

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Amendment No. 1

to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

VISTRA ENERGY CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

4911
(Primary Standard Industrial
Classification Code Number)
6555 Sierra Drive
Irving, Texas 75039
(214) 812-4600

36-4833255
(I.R.S. Employer
Identification No.)

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Stephanie Zapata Moore
Vistra Energy Corp.
Executive Vice President and General Counsel
6555 Sierra Drive
Irving, Texas 75039
(214) 812-4600

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent of Service)

With a copy to:

William D. Howell Sidley Austin LLP 2021 McKinney Avenue
Dallas, Texas 75201 (214) 981-3418

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
8.125% Senior Notes due 2026	\$850,000,000	100%	\$850,000,000	\$105,825(2)
Guarantees of 8.125% Senior Notes due 2026 (3)	\$—	\$—	\$—	\$—(4)

(1) The registration fee was calculated pursuant to Rule 457(f) under the Securities Act of 1933. For purposes of this calculation, the offering price per note was assumed to be the stated principal amount of each original note that may be received by the registrant in the exchange transaction in which the notes will be offered.

(2) Previously paid.

(3) No separate consideration will be received for the guarantees. Each subsidiary of Vistra Energy Corp. that is listed below in the Table of Additional Registrant Guarantors will guarantee the notes being registered.

(4) Pursuant to Rule 457(n) of the Securities Act of 1933, no registration fee is required for the guarantees.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 is a pre-effective amendment to the registration statement on Form S-4 of Vistra Energy Corp. (File No. 333-226277) (the "Registration Statement"). This pre-effective amendment to the Registration Statement is being filed for the purposes of (i) amending the entities listed in the table below to add Texas Energy Industries Company, Inc., TXU Electric Company Inc. and Texas Utilities Company, Inc. (the "Additional Guarantors") as additional registrants under the Registration Statement; (ii) updating the information in Item 20 of Part II to include the Additional Guarantors; and (iii) filing a new Exhibit 5.1 and Exhibit 25.1 to the Registration Statement under Item 21 of Part II thereof, which replace the existing Exhibit 5.1 and Exhibit 25.1 in the Registration Statement. No changes are being made to Part I of the Registration Statement and, except as noted above, no changes are being made to Part II of the Registration Statement.

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

* The following are additional registrants that are guaranteeing the securities registered hereby:

<u>Exact Name of Registrant Guarantor as Specified in its Charter (1)</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>	<u>I.R.S. Employer Identification Number</u>
ANP Bellingham Energy Company, LLC	Delaware	76-0542814
ANP Blackstone Energy Company, LLC	Delaware	76-0542813
Big Brown Power Company LLC	Texas	75-2967823
Brighten Energy LLC	Delaware	27-3494107
Calumet Energy Team, LLC	Delaware	26-3603010
Casco Bay Energy Company, LLC	Delaware	01-0506520
Coffeen and Western Railroad Company	Illinois	20-0826424
Coletto Creek Power, LLC	Delaware	03-0599683
Comanche Peak Power Company LLC	Delaware	30-0951044
Dallas Power & Light Company, Inc.	Texas	—
Dynegy Administrative Services Company	Delaware	76-0593537
Dynegy Associates Northeast LP, Inc.	Delaware	76-0555357
Dynegy Coal Generation, LLC	Delaware	—
Dynegy Coal Holdco, LLC	Delaware	45-2737371
Dynegy Coal Trading & Transportation, L.L.C.	Delaware	76-0630494
Dynegy Commercial Asset Management, LLC	Ohio	31-1758336
Dynegy Conesville, LLC	Delaware	47-0989911
Dynegy Dicks Creek, LLC	Delaware	47-0989594
Dynegy Energy Services (East), LLC	Delaware	37-1484250
Dynegy Energy Services, LLC	Delaware	90-0924805
Dynegy Fayette II, LLC	Delaware	27-3694313
Dynegy Gas Imports, LLC	Delaware	20-8755896
Dynegy Hanging Rock II, LLC	Delaware	27-3694481
Dynegy Kendall Energy, LLC	Delaware	22-3628696
Dynegy Killen, LLC	Delaware	47-1027572
Dynegy Marketing and Trade, LLC	Delaware	26-3737827
Dynegy Miami Fort, LLC	Delaware	46-5692442
Dynegy Midwest Generation, LLC	Delaware	45-2737533
Dynegy Morro Bay, LLC	Delaware	77-0486184
Dynegy Moss Landing, LLC	Delaware	77-0486186
Dynegy Northeast Generation GP, Inc.	Delaware	76-0555359
Dynegy Oakland, LLC	Delaware	77-0486187
Dynegy Operating Company	Texas	74-1670543
Dynegy Power Generation, Inc.	Delaware	20-4063728
Dynegy Power Marketing, LLC	Texas	76-0425964
Dynegy Power, LLC	Delaware	38-2875546
Dynegy Resource II, LLC	Delaware	—
Dynegy Resources Generating Holdco, LLC	Delaware	27-4387798
Dynegy South Bay, LLC	Delaware	33-0833237
Dynegy Stuart, LLC	Delaware	47-1065327
Dynegy Washington II, LLC	Delaware	27-3694614
Dynegy Zimmer, LLC	Delaware	46-5730986
Ennis Power Company, LLC	Delaware	76-0615772
EquiPower Resources Corp.	Delaware	27-2294219
Forney Pipeline, LLC	Delaware	—

Exact Name of Registrant Guarantor as Specified in its Charter (1)	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Generation SVC Company	Texas	45-0470622
Havana Dock Enterprises, LLC	Delaware	—
Hays Energy, LLC	Delaware	76-0565718
Hopewell Power Generation, LLC	Delaware	76-0229111
Illinois Power Generating Company	Illinois	37-1395586
Illinois Power Marketing Company	Illinois	37-1395583
Illinois Power Resources Generating, LLC	Delaware	80-0964092
Illinois Power Resources, LLC	Delaware	—
Illinova Corporation	Illinois	37-1319890
IPH, LLC	Delaware	36-4757063
Kincaid Generation, L.L.C.	Virginia	54-1796772
La Frontera Holdings, LLC	Delaware	46-2171160
Lake Road Generating Company, LLC	Delaware	52-1923765
Liberty Electric Power, LLC	Delaware	54-1907703
Lone Star Energy Company, Inc.	Texas	75-1325876
Lone Star Pipeline Company, Inc.	Texas	75-2522789
Luminant Energy Company LLC	Texas	45-2790807
Luminant Energy Trading California Company	Texas	75-2723853
Luminant ET Services Company LLC	Texas	75-2967835
Luminant Generation Company LLC	Texas	75-2967820
Luminant Mining Company LLC	Texas	75-2967821
Masspower, LLC	Massachusetts	04-3126542
Midlothian Energy, LLC	Delaware	76-0555833
Milford Power Company, LLC	Delaware	76-0598624
NCA Resources Development Company LLC	Texas	—
NEPCO Services Company	Pennsylvania	23-2621764
Northeastern Power Company	Pennsylvania	23-2366929
Oak Grove Management Company LLC	Delaware	27-0551189
Ontelaunee Power Operating Company, LLC	Delaware	87-0750537
Pleasants Energy, LLC	Delaware	26-3603167
Richland-Stryker Generation LLC	Delaware	45-2978632
Sandow Power Company LLC	Texas	26-3771811
Sithe Energies, Inc.	Delaware	13-3554926
Sithe/Independence LLC	Delaware	13-3555904
Southwestern Electric Service Company, Inc.	Texas	75-0699680
Texas Electric Service Company, Inc.	Texas	75-0604000
Texas Energy Industries Company, Inc.	Texas	—
Texas Power & Light Company, Inc.	Texas	75-0606380
Texas Utilities Company, Inc.	Texas	75-2669310
Texas Utilities Electric Company, Inc.	Texas	75-2967817
T-Fuels, LLC	Delaware	76-0615771
TXU Electric Company, Inc.	Texas	—
TXU Energy Retail Company LLC	Texas	26-0494257
TXU Retail Services Company	Delaware	20-5872839
Upton County Solar 2, LLC	Delaware	38-4076166
Value Based Brands LLC	Texas	75-2959527
Vistra Asset Company LLC	Delaware	20-5872839
Vistra Corporate Services Company	Texas	75-0835281
Vistra EP Properties Company	Texas	75-2543293
Vistra Finance Corp.	Delaware	61-1788338

Exact Name of Registrant Guarantor as Specified in its Charter (1)	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Vistra Intermediate Company LLC	Delaware	38-4076210
Vistra Operations Company LLC	Delaware	36-4833461
Vistra Preferred Inc.	Delaware	38-3995549
Wharton County Generation, LLC	Texas	26-0633072
Wise County Power Company, LLC	Delaware	76-0615770
Wise-Fuels Pipeline, Inc.	Texas	80-0100998

- (1) The address, including zip code, and telephone number, including area code, of each additional registrant guarantor's executive offices is 6555 Sierra Drive, Irving, Texas 75039, (214) 812-4600.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

Indemnification by Vistra Energy Corp.

Delaware General Corporation Law

Vistra Energy Corp. is incorporated under the laws of the state of Delaware.

Section 145(a) of the DGCL authorizes a corporation to indemnify any person who was or is a party, or is threatened to be made a party, to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the DGCL provides in relevant part that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The DGCL also provides that indemnification under Sections 145(a) and (b) can only be made upon a determination that indemnification of the present or former director, officer or employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 145(a) and (b). Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a majority vote of directors who are not a party to the action at issue (even though less than a quorum), or (2) by a majority vote of a designated committee of these directors (even though less than a quorum), or (3) if there are no such directors, or these directors authorize, by the written opinion of independent legal counsel, or (4) by the stockholders.

Section 145(c) of the DGCL provides that to the extent a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 145(a) or (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

Section 145(e) of the DGCL provides that expenses (including attorneys' fees) incurred by an officer or director of the corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding

upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in Section 145 of the DGCL. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents of the corporation or by persons serving at the request of the corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid upon such terms and conditions, if any, as the corporation deems appropriate.

Section 145(g) of the DGCL also empowers a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145 of the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide for eliminating or limiting the personal liability of one of its directors for any monetary damages related to a breach of fiduciary duty as a director, as long as the corporation does not eliminate or limit the liability of a director for (a) a breach of the director's duty of loyalty to the corporation or its stockholders, (b) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, (c) a violation of Section 174 of the DGCL (unlawful dividends) or (d) any transaction from which the director derived an improper personal benefit.

Article XII of the Charter eliminates the personal liability of Vistra Energy's directors to the fullest extent permitted by the DGCL. Such section eliminates the personal liability of a director to Vistra Energy or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to Vistra Energy or our stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL (unlawful dividends), or (d) for any transaction from which the director derived an improper personal benefit. Under the Bylaws, Vistra Energy agrees that it is the indemnitor of first resort to provide advancement of expenses or indemnification to directors and officers.

Article VI of the Bylaws provides that Vistra Energy shall indemnify and hold harmless each person who was or is made a party or is threatened to be made a party to, or was or is otherwise involved in, any action, suit, arbitration, alternative dispute mechanism, inquiry, judicial, administrative or legislative hearing, investigation or other threatened, pending or completed proceeding, whether brought by or in the right of Vistra Energy or otherwise, including any and all appeals, whether of a civil, criminal, administrative, legislative, investigative or other nature by reason of the fact that he or she is or was a director, an officer, or while a director or officer of Vistra Energy is or was serving at the request of Vistra Energy as a director, officer, employee, agent or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, to the fullest extent authorized by applicable law, including, without limitation, the DGCL. Under the Bylaws, except as otherwise required by law, Vistra Energy shall indemnify an officer or director in connection with a proceeding initiated by the officer or director, only if such proceeding or part thereof was authorized or ratified by the Board.

Vistra Energy Indemnification Agreements

We have entered into indemnification agreements with each of our officers and directors that provide, in general, that we will indemnify them to the fullest extent permitted by law in connection with their service to us or on our behalf.

Vistra Energy Directors' and Officers' Liability Insurance

We have obtained directors' and officers' liability insurance which insures against certain liabilities that our directors and officers may, in such capacities, incur.

Indemnification under the Registration Rights Agreement

The registration rights agreement dated August 21, 2017 and incorporated by reference as an exhibit hereto provides for indemnification of our directors, our officers and our controlling persons, if any, by the holders of the Old Notes and by any participating broker-dealers (as such terms are defined in the prospectus included in this registration statement) against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Insofar as the foregoing provisions permit indemnification of directors, officers or persons controlling us for liability arising under the Securities Act, we have been informed that, in the opinion of the SEC, this indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Indemnification by the Registrant Subsidiary Guarantors

Registrant Subsidiary Guarantors incorporated under the laws of the State of Delaware

Each of Dynege Administrative Services Company, Dynege Associates Northeast LP, Inc., Dynege Northeast Generation GP, Inc., EquiPower Resources Corp., Sithe Energies, Inc., Dynege Power Generation, Inc., TXU Retail Services Company, Vistra Finance Corp., and Vistra Preferred Inc. are incorporated under the laws of the State of Delaware.

The articles of incorporation of each of Dynege Administrative Services Company, Dynege Associates Northeast LP, Inc., Dynege Northeast Generation GP, Inc. and EquiPower Resources Corp. provide that directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of the directors' fiduciary duty except for liability (a) for any director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived any improper benefit. The articles of incorporation of EquiPower Resources Corp. further provide that the corporation shall indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or matters covered by (a)-(d) of the preceding sentence.

