. Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas:

Name of EWG: El Segundo Power, LLC
Address: Attn: Business Manager
1000 Louisiana
Suite 5800
Houston, TX 77002
Location: 01 Vista Del Mar
El Segundo, CA 90245
Facility: 670 MW (nominal) natural gas fired peaking facility

B. Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held:

Claimant owns 50% indirectly of El Segundo Power, LLC, a Delaware limited liability company. Claimant owns 100% directly of BG Holdings, Inc., a Delaware corporation. BG Holdings, Inc. owns 25% directly and Claimant owns 75% directly of Dynegy Holdings Inc., a Delaware corporation. Dynegy Holdings Inc. owns 100% directly of DPC II Inc., a Delaware corporation. DPC II Inc. owns 50% directly of WCP (Generation) Holdings LLC, a Delaware limited liability company. WCP (Generation) Holdings LLC owns 100% directly of West Coast Power LLC, a Delaware limited liability company. West Coast Power LLC owns 100% directly of El Segundo Power, LLC.

C. Type and amount