

KING & SPALDING

King & Spalding LLP
1700 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-4706
www.kslaw.com

Main Telephone: (202) 737-0500
Main Fax: (202) 626-3737

September 21, 2009

VIA eFILING

Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**Re: *LS Power Development, LLC, Dynegy Inc., et al.*, Docket No. EC09-103-000
Supplemental Information and Request for Shortened Notice Period**

Dear Secretary Bose:

At the request of Staff of the Federal Energy Regulatory Commission (the “Commission”), LS Power Development, LLC, Dynegy Inc., Dynegy Midwest Generation, Inc., Bluegrass Generation Company, L.L.C., Bridgeport Energy, LLC, Dynegy Arlington Valley, LLC, Griffith Energy, LLC, Renaissance Power, L.L.C., Riverside Generating Company, L.L.C., Rocky Road Power, LLC, and Tilton Energy LLC (collectively, “Applicants”) hereby provide supplemental information clarifying their application for approval under Section 203 of the Federal Power Act¹ filed in the above-captioned proceeding on August 18, 2009,² to make a “hold harmless” commitment.

Applicants respectfully request a shortened notice period for this filing of 10 days in order to ensure that an order on the Application may still issue on or before October 14, 2009, as requested in the Application. Approval by that date is essential if the “Transaction” (as defined in the Application) is to close on a timely basis consistent with Applicants’ business objectives.

Consistent with the request received from Commission Staff, Applicants hereby make the same “hold harmless” commitment with respect to the Transaction for which approval is sought in the Application that was made in connection with the transaction proposed and approved in Docket No. EC08-67-000 (the “EC08-67 Transaction”).³ Specifically, none of Applicants or any

¹ 16 U.S.C. § 824b (2006).

² Joint Application For Approval Under Section 203 of the Federal Power Act, Docket No. EC09-103-000 (filed Aug. 18, 2009) (the “Application”).

³ See Docket No. EC08-67-000 (filed July 30, 2008). See also *LS Power Dev., LLC, et al.*, 125 FERC ¶ 61,146 (2008) (“*LS Power Development*”) (conditionally approving the EC08-67 Transaction).

Kimberly D. Bose
September 21, 2009
Page 2

subsidiary controlled by Applicants, will seek to recover any Transaction-related costs through their cost-based wholesale sales or transmission service for a period of five years after the Transaction is consummated, except to the extent that there are offsetting Transaction-related savings equal to, or in excess of, the Transaction-related costs. Moreover, Applicants commit that, to the extent that any Applicant (or any entity or entities affiliated with an Applicant) has the ability, or acquires the ability, to transfer or to “push down” any Transaction-related costs onto the books of entities (or any affiliates of such entities) which Applicants do not control but in which they hold, or may hold, an investment position, none of Applicants (or their affiliates) will seek to do so for a period of five years after the Transaction is consummated.⁴ This commitment is substantively identical to that which was found acceptable with respect to the EC08-67 Transaction.⁵

Should you need any additional information, please do not hesitate to contact the undersigned.

Very truly yours,

/s/

Neil L. Levy
David G. Tewksbury

**Counsel for LS Power Development, LLC,
Dynergy Inc., Dynergy Midwest Generation, Inc.,
Bluegrass Generation Company, L.L.C.,
Bridgeport Energy, LLC, Dynergy Arlington
Valley, LLC, Griffith Energy, LLC, Renaissance
Power, L.L.C., Riverside Generating Company,
L.L.C., Rocky Road Power, LLC, and Tilton
Energy LLC**

cc: Andrew Mosier (FERC Staff)
Melissa Nimit (FERC Staff)
Official service list

⁴ As indicated in the Application, none of the public utilities involved in the Transaction has any cost-based rate schedules that would allow for the passthrough of costs associated with the Transaction. See Application at 21.

⁵ See *LS Power Development* at PP 47-48.

Document Content(s)

SuppInfo.PDF.....1