The articles of incorporation of Sithe Energies, Inc. provide that no director of the corporation shall be personally liable to the corporation or its stockholders for any acts or omissions in the performance of his or her duties as a director of the corporation. The articles of incorporation also provide that the corporation must indemnify directors and officers to the fullest extent permitted by the DGCL and require the corporation to advance expenses.

The articles of incorporation of Dynege Power Generation, Inc. provide no director of the corporation shall be personally liable to the corporation or its stockholders to the fullest extent permitted by the DGCL. The articles of incorporation also provide that the corporation must indemnify directors and officers to the fullest extent permitted by the DGCL and require the corporation to advance expenses.

The articles of incorporation of TXU Retail Services Company provide that no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for any act or omission in the director's capacity as a director, except for instances where the director is found liable under applicable law for (a) a breach of the director's duty of loyalty to the corporation or its shareholders, (b) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which the director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties or (d) an act or omission for which the liability of the director is expressly provided for by an applicable statute. The articles of incorporation provide that the corporation must indemnify directors and officers to the fullest extent permitted by the DGCL, except if: (a) the person's acts or omissions that would otherwise be subject to indemnification were committed in bad faith or were the result of active and deliberate dishonesty or (b) such person personally gained a profit to which he or she was not legally entitled with an action or omission that would otherwise be subject to indemnification. The articles of incorporation require the corporation to advance expenses.

The articles of incorporation of each of Vistra Finance Corp. and Vistra Preferred Inc. do not specify the extent to which the corporation may indemnify its directors or officers.

The bylaws of each of Dynegy Associates Northeast LP, Inc. and Dynegy Northeast Generation GP, Inc. require the corporation (a) to indemnify its directors and officers to the fullest extent permitted by the DGCL and (b) to advance expenses.

The bylaws of each of EquiPower Resources Corp., Vistra Finance Corp. and Vistra Preferred Inc. require the corporation to (a) indemnify its directors and officers to the fullest extent permitted by the DGCL and (b) subject to certain limitations, advance expenses. The bylaws further allow the corporation to purchase and maintain insurance on behalf of its directors and officers.

The bylaws of TXU Retail Services Company allow the corporation to purchase, enter into, maintain or provide insurance, indemnification or other arrangements for the benefit of its directors and officers to the fullest extent permitted by the DGCL.

The bylaws of Dynegy Administrative Services Company, Dynegy Power Generation, Inc. and Sithe Energies, Inc. do not specify the extent to which the corporation may indemnify its directors and officers.

Registrant Subsidiary Guarantors formed under the laws of the State of Delaware

ANP Bellingham Energy Company, LLC, ANP Blackstone Energy Company, LLC, Brighten Energy LLC, Calumet Energy Team, LLC, Casco Bay Energy Company, LLC, Coletto Creek Power, LLC, Comanche Peak Power Company LLC, Dynegy Coal Generation, LLC, Dynegy Coal Holdco, LLC, Dynegy Coal Trading & Transportation, L.L.C., Dynegy Conesville, LLC, Dynegy Dicks Creek, LLC, Dynegy Energy Services (East), LLC, Dynegy Energy Services, LLC, Dynegy Fayette II, LLC, Dynegy Gas Imports, LLC, Dynegy Hanging Rock II, LLC, Dynegy Kendall Energy, LLC, Dynegy Killen, LLC, Dynegy Marketing and Trade, LLC, Dynegy Miami Fort, LLC, Dynegy Midwest Generation, LLC, Dynegy Morro Bay, LLC, Dynegy Moss Landing, LLC, Dynegy Oakland, LLC, Dynegy Power, LLC, Dynegy Resource II, LLC, Dynegy Resources Generating Holdco, LLC, Dynegy South Bay, LLC, Dynegy Stuart, LLC, Dynegy Washington II, LLC, Dynegy Zimmer, LLC, Ennis Power Company, LLC, Forney Pipeline, LLC, Havana Dock Enterprises, LLC, Hays Energy, LLC, Hopewell Power Generation, LLC, Illinois Power Resources Generating, LLC, Illinois Power Resources, LLC, IPH, LLC, La Frontera Holdings, LLC, Lake Road Generating Company, LLC, Liberty Electric Power, LLC, Midlothian Energy, LLC, Milford Power Company, LLC, Oak Grove Management Company LLC, Ontelaunee Power Operating Company, LLC, Pleasants Energy, LLC, Richland-Stryker Generation LLC, Sithe/Independence LLC, T-Fuels, LLC, Upton County Solar 2, LLC, Vistra Asset Company LLC, Vistra Intermediate Company LLC, Vistra Operations Company LLC and Wise County Power Company, LLC are all formed as limited liability companies under the laws of the State of Delaware.

Section 18-108 of the Delaware Limited Liability Company Act (the "Delaware Act") provides that, subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement, a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

Section 18-303(a) of the Delaware Act provides that the debts, obligations and liabilities of a limited liability company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the limited liability company, and no member or manager of a limited liability company shall be obligated personally for any such debt, obligation or liability of the limited liability company solely by reason of being a member or acting as a manager of the limited liability company.

The limited liability company agreements of each of ANP Bellingham Energy Company, LLC, ANP Blackstone Energy Company, LLC, Calumet Energy Team, LLC, Dynegy Resources Generating Holdco, LLC, Ennis Power Company, LLC, Hays Energy, LLC, Illinois Power Resources Generating, LLC, Illinois Power Resources, LLC, Lake Road Generating Company, LLC, Liberty Electric Power, LLC, Midlothian Energy, LLC,

Milford Power Company, LLC, Wise County Power Company, LLC, Pleasants Energy, LLC and T-Fuels, LLC provide that any officer, director, employee, member or affiliate of a member of the company will not be liable for, and will be indemnified and held harmless by the company against, any and all losses, liabilities and reasonable expenses, including attorneys' fees, arising from proceedings in which such person may be involved, as a party or otherwise, by reason of its being an officer, director, employee, member or affiliate of a member of the company, or by reason of its involvement in the management of the affairs of the company, whether or not it continues to be such at the time any such loss, liability or expense is paid or incurred; *provided*, *however*, that no such person will be held harmless or indemnified for any losses, liabilities or expenses arising out of (i) the fraud, intentional misconduct or knowing or reckless breach of such person's obligations or (ii) bad faith of such person. Each limited liability company agreement further provides that any such person entitled to indemnification by the company will also be entitled to indemnification against reasonable expenses (as incurred), including attorneys' fees, to the fullest extent permitted under the Delaware Act.

The limited liability company agreements of each of Casco Bay Energy Company, LLC, Dynege South Bay, LLC, Dynege Morro Bay, LLC, Dynege Moss Landing, LLC, Dynege Oakland, LLC and Richland-Stryker Generation LLC provide that none of the members or any officers or managers of the company, or any partners, members, employees, affiliates, representatives or agents of the company, shall be liable to the company or any other person for any act or omission taken or omitted by such person in the reasonable belief that such act or omission is in or is not contrary to the best interests of the company and is within the scope of authority granted to such person by the company, provided such act or omission does not constitute fraud, willful misconduct, bad faith, or gross negligence. The limited liability company agreement also provides that the company must indemnify and hold harmless any such person from and against any and all losses, claims, demands, liabilities, expenses, judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative in which such person may be involved, or threatened to be involved, as a part or otherwise, by reason of its management of the affairs of the company or which relates to or arises out of the company or its property, business or affairs. No person shall be entitled to indemnification with respect to (a) any claim with respect to which such person has engaged in fraud, willful misconduct, bad faith or gross negligence or (b) any claim initiated by such person unless such claim (or part thereof) (i) was brought to enforce such person's rights to indemnification hereunder or (ii) was authorized or consented to by the member of the company. Each limited liability company agreement further provides for the advancement of expenses, subject to certain limiting circumstances.

The limited liability company agreements of each of Dynege Coal Generation, LLC, Dynege Coal Holdco, LLC, Dynege Conesville, LLC, Dynege Dicks Creek, LLC, Dynege Energy Services (East), LLC, Dynege Energy Services, LLC, Dynege Fayette II, LLC, Dynege Gas Imports, LLC, Dynege Hanging Rock II, LLC, Dynege Kendall Energy, LLC, Dynege Killen, LLC, Dynege Marketing and Trade, LLC, Dynege Miami Fort, LLC, Dynege Midwest Generation, LLC, Dynege Power, LLC, Dynege Resource II, LLC, Dynege Stuart, LLC, Dynege Washington II, LLC, Dynege Zimmer, LLC, IPH, LLC and Ontelaunee Power Operating Company, LLC provide that neither the member nor any officer, employee or agent of the company nor any employee, representative, agent or affiliate of the member shall be liable to the company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such person in good faith on behalf of the company to the fullest extent permitted by law; *provided*, *however*, that no such person shall be liable for any such loss, damage or claim incurred by reason of such person's gross negligence or willful misconduct. Each limited liability company agreement also provides that such person shall be entitled to indemnification from the company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such person in good faith on behalf of the company and in a manner reasonably believed to be within the scope of the authority granted to such person to the fullest extent provided by law; *provided*, *however*, that no such person shall be entitled to indemnification by reason of gross negligence or willful misconduct. Subject to certain limiting circumstances, each limited liability company agreement also requires the company to advance expenses to such person to the fullest extent permitted by law.

The limited liability company agreement of Dynege Coal Trading & Transportation, L.L.C. provides that the company must indemnify managers and officers to the fullest extent permitted by the Delaware Act. The

limited liability company agreement further (a) requires the company to advance expenses and (b) allows the company to purchase and maintain indemnification insurance.

The limited liability company agreement of Havana Dock Enterprises, LLC provides that no member shall have any personal liability whatsoever to the company or any other member on account of such member's status as a member or by reason of such member's acts or omissions in connection with the conduct of the business of the company; *provided, however*, that nothing the member will be liable to the company or other members for any liability by reason of (a) any act or omission of such member that involves actual fraud or willful misconduct or (b) any transaction from which such member derived an improper personal benefit. The limited liability company agreement further provides that the company must indemnify members, officers, employees or agents of the company to the fullest extent provided by the Delaware Act; *provided, however*, that no such person is entitled to indemnification if the liability results from (a) actual fraud or willful misconduct or (b) any transaction from which such person derived an improper personal benefit. The limited liability company agreement also (a) requires the advancement of expenses and (b) allows the company to purchase and maintain indemnification insurance.

The limited liability company agreement of Sithe/Independence LLC provides that the company must indemnify any member, shareholder, director, officer, employee or agent of the member or the company to the fullest extent permitted by law, but only in instances where (a) such person acts in good faith and (b) such person's conduct does not constitute willful misconduct or gross negligence. The limited liability company agreement further requires that, subject to certain limiting circumstances, the company advance expenses.

The limited liability company agreements of each of Coletto Creek Power, LLC, Comanche Peak Power Company LLC, Hopewell Power Generation, LLC, Upton County Solar 2, LLC, Vistra Asset Company LLC, Vistra Intermediate Company LLC and Vistra Operations Company LLC provide that no member, manager or officer shall be liable to the company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such person in good faith on behalf of the company and in a manner reasonably believed to be within the scope of such person's authority; *provided, however*, that such person shall be liable for any such loss, damage or claim incurred by reason of such person's gross negligence or willful misconduct. Each limited liability company agreement further provides that the company shall indemnify any member, manager or officer to the fullest extent permitted by the Delaware Act and that the company (a) must, subject to certain limiting circumstances, advance expenses and (b) may purchase and maintain indemnification insurance.

The limited liability company agreements of each of Brighten Energy LLC, Forney Pipeline, LLC, La Frontera Holdings, LLC and Oak Grove Management Company LLC provide that the company must indemnify any member, manager or officer to the fullest extent permitted by the Delaware Act. Each limited liability company agreement further provides that the company (a) must, subject to certain limiting circumstances, advance expenses and (b) may purchase and maintain indemnification insurance.

Registrant Subsidiary Guarantors incorporated under the laws of the State of Illinois

Coffeen and Western Railroad Company, Illinois Power Generating Company, Illinois Power Marketing Company and Illinova Corporation are all incorporated under the laws of the State of Illinois.

Section 8.75(a) of the Illinois Business Corporation Act of 1983 (the "IBCA") allows a corporation to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person (a) acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and (ii) with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was

unlawful. Section 8.75(b) of the IBCA allows a corporation to indemnify, in actions brought by or in the right of the corporation, such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation; *provided* that no indemnification shall be made with respect to any claim, issue, or matter as to which such person has been adjudged to have been liable to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. To the extent such person has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, such person is entitled to indemnification against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation.

Section 8.75(e) of the IBCA allows a corporation to pay expenses (including attorney's fees) incurred by an officer or director of the corporation in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents of the corporation or by persons serving at the request of the corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be so paid on such terms and conditions, if any, as the corporation deems appropriate.

Section 8.75(f) of the IBCA provides that the indemnification and advancement of expenses provided by or granted under Section 8.75 of the IBCA shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 8.75(g) of the IBCA allows a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of Section 8.75 of the IBCA.

