

UNITED STATES BANKRUPTCY COURT Southern District of New York					VOLUNTARY PETITION					
Name of Debtor (if individual, enter Last, First, Middle): Dynegy Holdings, LLC					Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Dynegy Holdings Inc.					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 94-3248415					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): 1000 Louisiana Street, Suite 5800 Houston, Texas <div style="text-align: right;">ZIP CODE 77002</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: Harris County					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>										
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Energy Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input checked="" type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000										
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion										
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion										

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Dynegy Holdings, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment 1	Case Number:	Date Filed:	
District: Southern District of New York	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No. See Attached Exhibit C			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, 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.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Dynegy Holdings, LLC
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Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

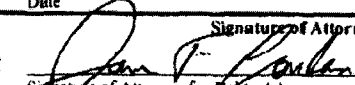
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X 
Signature of Attorney for Debtor(s)
James F. Conlan

Printed Name of Attorney for Debtor(s)

Firm Name
**One South Dearborn Street
Chicago, Illinois 60603**

Address
312-853-7000

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

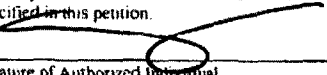
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X 
Signature of Authorized Individual
Catherine B. Callaway

Printed Name of Authorized Individual
Executive Vice President and General Counsel

Title of Authorized Individual

Date

ATTACHMENT 1 TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On November 7, 2011, each of the affiliated entities listed below, including the Debtor in this chapter 11 case (collectively, the "Debtors"), filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Dynegy Holdings, LLC is the direct or indirect parent corporation of each of the other Debtors. Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities:

Dynegy Danskammer, L.L.C.
Dynegy Holdings, LLC
Dynegy Northeast Generation, Inc.
Dynegy Roseton, L.L.C.
Hudson Power, L.L.C.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
 In re: : Chapter 11
 :
 DYNEGY HOLDINGS, LLC, : Case No. 11-____ ()
 :
 : Joint Administration Requested
 Debtor. :
 ----- X

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **000-29311**.
2. The following financial data is the latest available information and refers to the debtor's condition on **September 30, 2011, reflecting the total consolidated assets and liabilities for the Debtors.**

- a. Total assets: \$ 13.765 billion
- b. Total debts (including debts listed in 2.c., below): \$ 6.181 billion
- c. Debt securities held by more than 500 holders:

			Amount	Approximate Number of Holders
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	\$ 88,500,000 ¹	> 675
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	785,000,000 ²	> 800
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	1,046,800,000 ³	> 4,200
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	1,100,000,000 ⁴	> 1,000
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	175,000,000 ⁵	> 200
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	175,000,000 ⁶	275
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input checked="" type="checkbox"/>	200,000,000 ⁷	> 100

- d. Number of shares of preferred stock: **None**
- e. Number of shares of common stock: **None**

¹ 8.75% senior unsecured notes due 2012.

² 7.5% senior unsecured notes due 2015.

³ 8.375% senior unsecured notes due 2016.

⁴ 7.75% senior unsecured notes due 2019.

⁵ 7.125% senior debentures due 2018.

⁶ 7.625% senior debentures due 2026.

⁷ Series B 8.316% Subordinated Capital Income Securities due 2027.

Comments, if any: **100% of the membership interest in the Debtor is held by Dynegy Inc.**

3. Brief description of debtor's business: **The Debtor is a holding company and conducts substantially all of its business through its subsidiaries. The primary business conducted by the Debtor's subsidiaries is the production and sale of electric energy, capacity and ancillary services.**

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: **Dynegy Inc.**

[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]

UNITED STATES BANKRUPTCY COURT

Southern District of New York

In re	<u>Dynergy Holdings, LLC</u>	,)	Case No.	<u>11-</u>
	Debtor)		
)		
)	Chapter	<u>11</u>

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possess any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11
DYNEGY HOLDINGS, LLC, et al.,¹ : Case No. 11- _____ ()
: Joint Administration Requested
Debtors. :
----- X

LIST OF EQUITY SECURITY HOLDERS OF DYNEGY HOLDINGS, LLC

In accordance with Rules 1007(a)(1) and 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the Debtor submits the following information:

**NAME AND ADDRESS
OF EQUITY HOLDERS**


INTEREST

Dynergy Inc. 1000 Louisiana Street, Suite 5800 Houston, Texas 77002	100%
---------------------------------------------------------------------------	------

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS

I, Kimberly M. O'Brien, am an authorized officer of the debtor in this case (the "Debtor"), and in such capacity am familiar with the corporate records of the Debtor. I declare under penalty of perjury that the foregoing List of Equity Security Holders of the Debtor is true and correct to the best of my knowledge, information, and belief.