The articles of incorporation of each of Coffeen and Western Railroad Company and Illinois Power Marketing Company provide that a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the IBCA.

The articles of incorporation of each of Illinois Power Generating Company and Illinova Corporation provide that a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 8.65 of the IBCA or (d) for any transaction from which the director derived an improper personal benefit. The articles of incorporation of Illinova Corporation further provide that the corporation must indemnify any director or officer to the fullest extent permitted by the IBCA.

The bylaws of each of Coffeen and Western Railroad Company, Illinois Power Generating Company, Illinois Power Marketing Company and Illinova Corporation provide that the corporation must (a) indemnify directors and officers to the fullest extent permitted by law and (b) subject to certain requirements, advance

expenses. The bylaws further provide that the corporation may purchase and maintain insurance on behalf of any director or officer against any liability asserted against such director or officer and incurred by such director or officer in any such capacity, or arising out of such director's or officer's status as such, whether or not the corporation would have the power to indemnify such director or officer against such liability under the bylaws or applicable law.

Registrant Subsidiary Guarantors formed under the laws of the State of Ohio

Dynergy Commercial Asset Management, LLC is formed under the laws of the State of Ohio.

Section 1705.32(A) of the Ohio Revised Code (the "ORC") provides that a limited liability company may indemnify or agree to indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the company, because he is or was a manager, member, partner, officer, employee, or agent of the company or is or was serving at the request of the company as a manager, director, trustee, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise. The company may indemnify or agree to indemnify a person in that position against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement that actually and reasonably were incurred by him in connection with the action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the company and, in connection with any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 1705.32(B) of the ORC provides that a limited liability company may indemnify or agree to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the company to procure a judgment in its favor, because he is or was a manager, officer, employee, or agent of the company or is or was serving at the request of the company as a manager, member, partner, director, trustee, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise. The company may indemnify or agree to indemnify a person in that position against expenses, including attorney's fees, that were actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the company, except that an indemnification shall not be made in respect of any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of his duty to the company unless and only to the extent that the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses that the court considers proper.

The limited liability company agreement of Dynergy Commercial Asset Management, LLC provides that neither the member nor any officer, employee or agent of the company nor any employee, representative, agent or affiliate of the member shall be liable to the company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such person in good faith on behalf of the company to the fullest extent permitted by law; *provided, however*, that no such person shall be liable for any such loss, damage or claim incurred by reason of such person's gross negligence or willful misconduct. The limited liability company agreement also provides that such person shall be entitled to indemnification from the company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such person in good faith on behalf of the company and in a manner reasonably believed to be within the scope of the authority granted to such person to the fullest extent provided by law; *provided, however*, that no such person shall be entitled to indemnification by reason of gross negligence or willful misconduct. Subject to certain limiting circumstances, each limited liability company agreement also requires the company to advance expenses to such person to the fullest extent permitted by law.

Registrant Subsidiary Guarantors formed under the laws of the Commonwealth of Massachusetts

Masspower, LLC is formed under the laws of the Commonwealth of Massachusetts.

Section 8(a) of the Massachusetts Limited Liability Company Act (the “Massachusetts Act”) provides that, subject to such standards and restrictions, if any, as are set forth in its certificate of organization or a written operating agreement, a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. Such indemnification may include payment by the limited liability company of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without reference to the financial ability of such person to make repayment. Any such indemnification may be provided although the person to be indemnified is no longer a member or manager. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the limited liability company.

Section 8(b) of the Massachusetts Act provides that the certificate of organization or a written operating agreement may eliminate or limit the personal liability of a member or manager for breach of any duty to the limited liability company or to another member or manager.

The limited liability company agreement of Masspower, LLC provides that no manager or officer shall be liable to the company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such manager or officer in good faith on behalf of the company and in a manner reasonably believed to be within the scope of the authority conferred on such manager or officer, except that a manager or officer shall be liable for any such loss, damage or claim incurred by reason of such manager’s or officer’s gross negligence or willful misconduct. The limited liability company agreement further (a) provides for indemnification of managers and officers to the fullest extent authorized by law, including the Massachusetts Act and (b) requires the company to advance expenses. The limited liability company agreement also allows the company to purchase and maintain indemnification insurance.

Registrant Subsidiary Guarantors incorporated under the laws of the State of Pennsylvania

NEPCO Services Company and Northeastern Power Company are incorporated under the laws of the State of Pennsylvania.

Section 1741 of Subchapter D, Chapter 17, of the Pennsylvania Business Corporation Law (the “PBCL”) provides that a business corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 1742 of the PBCL provides that a business corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a representative of the corporation or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with the defense or settlement of the action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation; *provided, however*, that indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the corporation is located or the court in which the action

was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court of common pleas or other court deems proper.

Section 1743 of the PBCL provides that indemnification against any expenses (including attorney fees) is mandatory to the extent such person succeeds on the merits or otherwise in defense of any action or proceeding referred to in Section 1741 or Section 1742 of the PBCL.

Section 1744 of the PBCL provides that, unless ordered by the court, any indemnification under Section 1741 or Section 1742 of the PBCL shall be made by the business corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding, (ii) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by the shareholders.

Section 1745 of the PBCL provides that expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Subchapter D of Chapter 17 of the PBCL may be paid by a business corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this subchapter or otherwise. Except as otherwise provided in the bylaws of the corporation, advancement of expenses shall be authorized by the board of directors.

Section 1746(a) of the PBCL provides that the indemnification and advancement of expenses provided by the previous sections of the PBCL shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office. Section 1746(b) of the PBCL provides that indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 1747 of the PBCL provides that, unless otherwise restricted by its own bylaws, a business corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the corporation or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against that liability under the provisions of Subchapter D of Chapter 17 of the PBCL.

Section 1748 and Section 1749 of the PBCL provide for the extension of the indemnification and advancement of expenses provided by Sections 1741-1747 of the PBCL to (i) constituent and surviving corporations and (ii) persons serving as fiduciaries of employee benefit plans.

Section 1750 of the PBCL provides that the indemnification and advancement of expenses provided by, or granted pursuant to, Subchapter D of Chapter 17 of the PBCL, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the corporation and shall inure to the benefit of the heirs and personal representative of that person.

The articles of incorporation of each of NEPCO Services Company and Northeastern Power Company do not specify the extent to which the corporation may indemnify its directors or officers.

The bylaws for each of NEPCO Services Company and Northeastern Power Company provide that the corporation shall indemnify directors and officers of the corporation to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the PBCL. The bylaws require the corporation to advance expenses.

Dallas Power & Light Company, Inc., Dynegy Operating Company, Generation SVC Company, Lone Star Energy Company, Inc., Lone Star Pipeline Company, Inc., Luminant Energy Trading California Company, Southwestern Electric Service Company, Inc., Texas Electric Service Company, Inc., Texas Energy Industries Company, Inc., Texas Power & Light Company, Inc., Texas Utilities Company, Inc., Texas Utilities Electric Company, Inc., TXU Electric Company, Inc., Vistra Corporate Services Company, Vistra EP Properties Company and Wise-Fuels Pipeline, Inc. are all incorporated under the laws of the State of Texas.

Section 8.051 of the Texas Business Organization Code (the "TBOC") provides that a corporation must indemnify a governing person, former governing person, or delegate against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent because the person is or was a governing person or delegate, if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding.

Section 8.101 and Section 8.102 of the TBOC provide that a corporation may indemnify a governing person, former governing person, or delegate who was, is, or is threatened to be made a respondent in a proceeding if it is determined in accordance with Section 8.103 that: (a) the person (i) acted in good faith, (ii) reasonably believed (A) in the case of conduct in the person's official capacity, that the person's conduct was in the corporation's best interests and (B) in any other case, that the person's conduct was not opposed to the corporation's best interests, and (iii) in the case of a criminal proceeding, did not have a reasonable cause to believe the person's conduct was unlawful, (b) with respect to expenses, the amount of expenses other than a judgment is reasonable and (c) indemnification should be paid. Indemnification of a person who is found liable to the corporation or is found liable because the person improperly received a personal benefit is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 8.104 of the TBOC provides that a corporation may pay or reimburse reasonable expenses incurred by a present governing person or delegate who was, is, or is threatened to be made a respondent in a proceeding in advance of the final disposition of the proceeding under certain circumstances.

Section 8.105 of the TBOC provides that a corporation may indemnify and advance expenses, to the same extent as a governing person, to a person who is not a governing person, including an officer, employee, or agent, as provided by (a) the corporation's governing documents, (b) general or specific action of the corporation's governing authority, (c) resolution of the corporation's owners or members, (d) contract or (e) common law.

Section 8.151 of the TBOC provides that a corporation may purchase or procure or establish and maintain insurance or another arrangement to indemnify or hold harmless an existing or former governing person, delegate, officer, employee, or agent.

The articles of incorporation of each of Generation SVC Company, Lone Star Energy Company, Inc., Texas Utilities Company, Inc., Southwestern Electric Service Company, Inc., Lone Star Pipeline Company, Inc., Texas Energy Industries Company, Inc., Texas Utilities Electric Company, Inc. and TXU Electric Company, Inc. provide that the corporation must indemnify and may purchase and maintain insurance or other arrangements on behalf of directors and officers of the corporation to the fullest extent permitted by the TBOC. The articles of incorporation further provide that a director of the corporation shall not be personally liable to the corporation or its shareholders to the fullest extent permitted by the TBOC.

The articles of incorporation of each of Dallas Power & Light Company, Inc., Texas Electric Service Company, Inc., Texas Power & Light Company, Inc. and Vistra Corporate Services Company provide that the corporation must reimburse or indemnify any director or officer from and against all expenses and liabilities incurred by him or her, or imposed on him or her, including, but not limited to, judgments, settlements, court costs and attorneys' fees, in connection with, or arising out of, the defense of any action, suit or proceeding in which he or she may be involved by reason of his being or having been such director or officer, except with respect to matters as to which he or she shall be adjudged in such action, suit or proceed to be liable because he

did not act in good faith, or because of dishonesty or conflict of interest in the performance of his duty. The articles of incorporation provide that a corporation may indemnify and insure directors or officers to the fullest extent provided by the TBOC.

The articles of incorporation of Luminant Energy Trading California Company provide that a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any act or omission in his or her capacity as a director to the fullest extent permitted by law.

The articles of incorporation of Vistra EP Properties Company provide that the corporation must indemnify and may insure all directors and officers to the fullest extent permitted by the TBOC. The articles further provide that a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any act or omission in such director's capacity as a director to the fullest extent permitted by the TBOC.

The articles of incorporation of each of Dynege Operating Company and Wise-Fuels Pipeline, Inc. do not specify the extent to which the corporation may indemnify its directors or officers.

The bylaws of each of Dallas Power & Light Company, Inc., Lone Star Energy Company, Inc., Lone Star Pipeline Company, Inc., Texas Electric Service Company, Inc., Texas Utilities Electric Company, Inc., Southwestern Electric Service Company, Inc., Texas Utilities Company, Inc., Texas Energy Industries Company, Inc., Texas Power & Light Company, Inc., and TXU Electric Company, Inc. provide that directors and officers must be indemnified and held harmless by the corporation to the fullest extent provided by applicable law, including by the TBOC. The bylaws provide further that the corporation (a) must advance expenses under certain circumstances and (b) may maintain insurance on behalf of the directors and officers.

The bylaws of Dynege Operating Company provide that the corporation must indemnify directors and officers to the fullest extent to which it is empowered to do so by the TBOC.

The bylaws of each of Generation SVC Company, Luminant Energy Trading California Company, Vistra Corporate Services Company and Vistra EP Properties Company provide that the corporation must indemnify and may purchase insurance or other arrangements for the benefit of directors and officers of the corporation to the fullest extent permitted by the laws of the State of Texas, including the TBOC.

The bylaws of Wise-Fuels Pipeline, Inc. provide that the corporation must indemnify directors and officers of the corporation to the fullest extent permitted by the TBOC. The bylaws further provide that the corporation must advance expenses.

Registrant Subsidiary Guarantors formed under the laws of the State of Texas

Big Brown Power Company LLC, Dynege Power Marketing, LLC, Luminant Energy Company LLC, Luminant Generation Company LLC, Luminant Mining Company LLC, NCA Resources Development Company LLC, Sandow Power Company LLC, TXU Energy Retail Company LLC, Value Based Brands LLC, Wharton County Generation, LLC are all formed under the laws of the state of Texas.

Section 101.401 of the TBOC provides that the company agreement of a limited liability company may expand or restrict any duties, including fiduciary duties, and related liabilities that a member, manager, officer, or other person has to the company or to a member or manager of the company.

Section 101.402 of the TBOC provides that a limited liability company may (a) indemnify a member, manager or officer, (b) pay in advance or reimburse expenses incurred by a member, manager or officer and (c) purchase, procure or establish and maintain insurance or other arrangement to indemnify or hold harmless a member, manager or officer.

The limited liability company agreements of each of Big Brown Power Company LLC, Luminant Energy Company LLC, Luminant Generation Company LLC, Luminant Mining Company LLC, NCA Resources

Development Company LLC, Sandow Power Company LLC and TXU Energy Retail Company LLC provide that the company must indemnify any member, manager or officer of the company to the fullest extent provided by the TBOC. Each limited liability company agreement further provides that the company (a) shall, subject to certain limiting circumstances, advance expenses and (b) may purchase and maintain indemnification insurance.

The limited liability company agreements of each of Luminant ET Services Company LLC and Value Based Brands LLC provide that no member, manager or officer of the company shall be liable to the company for any loss, damage or claim incurred by reason of any act or omission performed by such person in good faith on behalf of the company and in a manner reasonably believed to be within the scope of authority of such person, except that such person shall be liable for any such loss, damage or claim incurred by reason of such person's gross negligence or willful misconduct. Each limited liability company agreement further provides that any member, manager or officer of the company shall be indemnified to the fullest extent permitted by the TBOC, and that the company (a) shall, subject to certain limiting circumstances, advance expenses and (b) may purchase and maintain indemnification insurance.

The limited liability company agreement of Dynegy Power Marketing, LLC provides that, to the fullest extent permitted by law, no member, officer, employee or agent of the company shall be liable to the company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such person in good faith on behalf of the company and in a manner reasonably believed to be within the scope of the authority conferred on such person, except that such person shall be liable for any loss, damage or claim incurred by reason of fraud, bad faith, gross negligence or willful misconduct on behalf of such member, officer, employee or agent of the company. The limited liability company agreement further provides that any member, officer, employee or agent of the company shall be indemnified to the fullest extent permitted by applicable law, and that the company shall, subject to certain limiting circumstances, advance expenses.

The limited liability company agreement of Wharton County Generation, LLC provides that, any officer, director, employee, member or affiliate of a member of the company will not be liable for, and will be indemnified and held harmless by the company against, any and all losses, liabilities and reasonable expenses, including attorneys' fees, arising from proceedings in which such person may be involved, as a party or otherwise, by reason of its being an officer, director, employee, member or affiliate of a member of the company, or by reason of its involvement in the management of the affairs of the company; *provided, however*, that no such person will be held harmless or indemnified for any losses, liabilities or expenses arising out of (a) the fraud, intentional misconduct, or knowing or reckless breach of such person's obligations or (b) the bad faith of such person.

Registrant Subsidiary Guarantors formed under the laws of the Commonwealth of Virginia

Kincaid Generation, L.L.C. is formed under the laws of the Commonwealth of Virginia.

Section 13.1-1009 of the Virginia Limited Liability Company Act (the "Virginia Act") provides that a company may, subject to such standards and restrictions, if any, as are set forth in its articles of organization or an operating agreement, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever, and to pay for or reimburse any member or manager or other person for reasonable expenses incurred by such a person who is a party to a proceeding in advance of final disposition of the proceeding.

The limited liability company agreement of Kincaid Generation, L.L.C. provides that any officer, director, employee, member or affiliate of a member of the company will not be liable for, and will be indemnified and held harmless by the company against, any and all losses, liabilities and reasonable expenses, including attorneys' fees, arising from proceedings in which such person may be involved, as a party or otherwise, by reason of its being an officer director, employee, member or affiliate of a member of the company, or by reason of its involvement in the management of the affairs of the company, whether or not it continues to be such at the time any such loss, liability or expense is paid or incurred; *provided, however*, that no such person will be held harmless or indemnified for any losses, liabilities or expenses arising out of (a) the fraud, intentional misconduct,

or knowing or reckless breach of such person's obligations to the company or (b) the bad faith of such person. The limited liability company agreement further provides that the company must advance reasonable expenses to the fullest extent permitted by the Virginia Act.

Item 21. Exhibits and Financial Statement Schedules.

Exhibits

<u>Exhibit Number</u>	<u>Description</u>
1.1*	<u>Underwriting Agreement relating to the 4,000,000 7.00% Tangible Equity Units, dated as of June 15, 2016, among Dynegy Inc. (as predecessor in interest to Vistra Energy Corp.), Morgan Stanley & Co. LLC, and RBC Capital Markets, LLC (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K of Dynegy Inc. (File No. 001-33443) filed on June 21, 2016)</u>
2.1*	<u>Order of the United States Bankruptcy Court for the District of Delaware Confirming the Third Amended Joint Plan of Reorganization (which is incorporated by reference to Exhibit 2.1 of Vistra Energy's Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
2.2*	<u>Agreement and Plan of Merger, dated as of October 29, 2017, by and between Vistra Energy Corp. and Dynegy, Inc. (which is incorporated by reference to Exhibit 2.1 of Vistra Energy's Form S-4 (No. 333-222049) filed on December 13, 2017)</u>
3.1*	<u>Certificate of Incorporation of TCEH Corp. (now known as Vistra Energy Corp.), dated October 3, 2016 (which is incorporated by reference to Exhibit 3.1 of Vistra Energy's Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
3.2*	<u>Certificate of Amendment of Certificate of Incorporation of TCEH Corp. (now known as Vistra Energy Corp.), dated November 2, 2016 (which is incorporated by reference to Exhibit 3.2 of Vistra Energy's Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
3.3*	<u>Restated Bylaws of Vistra Energy Corp., dated November 4, 2016 (which is incorporated by reference to Exhibit 3.3 of Vistra Energy's Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
4.1*	<u>Registration Rights Agreement, by and among TCEH Corp. (now known as Vistra Energy Corp.) and the Holders party thereto, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 4.1 of Vistra Energy's Form S-1 (No. 001-215288) filed on December 23, 2016)</u>
4.2*	<u>2022 Notes Indenture, dated October 27, 2014, among Dynegy Finance II, Inc. and the Trustee (which is incorporated by reference to Exhibit 4.8 of Dynegy's Form 8-K (No. 001-33443) filed on October 30, 2014)</u>
4.3*	<u>First Supplemental Indenture to the 2022 Notes Indenture, dated April 1, 2015, between Dynegy and the Trustee (which is incorporated by reference to Exhibit 4.11 of Dynegy's Form 8-K (No. 001-33443) filed on April 7, 2015)</u>
4.4*	<u>Second Supplemental Indenture to the 2022 Notes Indenture, dated April 1, 2015, among Dynegy, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.12 of Dynegy's Form 8-K (No. 001-33443) filed on April 7, 2015)</u>
4.5*	<u>Third Supplemental Indenture to the 2022 Notes Indenture, dated April 2, 2015, among Dynegy, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.17 of Dynegy's Form 8-K (No. 001-33443) filed on April 8, 2015)</u>
4.6*	<u>Fourth Supplemental Indenture to the 2022 Notes Indenture, dated May 11, 2015, among Dynegy, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.2 of Dynegy's Form 10-Q (No. 001-33443) filed on August 7, 2015)</u>

Exhibit Number	Description
4.7*	<u>Fifth Supplemental Indenture to the 2022 Notes Indenture, dated September 21, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.2 of Dynegey's Form 10-Q (No. 001-33443) filed on November 5, 2015)</u>
4.8*	<u>Sixth Supplemental Indenture to the 2022 Notes Indenture, dated February 2, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.24 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.9*	<u>Seventh Supplemental Indenture to the 2022 Notes Indenture, dated February 7, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.25 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.10*	<u>Eighth Supplemental Indenture to the 2022 Notes Indenture, dated April 9, 2018, among the Company, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.19 of Vistra Energy's Form 8-K (No. 001-38086) filed on April 9, 2018)</u>
4.11*	<u>Ninth Supplemental Indenture to the 2022 Notes Indenture, dated June 14, 2018, among the Guaranteeing Subsidiaries (as defined therein), the Company, the Subsidiary Guarantors (as defined therein) and the Trustee (which is incorporated by reference to Exhibit 4.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
4.12*	<u>Form of 7.375% Senior Note due 2022 (which is incorporated by reference to Exhibit 4.8 of Dynegey's Form 8-K (No. 001-33443) filed on October 30, 2014)</u>
4.13*	<u>2023 Notes Indenture, dated May 20, 2013, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on May 21, 2013)</u>
4.14*	<u>First Supplemental Indenture to the 2023 Notes Indenture, dated as of December 5, 2013, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.3 of Dynegey's Form 10-K (No. 001-33443) filed on February 27, 2014)</u>
4.15*	<u>Second Supplemental Indenture to the 2023 Notes Indenture, dated April 1, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.20 of Dynegey's Form 8-K (No. 001-33443) filed on April 7, 2015)</u>
4.16*	<u>Third Supplemental Indenture to the 2023 Notes Indenture, dated April 2, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.28 of Dynegey's Form 8-K (No. 001-33443) filed on April 8, 2015)</u>
4.17*	<u>Fourth Supplemental Indenture to the 2023 Notes Indenture, dated May 11, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.4 of Dynegey's Form 10-Q (No. 001-33443) filed on August 7, 2015)</u>
4.18*	<u>Fifth Supplemental Indenture to the 2023 Notes Indenture, dated September 21, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.4 of Dynegey's Form 10-Q (No. 001-33443) filed on November 5, 2015)</u>
4.19*	<u>Sixth Supplemental Indenture to the 2023 Notes Indenture, dated February 2, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.7 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.20*	<u>Seventh Supplemental Indenture to the 2023 Notes Indenture, dated February 7, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.8 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.21*	<u>Eighth Supplemental Indenture to the 2023 Notes Indenture, dated April 9, 2018, among the Company, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.29 of Vistra Energy's Form 8-K (No. 001-38086) filed on April 9, 2018)</u>

Exhibit Number	Description
4.22*	<u>Ninth Supplemental Indenture to the 2023 Notes Indenture, dated June 14, 2018, among the Guaranteeing Subsidiaries (as defined therein), the Company, the Subsidiary Guarantors (as defined therein) and the Trustee (which is incorporated by reference to Exhibit 4.2 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
4.23*	<u>Form of 5.875% Senior Note due 2023 (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on May 21, 2013)</u>
4.24*	<u>2024 7.625% Notes Indenture, dated October 27, 2014, among Dynegey Finance II, Inc. and the Trustee (which is incorporated by reference to Exhibit 4.9 of Dynegey's Form 8-K (No. 001-33443) filed on October 30, 2014)</u>
4.25*	<u>First Supplemental Indenture to the 2024 7.625% Notes Indenture, dated April 1, 2015, between Dynegey and the Trustee (which is incorporated by reference to Exhibit 4.14 of Dynegey's Form 8-K (No. 001-33443) filed on April 7, 2015)</u>
4.26*	<u>Second Supplemental Indenture to the 2024 7.625% Notes Indenture, dated April 1, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.15 of Dynegey's Form 8-K (No. 001-33443) filed on April 7, 2015)</u>
4.27*	<u>Third Supplemental Indenture to the 2024 7.625% Notes Indenture, dated April 2, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.21 of Dynegey's Form 8-K (No. 001-33443) filed on April 8, 2015)</u>
4.28*	<u>Fourth Supplemental Indenture to the 2024 7.625% Notes Indenture, dated May 11, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.3 of Dynegey's Form 10-Q (No. 001-33443) filed on August 7, 2015)</u>
4.29*	<u>Fifth Supplemental Indenture to the 2024 7.625% Notes Indenture, dated September 21, 2015, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.3 of Dynegey's Form 10-Q (No. 001-33443) filed on November 5, 2015)</u>
4.30*	<u>Sixth Supplemental Indenture to the 2024 7.625% Notes Indenture, dated February 2, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.32 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.31*	<u>Seventh Supplemental Indenture to the 2024 7.625% Notes Indenture, dated February 7, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.33 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.32*	<u>Eighth Supplemental Indenture to the 2024 7.625% Notes Indenture, dated April 9, 2018, among the Company, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.39 of Vistra Energy's Form 8-K (No. 001-38086) filed on April 9, 2018)</u>
4.33*	<u>Ninth Supplemental Indenture to the 2024 7.625% Notes Indenture, dated June 14, 2018, among the Guaranteeing Subsidiaries (as defined therein), the Company, the Subsidiary Guarantors (as defined therein) and the Trustee (which is incorporated by reference to Exhibit 4.3 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
4.34*	<u>Form of 7.625% Senior Note due 2024 (which is incorporated by reference to Exhibit 4.9 of Dynegey's Form 8-K (No. 001-33443) filed on October 30, 2014)</u>
4.35*	<u>2024 8.034% Notes Indenture, dated February 2, 2017, by and among Dynegey, the guarantors party thereto and the Trustee (which is incorporated by reference to Exhibit 4.2 of Dynegey's Form 8-K (No. 001-33443) filed on February 7, 2017)</u>
4.36*	<u>First Supplemental Indenture to the 2024 8.034% Notes Indenture, dated February 7, 2017, between Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.41 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>