Dated: November 7, 2011


By: Kimberly M. O'Brien
Title: Secretary

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are Dynergy Holdings, LLC (8415); Dynergy Northeast Generation, Inc. (6760); Hudson Power, L.L.C. (NONE); Dynergy Danskammer, L.L.C. (9301); and Dynergy Roseton, L.L.C. (9299). The location of the Debtors' corporate headquarters and the service address for Dynergy Holdings, LLC, Dynergy Northeast Generation, Inc. and Hudson Power, L.L.C. is 1000 Louisiana Street, Suite 5800, Houston, Texas 77002. The location of the service address for Dynergy Roseton, L.L.C. is 992 River Road, Newburgh, New York 12550. The location of the service address for Dynergy Danskammer, L.L.C. is 994 River Road, Newburgh, New York 12550.

DYNEGY HOLDINGS, LLC
A Delaware limited liability company
(the "Company")

MINUTES OF MEETING OF THE BOARD OF MANAGERS

Date: November 7, 2011

Time: Five o'clock p.m. (Central Standard Time)

Held: By Telephone Conference

Present: Robert C. Flexon (Manager)
Clint C. Freeland (Manager)
Kevin T. Howell (Manager)
Vincent J. Intrieri (Manager)
Samuel Merksamer (Manager)
Thomas W. Elward (Manager)
Michael J. Embler (Manager)
Kimberly M. O'Brien (Secretary)

Mr. Flexon served as Chairman and Ms. O'Brien served as Secretary of the meeting. With all the members of the Board of Managers of the Company ("Board") being present, the Chairman declared that a quorum was present and announced that the meeting, having been duly convened, was ready to proceed with business. The Chairman noted for the record that the members of the Board were participating by telephone.

The following resolutions were passed unanimously by the Board:

RESOLVED, that it is desirable and in the best interests of the Company, its creditors and stockholders that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that the individuals duly appointed by the Board of Managers of the Company as the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Administrative Officer, Chief Accounting Officer, President, Executive Vice President, Senior Vice President, Vice President, General Counsel, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer (each, an "Authorized Officer") are, and each of them acting individually hereby is, authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time and in such location as said Authorized Officer executing the same shall determine and in such form or forms as such Authorized Officer may approve;

RESOLVED, to the extent that the approval of the Company is required in respect of any proposals by certain subsidiaries of the Company, being Dynegy Northeast Generation, Inc., a

Delaware corporation, Hudson Power, L.L.C., a Delaware limited liability company, Dynege Danskammer, L.L.C., a Delaware limited liability company and Dynege Roseton, L.L.C., a Delaware limited liability company (together the "Filing Subsidiaries"), to concurrently file petitions under chapter 11 of the Bankruptcy Code, that the Filing Subsidiaries be, and each of them acting individually hereby is, authorized to file a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time, in such manner and in such location as each relevant Filing Subsidiary shall determine in its sole discretion and take any such action deemed necessary, proper or desirable in the sole discretion of such Filing Subsidiary;

RESOLVED, that the law firm of Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, be, and it hereby is, retained and employed as general bankruptcy counsel for the Company in connection with the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the law firm of White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036, be, and it hereby is, retained and employed as special litigation counsel for the Company in connection with the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the financial advisory firm of FTI Consulting, Inc, 2001 Ross Ave, Suite 400, Dallas, TX 75225, be, and it hereby is, retained and employed as financial advisor for the Company in connection with the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized to retain and employ the firm of Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, as the claims and noticing agent and as the administrative agent for the Company in connection with the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized to employ and retain other law firms, financial advisors, accountants and other professionals or agents, to advise the Company in connection with the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case including, without limitation, to seek authority from the Bankruptcy Court for the Company to provide any post-petition financing, and for the Company to provide such post-petition financing, to one or more of the Filing Subsidiaries, as such Authorized Officer may deem reasonably necessary, proper or desirable in his or her sole discretion, on such terms as in such Authorized Officer's sole discretion are deemed reasonably necessary, proper or desirable;

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized and directed on behalf of the Company, where deemed reasonably necessary, proper or desirable in such Authorized Officer's sole discretion, to take such actions, to make, sign, execute, acknowledge and deliver (and record in the relevant office of the secretary of state or the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including, without limitation, any and all documents relating to any post-petition financing described above, all affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof;

RESOLVED, that the Authorized Officers, be, and each of them acting individually hereby is, authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine;

RESOLVED, that the Authorized Officers be, and each of them acting individually hereby is, authorized and directed, on behalf of the Company, to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates, and to make any payments of any costs, expenses or fees as they may deem reasonably required or desired to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization, and to execute and deliver on behalf of the Company such documents, agreements and certificates, and to cause the Company to fully perform the terms and provisions thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

* * * * *

[Signature Page Follows]

There being no further business to come before the Board, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 5:29 p.m.

Liam M. O'Brien
Secretary of the Meeting

SIGNATURE PAGE TO
MINUTES OF MEETING OF THE BOARD OF MANAGERS
OF DYNEGY HOLDINGS, LLC