Exhibit Number	Description
4.37*	<u>Second Supplemental Indenture to the 2024 8.034% Notes Indenture, dated April 9, 2018, among the Company, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.43 of Vistra Energy's Form 8-K (No. 001-38086) filed on April 9, 2018)</u>
4.38*	<u>Third Supplemental Indenture to the 2024 8.034% Notes Indenture, dated June 14, 2018, among the Guaranteeing Subsidiaries (as defined therein), the Company, the Subsidiary Guarantors (as defined therein) and the Trustee (which is incorporated by reference to Exhibit 4.4 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
4.39*	<u>Form of 8.034% Senior Note due 2024 (which is incorporated by reference to Exhibit 4.2 of Dynegey's Form 8-K (No. 001-33443) filed on February 7, 2017)</u>
4.40*	<u>2025 Notes Indenture, dated October 11, 2016, between Dynegey and the Trustee (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on October 11, 2016)</u>
4.41*	<u>First Supplemental Indenture to the 2025 Notes Indenture, dated February 2, 2017, between Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.35 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.42*	<u>Second Supplemental Indenture to the 2025 Notes Indenture, dated February 7, 2017, between Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.36 of Dynegey's Form 10-K (No. 001-33443) filed on February 24, 2017)</u>
4.43*	<u>Third Supplemental Indenture to the 2025 Notes Indenture, dated April 9, 2018, among the Company, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.48 of Vistra Energy's Form 8-K (No. 001-38086) filed on April 9, 2018)</u>
4.44*	<u>Fourth Supplemental Indenture to the 2025 Notes Indenture, dated June 14, 2018, among the Guaranteeing Subsidiaries (as defined therein), the Company, the Subsidiary Guarantors (as defined therein) and the Trustee (which is incorporated by reference to Exhibit 4.5 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
4.45*	<u>Form of 8.000% Senior Note due 2025 (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on October 11, 2016)</u>
4.46*	<u>2026 Notes Indenture, dated August 21, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on August 21, 2017)</u>
4.47*	<u>Registration Rights Agreement, dated August 21, 2017, among Dynegey, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.2 of Dynegey's Form 8-K (No. 001-33443) filed on August 21, 2017)</u>
4.48*	<u>First Supplemental Indenture to the 2026 Notes Indenture, dated April 9, 2018, among the Company, the Subsidiary Guarantors (as defined therein), and the Trustee (which is incorporated by reference to Exhibit 4.52 of Vistra Energy's Form 8-K (No. 001-38086) filed on April 9, 2018)</u>
4.49*	<u>Second Supplemental Indenture to the 2026 Notes Indenture, dated June 14, 2018, among the Guaranteeing Subsidiaries (as defined therein), the Company, the Subsidiary Guarantors (as defined therein) and the Trustee (which is incorporated by reference to Exhibit 4.6 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
4.50*	<u>Form of 8.125% Senior Note due 2026 (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on August 21, 2017)</u>
4.51*	<u>Purchase Contract Agreement, dated June 21, 2016, between Dynegey and the Trustee (which is incorporated by reference to Exhibit 4.3 of Dynegey's Form 8-K (No. 001-33443) filed on June 21, 2016)</u>

Exhibit Number	Description
4.52*	<u>First Supplement to the Purchase Contract Agreement, dated April 9, 2018, between the Company, the Purchase Contract Agent and the Trustee (which is incorporated by reference to Exhibit 4.5 of Vistra Energy's Registration Statement on Form 8-A (No. 001-38086) filed on April 9, 2018)</u>
4.53*	<u>Form of Unit (which is incorporated by reference to Exhibit 4.3 of Dynegey's Form 8-K (No. 001-33443) filed on June 21, 2016)</u>
4.54*	<u>Form of Purchase Contract (which is incorporated by reference to Exhibit 4.3 of Dynegey's Form 8-K (No. 001-33443) filed on June 21, 2016)</u>
4.55*	<u>Amortizing Notes Indenture, dated June 21, 2016, between Dynegey and the Trustee (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on June 21, 2016)</u>
4.56*	<u>First Supplemental Indenture to the Amortizing Notes Indenture, dated June 21, 2016, between Dynegey and the Trustee (which is incorporated by reference to Exhibit 4.2 of Dynegey's Form 8-K (No. 001-33443) filed on June 21, 2016)</u>
4.57*	<u>Second Supplemental Indenture to the Amortizing Notes Indenture, dated April 9, 2018, between the Company and the Trustee (which is incorporated by reference to Exhibit 4.3 of Vistra Energy's Registration Statement on Form 8-A (No. 001-38086) filed on April 9, 2018)</u>
4.58*	<u>Form of Amortizing Note (which is incorporated by reference to Exhibit 4.2 of Dynegey's Form 8-K (No. 001-33443) filed on June 21, 2016)</u>
4.59*	<u>Warrant Agreement, dated February 2, 2017, by and among Dynegey, Computershare Inc. and Computershare Trust Company, N.A., as warrant agent (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on February 7, 2017)</u>
4.60*	<u>Supplemental Warrant Agreement, dated as of April 9, 2018 among the Company and the Warrant Agent (which is incorporated by reference to Exhibit 4.2 of Vistra Energy's Registration Statement on Form 8-A (No. 001-38086) filed on April 9, 2018)</u>
4.61*	<u>Form of Warrant (which is incorporated by reference to Exhibit 4.1 of Dynegey's Form 8-K (No. 001-33443) filed on February 7, 2017)</u>
5.1	<u>Opinion of Sidley Austin LLP</u>
5.2*	<u>Opinion of Hunton Andrews Kurth LLP</u>
5.3*	<u>Opinion of Pepper Hamilton LLP</u>
5.4*	<u>Opinion of Barnes & Thornburg LLP</u>
10.1*	<u>Stockholder's Agreement, by and between TCEH Corp. (now known as Vistra Energy Corp.) and Apollo Management Holdings, L.P., dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.7 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.2*	<u>Stockholder's Agreement, by and between TCEH Corp. (now known as Vistra Energy Corp.) and Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. and certain of its affiliated entities, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.8 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.3*	<u>Tax Receivable Agreement, by and between TEX Energy LLC (now known as Vistra Energy Corp.) and American Stock Transfer & Trust Company, as transfer agent, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.10 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>

Exhibit Number	Description
10.4*	<u>Tax Matters Agreement, by and among TEX Energy LLC (now known as Vistra Energy Corp.), Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC, EFI Finance Inc. and EFH Merger Co. LLC, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.11 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.5*	<u>Separation Agreement, by and between Energy Future Holdings Corp., TEX Energy LLC (now known as Vistra Energy Corp.) and TEX Operations Company LLC (now known as Vistra Operations LLC), dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.13 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.6*	<u>Amended and Restated Split Participant Agreement, by and between Oncor Electric Delivery Company LLC (f/k/a TXU Electric Delivery Company) and TEX Operations Company LLC (now known as Vistra Operations Company LLC), dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.15 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.7*	<u>Amended and Restated Employment Agreement between Curtis A. Morgan and Vistra Energy Corp., dated May 1, 2018 (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on May 4, 2018)</u>
10.8*	<u>Employment Agreement between James A. Burke and Vistra Energy Corp., effective as of October 4, 2016 (which is incorporated by reference to Exhibit 10.17 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.9*	<u>Employment Agreement between William Holden and Vistra Energy Corp., effective as of December 5, 2016 (which is incorporated by reference to Exhibit 10.18 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.10*	<u>Employment Agreement between Carrie Lee Kirby and Vistra Energy Corp., effective as of October 4, 2016 (which is incorporated by reference to Exhibit 10.22 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on February 14, 2017)</u>
10.11*	<u>Employment Agreement between Sara Graziano and Vistra Energy Corp., effective as of October 4, 2016 (which is incorporated by reference to Exhibit 10.23 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on February 14, 2017)</u>
10.12*	<u>Merger Support Agreement, dated as of October 29, 2017, by and between Dynegy Inc. and Stockholders of Vistra Energy Corp. party thereto (which is incorporated by reference to Exhibit 10.1 of Dynegy's Form 8-K (001-33443) filed on October 30, 2017)</u>
10.13*	<u>Merger Support Agreement, dated as of October 29, 2017, by and between Vistra Energy Corp. and Terawatt Holdings, LP (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on October 30, 2017)</u>
10.14*	<u>Merger Support Agreement, dated as of October 29, 2017, by and among Vistra Energy Corp. and Oaktree Opportunities Fund VIII, L.P., Oaktree Huntington Investment Fund, L.P., Oaktree Opportunities Fund VIII (Parallel 2), L.P., Oaktree Opportunities Fund VIIIb, L.P., Oaktree Opportunities Fund IX, L.P. and Oaktree Opportunities Fund IX (Parallel 2), L.P. (which is incorporated by reference to Exhibit 10.2 of Vistra Energy's Form 8-K (No. 001-38086) filed on October 31, 2017)</u>
10.15*	<u>2016 Omnibus Incentive Plan (which is incorporated by reference to Exhibit 10.6 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.16*	<u>Form of Option Award Agreement (Management) for 2016 Omnibus Incentive Plan (which is incorporated by reference to Exhibit 10.7 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>

Exhibit Number	Description
10.17*	<u>Form of Restricted Stock Unit Award Agreement (Management) for 2016 Omnibus Incentive Plan (which is incorporated by reference to Exhibit 10.8 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.18*	<u>Form of Performance Stock Unit Award Agreement for 2016 Omnibus Incentive Plan (which is incorporated by reference to Exhibit 10(d) of Vistra Energy's Annual Report on Form 10-K filed on February 26, 2018)</u>
10.19*	<u>Vistra Energy Corp. Executive Annual Incentive Plan (which is incorporated by reference to Exhibit 10.9 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.20*	<u>General Release Agreement, dated as of January 31, 2017, by and between Michael Liebelson and Vistra Energy Corp. (which is incorporated by reference to Exhibit 10.25 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.21*	<u>Form of indemnification agreement with directors (which is incorporated by reference to Exhibit 10.26 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.22*	<u>Stock Purchase Agreement, dated as of October 25, 2016, by and between TCEH Corp. (now known as Vistra Energy Corp.) and Curtis A. Morgan (which is incorporated by reference to Exhibit 10.29 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.23*	<u>Credit Agreement, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.24*	<u>Amendment to Credit Agreement, dated December 14, 2016, by and among Deutsche Bank AG New York Branch, Vistra Operations Company LLC, Vistra Intermediate Company LLC and the other Credit Parties and Lenders party thereto (which is incorporated by reference to Exhibit 10.2 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.25*	<u>Second Amendment to Credit Agreement, dated February 1, 2017, by and among Deutsche Bank AG New York Branch, Vistra Operations Company LLC, Vistra Intermediate Company LLC and the other Credit Parties and Lenders party thereto (which is incorporated by reference to Exhibit 10.3 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.26*	<u>Third Amendment to Credit Agreement, dated February 28, 2017, by and among Deutsche Bank AG New York Branch, Vistra Operations Company LLC, Vistra Intermediate Company LLC and the other Credit Parties and Lenders party thereto (which is incorporated by reference to Exhibit 10.4 of Vistra Energy's Registration Statement on Form S-1 (No. 333-215288) filed on December 23, 2016)</u>
10.27*	<u>Fourth Amendment to Credit Agreement, dated as of August 17, 2017 (effective August 17, 2017), by and among Deutsche Bank AG New York Branch, Vistra Operations Company LLC, Vistra Intermediate Company LLC and the other Credit Parties and Lenders party thereto (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on August 17, 2017)</u>
10.28*	<u>Fifth Amendment to Credit Agreement, dated as of December 14, 2017 (effective December 14, 2017), by and among Deutsche Bank AG New York Branch, Vistra Operations Company LLC, Vistra Intermediate Company LLC and the other Credit Parties and Lenders party thereto (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on December 14, 2017)</u>
10.29*	<u>Sixth Amendment to Credit Agreement, dated as of February 20, 2018 (effective February 20, 2018), by and among Deutsche Bank AG New York Branch, Vistra Operations Company LLC, Vistra Intermediate Company LLC and the other Credit Parties and Lenders party thereto (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on February 22, 2018)</u>

Exhibit Number	Description
10.30*	<u>Seventh Amendment to the Credit Agreement, dated June 14, 2018, by and among Vistra Operations Company LLC, Vistra Intermediate Company LLC, the other Credit Parties party thereto, Credit Suisse and Citibank, N.A. as the 2018 Incremental Term Loan Lenders, the financial institutions providing 2018 New Revolving Credit Commitments (as defined therein), the various other Lenders party thereto, the Additional Revolving Letter Credit Issuers (as defined therein) party thereto, the other Letter of Credit Issuers party thereto, Deutsche Bank as Resigning Administrative Agent (as defined therein) and as Resigning Collateral Agent (as defined therein), Credit Suisse as Successor Administrative Agent (as defined therein) and as Successor Collateral Agent (as defined therein), and Delaware Trust Company, as Collateral Trustee (as defined therein) (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
10.31*	<u>Collateral Trust Agreement, by and among TEX Operations Company LLC (now known as Vistra Operations LLC), the Grantors from time to time thereto, Railroad Commission of Texas, as first-out representative, and Deutsche Bank AG, New York Branch, as senior credit agreement representative, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.5 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.32*	<u>Collateral Trust Agreement Amendment (amended pursuant to the Seventh Amendment), to the Collateral Trust Agreement, effective pursuant to the Seventh Amendment as of June 14, 2018, among Vistra Operations Company LLC, the other Grantors from time to time party thereto, Railroad Commission of Texas, as First-Out Representative, Credit Suisse AG, Cayman Islands Branch, as Senior Credit Agreement Agent, and Delaware Trust Company, as Collateral Trustee (which is incorporated by reference to Exhibit 10.1 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
10.33*	<u>Collateral Trust Joinder, dated June 14, 2018, between the Additional Grantors party thereto and Delaware Trust Company, as Collateral Trustee, to the Collateral Trust Agreement, effective pursuant to the Seventh Amendment as of June 14, 2018, among Vistra Operations Company LLC, the other Grantors from time to time party thereto, Railroad Commission of Texas, as First-Out Representative, Credit Suisse AG, Cayman Islands Branch, as Senior Credit Agreement Agent, and Delaware Trust Company, as Collateral Trustee (which is incorporated by reference to Exhibit 10.3 of Vistra Energy's Form 8-K (No. 001-38086) filed on June 15, 2018)</u>
10.34*	<u>Tax Receivable Agreement, by and between TEX Energy LLC (now known as Vistra Energy Corp.) and American Stock Transfer & Trust Company, as transfer agent, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.13 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.35*	<u>Tax Matters Agreement, by and among TEX Energy LLC (now known as Vistra Energy Corp.), Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC, EFI Finance Inc. and EFH Merger Co. LLC, dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.14 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.36*	<u>Transition Services Agreement, by and between Energy Future Holdings Corp. and TEX Operations Company LLC (now known as Vistra Operations Company LLC), dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.15 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.37*	<u>Separation Agreement, by and between Energy Future Holdings Corp., TEX Energy LLC (now known as Vistra Energy Corp.) and TEX Operations Company LLC (now known as Vistra Operations LLC), dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.16 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.38*	<u>Purchase and Sale Agreement, dated as of November 25, 2015, by and between La Frontera Ventures, LLC and Luminant Holding Company LLC (which is incorporated by reference to Exhibit 10.17 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>

Exhibit Number	Description
10.39*	<u>Amended and Restated Split Participant Agreement, by and between Oncor Electric Delivery Company LLC (f/k/a TXU Electric Delivery Company) and TEX Operations Company LLC (now known as Vistra Operations Company LLC), dated as of October 3, 2016 (which is incorporated by reference to Exhibit 10.18 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.40*	<u>Lease Agreement, dated February 14, 2002, between State Street Bank and Trust Company of Connecticut, National Association, an owner trustee of ZSF/Dallas Tower Trust, a Delaware grantor trust, as lessor and EFH Properties Company (now known as Vistra EP Properties Company), as Lessee (Energy Plaza Property) (which is incorporated by reference to Exhibit 10.27 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.41*	<u>First Amendment, dated June 1, 2007, to Lease Agreement, dated February 14, 2002 (which is incorporated by reference to Exhibit 10.28 of Vistra Energy's Amendment No.2 to Form S-1 (No. 333-215288) filed on April 5, 2017)</u>
10.42*	<u>Asset Purchase Agreement, dated as of July 5, 2017, by and among Odessa-Ector Power Partners, L.P., La Frontera Holdings, LLC, Vistra Operations Company LLC, Koch Resources, LLC (which is incorporated by reference to Exhibit 10(a) of Vistra Energy's Form 8-K (No. 001-38086) filed on July 7, 2017)</u>
10.43*	<u>Dynegy Inc. Severance Plan (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Dynegy Inc. (File No. 001-33443) filed on October 30, 2015)</u>
10.44*	<u>Dynegy Inc. Restoration 401(k) Savings Plan, effective June 1, 2008 (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of Dynegy Inc. (File No. 001-33443) filed on August 7, 2008)</u>
10.45*	<u>First Amendment to the Dynegy Inc. Restoration 401(k) Savings Plan, effective June 1, 2008 (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of Dynegy Inc. (File No. 001-33443) filed on August 7, 2008)</u>
10.46*	<u>Second Amendment to Dynegy Inc. Restoration 401(k) Savings Plan, effective January 1, 2012 (incorporated by reference to Exhibit 10.23 to the Annual Report on Form 10-K of Dynegy Inc. (File No. 1-33443) for the year ended December 31, 2011)</u>
10.47*	<u>Dynegy Inc. Restoration Pension Plan, effective June 1, 2008 (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of Dynegy Inc. (File No. 001-33443) filed on August 7, 2008)</u>
10.48*	<u>First Amendment to the Dynegy Inc. Restoration Pension Plan, effective June 1, 2008 (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q of Dynegy Inc. (File No. 001-33443) filed on August 7, 2008)</u>
10.49*	<u>Second Amendment to the Dynegy Inc. Restoration Pension Plan, executed on July 2, 2010 (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of Dynegy Inc. and Dynegy Holdings Inc. (File No. 000-29311) filed on August 6, 2010)</u>
10.50*	<u>Third Amendment to Dynegy Inc. Restoration Pension Plan, effective January 1, 2012 (incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K of Dynegy Inc. (File No. 1-33443) for the year ended December 31, 2011)</u>
10.51*	<u>Dynegy Inc. 2009 Phantom Stock Plan (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Dynegy Inc. (File No. 001-33443) filed on March 10, 2009)</u>
10.52*	<u>First Amendment to the Dynegy Inc. 2009 Phantom Stock Plan, dated as of July 8, 2011 (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of Dynegy Inc. (File No. 1- 33443) for the quarter ended June 30, 2011)</u>

Exhibit Number	Description
10.53*	Dynergy Inc. Incentive Compensation Plan, as amended and restated effective May 21, 2010 (incorporated by reference to Exhibit 10.34 to the Annual Report on Form 10-K of Dynergy Inc. (File No. 001-33443) for the year ended December 31, 2010)
10.54*	Amended and Restated 2012 Long Term Incentive Plan (incorporated by reference to Annex B to the Proxy Statement on Schedule 14A of Dynergy Inc. (File No. 001-33443) filed on March 31, 2016)
12.1*	Statement of computation of ratios of earnings to fixed charges
21.1*	Subsidiaries of Vistra Energy Corp.
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Ernst & Young LLP
23.3	Consent of Sidley Austin LLP (included in Exhibit 5.1)
23.4*	Consent of Hunton Andrews Kurth LLP (included in Exhibit 5.2)
23.5*	Consent of Pepper Hamilton LLP (included in Exhibit 5.3)
23.6*	Consent of Barnes & Thornburg LLP (included in Exhibit 5.4)
24.1*	Powers of Attorney (included in signature pages hereto)
25.1	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, for Wilmington Trust, National Association, as trustee with respect to the Indenture dated August 21, 2017
99.1*	Form of Letter of Transmittal
99.2*	Form of Letter to the Depository Trust Company Participants
99.3*	Form of Letter to Beneficial Owners

* Previously filed.

Financial Statements

None. Financial statement schedules have been omitted since the required information is included in the consolidated financial statements of Vistra and Dynergy incorporated by reference into this registration statement.

Item 22. Undertakings.

(a) Each of the undersigned registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) Each of the undersigned registrants hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, each of the registrants has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) Each of the undersigned registrants hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of Form S-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(e) Each of the undersigned registrants hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra Energy Corp. (Registrant)

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p>* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p>* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p>* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p>* _____ Scott B. Helm</p>	Chairman and Director
<p>* _____ Hilary E. Ackermann</p>	Director
<p>* _____ Gavin R. Baiera</p>	Director
<p>* _____ Paul M. Barbas</p>	Director
<p>* _____ Brian K. Ferraioli</p>	Director
<p>* _____ Jeff D. Hunter</p>	Director
<p>* _____ Cyrus Madon</p>	Director
<p>* _____ Geoffrey D. Strong</p>	Director

Signatures

Title

*

Director

John R. Sult

*

Director

Bruce E. Zimmerman

*By:

/s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

ANP Bellingham Energy Company, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

ANP Blackstone Energy Company, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Big Brown Power Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Manager (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Brighten Energy LLC

By: /s/ J. William Holden _____

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Scott A. Hudson

President
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Manager

*

Curtis A. Morgan

Manager

*By: /s/ J. William Holden _____

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Calumet Energy Team, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Casco Bay Energy Company, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Power Generation, Inc.

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Coffeen and Western Railroad Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p>President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p>Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p>Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p>Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Coletto Creek Power, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Manager (Principal Executive Officer)</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">James A. Burke</p>	<p style="text-align: center;">Manager</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Comanche Peak Power Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Manager (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dallas Power & Light Company, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Administrative Services Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Associates Northeast LP, Inc.

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____	
Curtis A. Morgan	President, Chief Executive Officer and Director (Principal Executive Officer)
* _____	
J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____	
Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____	
James A. Burke	Director

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Coal Generation, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
Dynegy Commercial Asset Management, LLC	Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Coal Holdco, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Coal Trading & Transportation, L.L.C.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Coal Holdco, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Commercial Asset Management, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Conesville, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Coal Generation, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Dicks Creek, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Commercial Asset Management, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Energy Services (East), LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Energy Services, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Energy Services, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Fayette II, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Commercial Asset Management, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Gas Imports, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Hanging Rock II, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Commercial Asset Management, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Kendall Energy, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

President and Chief Executive Officer
(Principal Executive Officer)

Curtis A. Morgan

*

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

J. William Holden

*

Vice President and Controller
(Principal Accounting Officer)

Christy Dobry

Dynegy Power, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Killen, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
Dynegy Coal Generation, LLC	Sole Member
* _____ Name: Ashley A. Burton Title: Assistant Secretary	
*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Marketing and Trade, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
Dynegy Power, LLC	Sole Member
* _____ Name: Ashley A. Burton Title: Assistant Secretary	
*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Miami Fort, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President and Chief Executive Officer (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p>Dynegy Coal Generation, LLC</p> <p style="text-align: center;">* _____</p> <p>Name: Ashley A. Burton Title: Assistant Secretary</p>	<p style="text-align: center;">Sole Member</p>
<p>*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i></p>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Midwest Generation, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Coal Holdco, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Moss Landing, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Power Generation, Inc.

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Northeast Generation GP, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Director

*By: /s/ J. William Holden
 J. William Holden
 Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Oakland, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Power Generation, Inc.

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Operating Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Director</p>
<p>*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i></p>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Power Generation, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Power Marketing, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Midwest Generation, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Power, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Resource II, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Resources Generating Holdco, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

EquiPower Resources Corp.

Sole Member

*

Name: Ashley A. Burton

Title: Assistant Secretary

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Stuart, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Coal Generation, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Washington II, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Commercial Asset Management, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Dynegy Zimmer, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<hr/> * Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
<hr/> * J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<hr/> * Christy Dobry	Vice President and Controller (Principal Accounting Officer)
Dynegy Coal Generation, LLC	Sole Member

*
Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Ennis Power Company, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Asset Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

EquiPower Resources Corp.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

President, Chief Executive Officer and Director
(Principal Executive Officer)

Curtis A. Morgan

*

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

J. William Holden

*

Vice President and Controller
(Principal Accounting Officer)

Christy Dobry

*

Director

James A. Burke

*By: /s/ J. William Holden

J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Forney Pipeline, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President, Chief Executive Officer and Manager (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____ James A. Burke	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Havana Dock Enterprises, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Midwest Generation, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Hays Energy, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Asset Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Hopewell Power Generation, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Manager
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Manager

*By: /s/ J. William Holden

J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Illinois Power Generating Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

Chief Executive Officer and Director
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Director

*By: /s/ J. William Holden

J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Illinois Power Marketing Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

Chief Executive Officer and Director
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Director

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Illinois Power Resources Generating, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<hr/> * Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
<hr/> * J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<hr/> * Christy Dobry	Vice President and Controller (Principal Accounting Officer)
Illinois Power Resources, LLC	Sole Member

*
Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Illinova Corporation

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial
Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Director
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Director

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

IPH, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Kincaid Generation, L.L.C.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Resources Generating Holdco, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

La Frontera Holdings, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

*

Curtis A. Morgan

Title

President, Chief Executive Officer and Manager
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Lake Road Generating Company, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)

EquiPower Resources Corp.

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Liberty Electric Power, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

EquiPower Resources Corp.

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Lone Star Energy Company, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Director
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Director

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Lone Star Pipeline Company, Inc.

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Director

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Luminant Energy Company LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President, Chief Executive Officer and Manager (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____ James A. Burke	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Luminant Energy Trading California Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Luminant ET Services Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p>* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Manager (Principal Executive Officer)
<p>* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p>* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p>* _____ James A. Burke</p>	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Luminant Generation Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">*</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Manager (Principal Executive Officer)</p>
<p style="text-align: center;">*</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">*</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">*</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">James A. Burke</p>	<p style="text-align: center;">Manager</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Luminant Mining Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Manager
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Manager

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Masspower, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Manager (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Manager</p>
<p>*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i></p>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Midlothian Energy, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Asset Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Milford Power Company, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President and Chief Executive Officer (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p>EquiPower Resources Corp.</p> <p style="text-align: center;">* _____</p> Name: Ashley A. Burton Title: Assistant Secretary	<p style="text-align: center;">Sole Member</p>
<p>*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i></p>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

NCA Resources Development Company LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President, Chief Executive Officer and Manager (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____ James A. Burke	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

NEPCO Services Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Director

*By: /s/ J. William Holden
J. William Holden
Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Northeastern Power Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

President, Chief Executive Officer and Director
(Principal Executive Officer)

Curtis A. Morgan

*

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

J. William Holden

*

Vice President and Controller
(Principal Accounting Officer)

Christy Dobry

*

Director

James A. Burke

*By: /s/ J. William Holden

J. William Holden

Attorney - in - fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Oak Grove Management Company LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Manager (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Ontelaunee Power Operating Company, LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<hr/> * Curtis A. Morgan	President and Chief Executive Officer (Principal Executive Officer)
<hr/> * J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<hr/> * Christy Dobry	Vice President and Controller (Principal Accounting Officer)
Dynergy Power, LLC	Sole Member

*
Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Pleasants Energy, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Operations Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Richland-Stryker Generation LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Dynegy Resources Generating Holdco, LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Sandow Power Company LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President, Chief Executive Officer and Manager (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____ James A. Burke	Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Sithe Energies, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Director

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Sithe/Independence LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Sithe Energies, Inc.

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Southwestern Electric Service Company, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

President, Chief Executive Officer and Director
(Principal Executive Officer)

Curtis A. Morgan

*

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

J. William Holden

*

Vice President and Controller
(Principal Accounting Officer)

Christy Dobry

*

Director

James A. Burke

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Texas Electric Service Company, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Director
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Director

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Texas Energy Industries Company, Inc.

By: /s/ Curtis A. Morgan

Name: Curtis A. Morgan

Title: President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

Each person whose signature appears below authorizes Curtis A. Morgan, J. William Holden and Stephanie Zapata Moore, or any of them, as his or her attorney in fact and agent, with full power of substitution and resubstitution, to execute, in his or her name and on his or her behalf, in any and all capacities, any and all amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act of 1933 (and all further amendments including post-effective amendments thereto)), and to file the same, with all the exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, necessary or advisable to enable the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the securities which are the subject of such registration statement, as the case may be, which amendments may make such changes in such registration statement, as the case may be, as such attorney may deem appropriate, and with full power and authority to perform and do any and all acts and things whatsoever, which any such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorney or substitute.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<u>/s/ Curtis A. Morgan</u> Curtis A. Morgan	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ J. William Holden</u> J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Christy Dobry</u> Christy Dobry	Vice President and Controller (Principal Accounting Officer)
<u>/s/ James A. Burke</u> James A. Burke	Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Texas Power & Light Company, Inc.

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Director

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Texas Utilities Company, Inc.

By: /s/ Curtis A. Morgan

Name: Curtis A. Morgan

Title: President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

Each person whose signature appears below authorizes Curtis A. Morgan, J. William Holden and Stephanie Zapata Moore, or any of them, as his or her attorney in fact and agent, with full power of substitution and resubstitution, to execute, in his or her name and on his or her behalf, in any and all capacities, any and all amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act of 1933 (and all further amendments including post-effective amendments thereto)), and to file the same, with all the exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, necessary or advisable to enable the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the securities which are the subject of such registration statement, as the case may be, which amendments may make such changes in such registration statement, as the case may be, as such attorney may deem appropriate, and with full power and authority to perform and do any and all acts and things whatsoever, which any such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorney or substitute.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<u>/s/ Curtis A. Morgan</u> Curtis A. Morgan	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ J. William Holden</u> J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Christy Dobry</u> Christy Dobry	Vice President and Controller (Principal Accounting Officer)
<u>/s/ James A. Burke</u> James A. Burke	Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Texas Utilities Electric Company, Inc.

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President, Chief Executive Officer and Director (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____ James A. Burke	Director
*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

T-Fuels, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Asset Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

TXU Electric Company, Inc.

By: /s/ Curtis A. Morgan

Name: Curtis A. Morgan

Title: President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

Each person whose signature appears below authorizes Curtis A. Morgan, J. William Holden and Stephanie Zapata Moore, or any of them, as his or her attorney in fact and agent, with full power of substitution and resubstitution, to execute, in his or her name and on his or her behalf, in any and all capacities, any and all amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act of 1933 (and all further amendments including post-effective amendments thereto)), and to file the same, with all the exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, necessary or advisable to enable the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the securities which are the subject of such registration statement, as the case may be, which amendments may make such changes in such registration statement, as the case may be, as such attorney may deem appropriate, and with full power and authority to perform and do any and all acts and things whatsoever, which any such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorney or substitute.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<u>/s/ Curtis A. Morgan</u> Curtis A. Morgan	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ J. William Holden</u> J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Christy Dobry</u> Christy Dobry	Vice President and Controller (Principal Accounting Officer)
<u>/s/ James A. Burke</u> James A. Burke	Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

TXU Energy Retail Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	Chief Executive Officer and Manager (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____ James A. Burke	Manager
*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

TXU Retail Services Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Director

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Upton County Solar 2, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Manager
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Manager

*By: /s/ J. William Holden

J. William Holden

Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Value Based Brands LLC

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Manager (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Manager
<p>*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i></p>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra Asset Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Manager
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Manager

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra Corporate Services Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra EP Properties Company

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;">James A. Burke</p>	<p style="text-align: center;">Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra Finance Corp.

By: /s/ J. William Holden
Name: J. William Holden
Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
* _____ Curtis A. Morgan	President, Chief Executive Officer and Director (Principal Executive Officer)
* _____ J. William Holden	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* _____ Christy Dobry	Vice President and Controller (Principal Accounting Officer)
* _____ James A. Burke	Director

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra Intermediate Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President, Chief Executive Officer and Manager
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

*

James A. Burke

Manager

*By: /s/ J. William Holden

J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra Operations Company LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Manager (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Manager</p>
<p>*By: <u>/s/ J. William Holden</u> J. William Holden <i>Attorney-in-fact</i></p>	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Vistra Preferred Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	<p style="text-align: center;">President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* _____ J. William Holden</p>	<p style="text-align: center;">Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">* _____ Christy Dobry</p>	<p style="text-align: center;">Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* _____ James A. Burke</p>	<p style="text-align: center;">Director</p>

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Wharton County Generation, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Asset Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Wise County Power Company, LLC

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures

Title

*

Curtis A. Morgan

President and Chief Executive Officer
(Principal Executive Officer)

*

J. William Holden

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

*

Christy Dobry

Vice President and Controller
(Principal Accounting Officer)

Vistra Asset Company LLC

Sole Member

*

Name: Ashley A. Burton
Title: Assistant Secretary

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas on July 25, 2018.

Wise-Fuels Pipeline, Inc.

By: /s/ J. William Holden

Name: J. William Holden

Title: Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on July 25, 2018:

Signatures	Title
<p style="text-align: center;">* _____ Curtis A. Morgan</p>	President, Chief Executive Officer and Director (Principal Executive Officer)
<p style="text-align: center;">* _____ J. William Holden</p>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<p style="text-align: center;">* _____ Christy Dobry</p>	Vice President and Controller (Principal Accounting Officer)
<p style="text-align: center;">* _____ James A. Burke</p>	Director

*By: /s/ J. William Holden
J. William Holden
Attorney-in-fact

SIDLEY

SIDLEY AUSTIN LLP
2021 MCKINNEY AVENUE, SUITE 2000
DALLAS, TX 75201
+1 214 981 3300
+1 214 981 3400 FAX

AMERICA • ASIA PACIFIC • EUROPE

July 24, 2018

Vistra Energy Corp.
6555 Sierra Drive
Irving, Texas 75039

Re: 8.125% Senior Notes due 2026

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-4 (the “Registration Statement”) being filed by Vistra Energy Corp., a Delaware corporation (the “Company”), and the direct and indirect subsidiaries of the Company listed in Schedule I hereto (the “Guarantors”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration of \$850,000,000 principal amount of the Company’s 8.125% Senior Notes due 2026 (the “New Notes”) and the related guarantees of the New Notes (the “New Guarantees”) by the Guarantors, which are to be offered in exchange for an equivalent aggregate principal amount of the Company’s outstanding 8.125% Senior Notes due 2026 (the “Old Notes”) and the related guarantees of the Old Notes (the “Old Guarantees”) by the guarantors thereof (the “Old Guarantors”). The Old Notes and the Old Guarantees were, and the New Notes and the New Guarantees will be, issued under an Indenture dated as of August 21, 2017 (the “Original Indenture”) among the Company, as successor in interest to Dynegy Inc. (“Dynegy”), the Old Guarantors and Wilmington Trust, National Association, as trustee (the “Trustee”), as amended by the First Supplemental Indenture, dated as of April 9, 2018 (the “First Supplemental Indenture”), and the Second Supplemental Indenture, dated as of June 14, 2018 (together with the Original Indenture and the First Supplemental Indenture, the “Indenture”).

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Indenture and the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the issuance of the New Notes by the Company and the resolutions adopted by the board of directors or similar governing body of each Guarantor relating to the Registration Statement and the issuance by each of the Guarantors identified on Schedule II hereto (collectively, the “Specified Guarantors”) of the New Guarantee of such Specified Guarantor. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and the Specified Guarantors and other documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons

and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers of the Company and the Specified Guarantors and other representatives of the Company and the Specified Guarantors.

Based on and subject to the foregoing and the other limitations and qualifications set forth herein, we are of the opinion that the New Notes will be validly issued and binding obligations of the Company and the New Guarantees by the Specified Guarantors will be valid and binding obligations of the Specified Guarantors when:

(i) the Registration Statement, as finally amended, shall have become effective under the Securities Act and the Indenture shall have been qualified under the Trust Indenture Act of 1939, as amended; and

(ii) the New Notes shall have been duly executed by authorized officers of the Company and authenticated by the Trustee, all in accordance with the Indenture, and shall have been duly delivered against surrender and cancellation of a like principal amount of the Old Notes in the manner described in the Registration Statement.

Our opinion is subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer, voidable transaction and other similar laws relating to or affecting creditors' rights generally and to general equitable principles (regardless of whether considered in a proceeding in equity or at law), including concepts of commercial reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief. Our opinion is also subject to (i) provisions of law which may require that a judgment for money damages rendered by a court in the United States of America be expressed only in United States dollars, (ii) requirements that a claim with respect to any debt securities or other obligations that are denominated or payable other than in United States dollars (or a judgment denominated or payable other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (iii) governmental authority to limit, delay or prohibit the making of payments outside of the United States of America or in a foreign currency.

With respect to each instrument or agreement referred to in or otherwise relevant to the opinions set forth herein (each, an "Instrument"), we have assumed, to the extent relevant to the opinions set forth herein, that (i) each party to such Instrument (if not a natural person) was duly organized or formed, as the case may be, and was at all relevant times and is validly existing and in good standing under the laws of its jurisdiction of organization or formation, as the case may be, and had at all relevant times and has full right, power and authority to execute, deliver and perform its obligations under such Instrument, (ii) such Instrument has been duly authorized, executed and delivered by each party thereto and (iii) such Instrument was at all times and is a valid, binding and enforceable agreement or obligation, as the case may be, of each party thereto; provided that (x) we make no such assumption in clause (i) or (ii) insofar as such assumption relates to the Company or the Specified Guarantors and (y) we make no assumption in clause (iii) insofar as such assumption relates to the Company or any Guarantor. We have also assumed that no event has occurred or will occur that would cause the release of the New Guarantee by any Guarantor under the terms of the Indenture.

This opinion letter is limited to the General Corporation Law of the State of Delaware, the Limited Liability Company Act of the State of Delaware, and the laws of the States of Illinois, Texas and New York (excluding the securities laws of such States). We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

Schedule I

Guarantors

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
ANP Bellingham Energy Company, LLC	Delaware
ANP Blackstone Energy Company, LLC	Delaware
Big Brown Power Company LLC	Texas
Brighten Energy LLC	Delaware
Calumet Energy Team, LLC	Delaware
Casco Bay Energy Company, LLC	Delaware
Coffeen and Western Railroad Company	Illinois
Coleto Creek Power, LLC	Delaware
Comanche Peak Power Company LLC	Delaware
Dallas Power & Light Company, Inc.	Texas
Dynegy Administrative Services Company	Delaware
Dynegy Associates Northeast LP, Inc.	Delaware
Dynegy Coal Generation, LLC	Delaware
Dynegy Coal Holdco, LLC	Delaware
Dynegy Coal Trading & Transportation, L.L.C.	Delaware
Dynegy Commercial Asset Management, LLC	Ohio
Dynegy Conesville, LLC	Delaware
Dynegy Dicks Creek, LLC	Delaware
Dynegy Energy Services (East), LLC	Delaware
Dynegy Energy Services, LLC	Delaware
Dynegy Fayette II, LLC	Delaware
Dynegy Gas Imports, LLC	Delaware
Dynegy Hanging Rock II, LLC	Delaware

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
Dynegy Kendall Energy, LLC	Delaware
Dynegy Killen, LLC	Delaware
Dynegy Marketing and Trade, LLC	Delaware
Dynegy Miami Fort, LLC	Delaware
Dynegy Midwest Generation, LLC	Delaware
Dynegy Morro Bay, LLC	Delaware
Dynegy Moss Landing, LLC	Delaware
Dynegy Northeast Generation GP, Inc.	Delaware
Dynegy Oakland, LLC	Delaware
Dynegy Operating Company	Texas
Dynegy Power Generation, Inc.	Delaware
Dynegy Power Marketing, LLC	Texas
Dynegy Power, LLC	Delaware
Dynegy Resource II, LLC	Delaware
Dynegy Resources Generating Holdco, LLC	Delaware
Dynegy South Bay, LLC	Delaware
Dynegy Stuart, LLC	Delaware
Dynegy Washington II, LLC	Delaware
Dynegy Zimmer, LLC	Delaware
Ennis Power Company, LLC	Delaware
EquiPower Resources Corp.	Delaware
Forney Pipeline, LLC	Delaware
Generation SVC Company	Texas
Havana Dock Enterprises, LLC	Delaware
Hays Energy, LLC	Delaware
Hopewell Power Generation, LLC	Delaware
La Frontera Holdings, LLC	Delaware

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
Lone Star Energy Company, Inc.	Texas
Lone Star Pipeline Company, Inc.	Texas
Luminant Energy Company LLC	Texas
Luminant Energy Trading California Company	Texas
Luminant ET Services Company LLC	Texas
Luminant Generation Company LLC	Texas
Luminant Mining Company LLC	Texas
Illinois Power Generating Company	Illinois
Illinois Power Marketing Company	Illinois
Illinois Power Resources Generating, LLC	Delaware
Illinois Power Resources, LLC	Delaware
Illinova Corporation	Illinois
IPH, LLC	Delaware
Kincaid Generation, L.L.C.	Virginia
Lake Road Generating Company, LLC	Delaware
Liberty Electric Power, LLC	Delaware
Masspower, LLC	Massachusetts
Midlothian Energy, LLC	Delaware
Milford Power Company, LLC	Delaware
NCA Resources Development Company LLC	Texas
NEPCO Services Company	Pennsylvania
Northeastern Power Company	Pennsylvania
Oak Grove Management Company LLC	Delaware
Ontelaunee Power Operating Company, LLC	Delaware
Pleasants Energy, LLC	Delaware
Richland-Stryker Generation LLC	Delaware
Sandow Power Company LLC	Texas
Sithe Energies, Inc.	Delaware

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
Sithe/Independence LLC	Delaware
Southwestern Electric Service Company, Inc.	Texas
Texas Electric Service Company, Inc.	Texas
Texas Energy Industries Company, Inc.	Texas
Texas Power & Light Company, Inc.	Texas
Texas Utilities Company, Inc.	Texas
Texas Utilities Electric Company, Inc.	Texas
T-Fuels, LLC	Delaware
TXU Electric Company, Inc.	Texas
TXU Energy Retail Company LLC	Texas
TXU Retail Services Company	Delaware
Upton County Solar 2, LLC	Delaware
Value Based Brands LLC	Texas
Vistra Asset Company LLC	Delaware
Vistra Corporate Services Company	Texas
Vistra EP Properties Company	Texas
Vistra Finance Corp.	Delaware
Vistra Intermediate Company LLC	Delaware
Vistra Operations Company LLC	Delaware
Vistra Preferred Inc.	Delaware
Wharton County Generation, LLC	Texas
Wise County Power Company, LLC	Delaware
Wise-Fuels Pipeline, Inc.	Texas

Schedule II

Specified Guarantors

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
ANP Bellingham Energy Company, LLC	Delaware
ANP Blackstone Energy Company, LLC	Delaware
Big Brown Power Company LLC	Texas
Brighten Energy LLC	Delaware
Calumet Energy Team, LLC	Delaware
Casco Bay Energy Company, LLC	Delaware
Coffeen and Western Railroad Company	Illinois
Coleto Creek Power, LLC	Delaware
Comanche Peak Power Company LLC	Delaware
Dallas Power & Light Company, Inc.	Texas
Dynegy Administrative Services Company	Delaware
Dynegy Associates Northeast LP, Inc.	Delaware
Dynegy Coal Generation, LLC	Delaware
Dynegy Coal Holdco, LLC	Delaware
Dynegy Coal Trading & Transportation, L.L.C.	Delaware
Dynegy Conesville, LLC	Delaware
Dynegy Dicks Creek, LLC	Delaware
Dynegy Energy Services (East), LLC	Delaware
Dynegy Energy Services, LLC	Delaware
Dynegy Fayette II, LLC	Delaware
Dynegy Gas Imports, LLC	Delaware
Dynegy Hanging Rock II, LLC	Delaware
Dynegy Kendall Energy, LLC	Delaware

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
Dynegy Killen, LLC	Delaware
Dynegy Marketing and Trade, LLC	Delaware
Dynegy Miami Fort, LLC	Delaware
Dynegy Midwest Generation, LLC	Delaware
Dynegy Morro Bay, LLC	Delaware
Dynegy Moss Landing, LLC	Delaware
Dynegy Northeast Generation GP, Inc.	Delaware
Dynegy Oakland, LLC	Delaware
Dynegy Operating Company	Texas
Dynegy Power Generation, Inc.	Delaware
Dynegy Power Marketing, LLC	Texas
Dynegy Power, LLC	Delaware
Dynegy Resource II, LLC	Delaware
Dynegy Resources Generating Holdco, LLC	Delaware
Dynegy South Bay, LLC	Delaware
Dynegy Stuart, LLC	Delaware
Dynegy Washington II, LLC	Delaware
Dynegy Zimmer, LLC	Delaware
Ennis Power Company, LLC	Delaware
EquiPower Resources Corp.	Delaware
Forney Pipeline, LLC	Delaware
Generation SVC Company	Texas
Havana Dock Enterprises, LLC	Delaware
Hays Energy, LLC	Delaware
Hopewell Power Generation, LLC	Delaware
Illinois Power Generating Company	Illinois
Illinois Power Marketing Company	Illinois

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
Illinois Power Resources, LLC	Delaware
Illinois Power Resources Generating, LLC	Delaware
Illinova Corporation	Illinois
La Frontera Holdings, LLC	Delaware
Lone Star Energy Company, Inc.	Texas
Lone Star Pipeline Company, Inc.	Texas
Luminant Energy Company LLC	Texas
Luminant Energy Trading California Company	Texas
Luminant ET Services Company LLC	Texas
Luminant Generation Company LLC	Texas
Luminant Mining Company LLC	Texas
IPH, LLC	Delaware
Lake Road Generating Company, LLC	Delaware
Liberty Electric Power, LLC	Delaware
Midlothian Energy, LLC	Delaware
Milford Power Company, LLC	Delaware
NCA Resources Development Company LLC	Texas
Oak Grove Management Company LLC	Delaware
Ontelaunee Power Operating Company, LLC	Delaware
Pleasants Energy, LLC	Delaware
Richland-Stryker Generation LLC	Delaware
Sandow Power Company LLC	Texas
Sithe Energies, Inc.	Delaware
Sithe/Independence LLC	Delaware
Southwestern Electric Service Company, Inc.	Texas
Texas Electric Service Company, Inc.	Texas
Texas Energy Industries Company, Inc.	Texas
Texas Power & Light Company, Inc.	Texas
Texas Utilities Company, Inc.	Texas

<u>Name of Guarantor</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
Texas Utilities Electric Company, Inc.	Texas
T-Fuels, LLC	Delaware
TXU Electric Company, Inc.	Texas
TXU Energy Retail Company LLC	Texas
TXU Retail Services Company	Delaware
Upton County Solar 2, LLC	Delaware
Value Based Brands LLC	Texas
Vistra Asset Company LLC	Delaware
Vistra Corporate Services Company	Texas
Vistra EP Properties Company	Texas
Vistra Finance Corp.	Delaware
Vistra Intermediate Company LLC	Delaware
Vistra Operations Company LLC	Delaware
Vistra Preferred Inc.	Delaware
Wharton County Generation, LLC	Texas
Wise County Power Company, LLC	Delaware
Wise-Fuels Pipeline, Inc.	Texas

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

Check if an Application to Determine Eligibility of a Trustee Pursuant to Section 305(b)(2)

WILMINGTON TRUST, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

16-1486454
(I.R.S. employer identification no.)

**1100 North Market Street
Wilmington, DE 19890-0001**
(Address of principal executive offices)

**Janet V Banks
Assistant Vice President
1100 North Market Street
Wilmington, Delaware 19890-0001
(302) 636-4261**
(Name, address and telephone number of agent for service)

VISTRA ENERGY CORP. ¹
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-4833255
(I.R.S. Employer
Identification No.)

**6555 Sierra Drive
Irving, Texas 75039**
(Address of principal executive offices, including zip code)

8.125% Senior Notes due 2026
(Title of the indenture securities)

¹ SEE TABLE OF ADDITIONAL OBLIGORS

TABLE OF ADDITIONAL OBLIGOR GUARANTORS

* The following are additional obligors that are guaranteeing the securities registered hereby:

<u>Exact Name of Obligor Guarantor as Specified in its Charter (1)</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>	<u>I.R.S. Employer Identification Number</u>
ANP Bellingham Energy Company, LLC	Delaware	76-0542814
ANP Blackstone Energy Company, LLC	Delaware	76-0542813
Big Brown Power Company LLC	Texas	75-2967823
Brighten Energy LLC	Delaware	27-3494107
Calumet Energy Team, LLC	Delaware	26-3603010
Casco Bay Energy Company, LLC	Delaware	01-0506520
Coffeen and Western Railroad Company	Illinois	20-0826424
Coletto Creek Power, LLC	Delaware	03-0599683
Comanche Peak Power Company LLC	Delaware	30-0951044
Dallas Power & Light Company, Inc.	Texas	—
Dynegy Administrative Services Company	Delaware	76-0593537
Dynegy Associates Northeast LP, Inc.	Delaware	76-0555357
Dynegy Coal Generation, LLC	Delaware	—
Dynegy Coal Holdco, LLC	Delaware	45-2737371
Dynegy Coal Trading & Transportation, L.L.C.	Delaware	76-0630494
Dynegy Commercial Asset Management, LLC	Ohio	31-1758336
Dynegy Conesville, LLC	Delaware	47-0989911
Dynegy Dicks Creek, LLC	Delaware	47-0989594
Dynegy Energy Services (East), LLC	Delaware	37-1484250
Dynegy Energy Services, LLC	Delaware	90-0924805
Dynegy Fayette II, LLC	Delaware	27-3694313
Dynegy Gas Imports, LLC	Delaware	20-8755896
Dynegy Hanging Rock II, LLC	Delaware	27-3694481
Dynegy Kendall Energy, LLC	Delaware	22-3628696
Dynegy Killen, LLC	Delaware	47-1027572
Dynegy Marketing and Trade, LLC	Delaware	26-3737827
Dynegy Miami Fort, LLC	Delaware	46-5692442
Dynegy Midwest Generation, LLC	Delaware	45-2737533
Dynegy Morro Bay, LLC	Delaware	77-0486184
Dynegy Moss Landing, LLC	Delaware	77-0486186
Dynegy Northeast Generation GP, Inc.	Delaware	76-0555359
Dynegy Oakland, LLC	Delaware	77-0486187
Dynegy Operating Company	Texas	74-1670543
Dynegy Power Generation, Inc.	Delaware	20-4063728
Dynegy Power Marketing, LLC	Texas	76-0425964
Dynegy Power, LLC	Delaware	38-2875546
Dynegy Resource II, LLC	Delaware	—
Dynegy Resources Generating Holdco, LLC	Delaware	27-4387798
Dynegy South Bay, LLC	Delaware	33-0833237
Dynegy Stuart, LLC	Delaware	47-1065327
Dynegy Washington II, LLC	Delaware	27-3694614
Dynegy Zimmer, LLC	Delaware	46-5730986
Ennis Power Company, LLC	Delaware	76-0615772
EquiPower Resources Corp.	Delaware	27-2294219
Forney Pipeline, LLC	Delaware	—

Exact Name of Obligor Guarantor as Specified in its Charter (1)	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Generation SVC Company	Texas	45-0470622
Havana Dock Enterprises, LLC	Delaware	—
Hays Energy, LLC	Delaware	76-0565718
Hopewell Power Generation, LLC	Delaware	76-0229111
Illinois Power Generating Company	Illinois	37-1395586
Illinois Power Marketing Company	Illinois	37-1395583
Illinois Power Resources Generating, LLC	Delaware	80-0964092
Illinois Power Resources, LLC	Delaware	—
Illinova Corporation	Illinois	37-1319890
IPH, LLC	Delaware	36-4757063
Kincaid Generation, L.L.C.	Virginia	54-1796772
La Frontera Holdings, LLC	Delaware	46-2171160
Lake Road Generating Company, LLC	Delaware	52-1923765
Liberty Electric Power, LLC	Delaware	54-1907703
Lone Star Energy Company, Inc.	Texas	75-1325876
Lone Star Pipeline Company, Inc.	Texas	75-2522789
Luminant Energy Company LLC	Texas	45-2790807
Luminant Energy Trading California Company	Texas	75-2723853
Luminant ET Services Company LLC	Texas	75-2967835
Luminant Generation Company LLC	Texas	75-2967820
Luminant Mining Company LLC	Texas	75-2967821
Masspower, LLC	Massachusetts	04-3126542
Midlothian Energy, LLC	Delaware	76-0555833
Milford Power Company, LLC	Delaware	76-0598624
NCA Resources Development Company LLC	Texas	—
NEPCO Services Company	Pennsylvania	23-2621764
Northeastern Power Company	Pennsylvania	23-2366929
Oak Grove Management Company LLC	Delaware	27-0551189
Ontelaunee Power Operating Company, LLC	Delaware	87-0750537
Pleasants Energy, LLC	Delaware	26-3603167
Richland-Stryker Generation LLC	Delaware	45-2978632
Sandow Power Company LLC	Texas	26-3771811
Sithe Energies, Inc.	Delaware	13-3554926
Sithe/Independence LLC	Delaware	13-3555904
Southwestern Electric Service Company, Inc.	Texas	75-0699680
Texas Electric Service Company, Inc.	Texas	75-0604000
Texas Energy Industries Company, Inc.	Texas	75-2669310
Texas Power & Light Company, Inc.	Texas	75-0606380
TXU Utilities Company, Inc.	Texas	75-1837355
Texas Utilities Electric Company, Inc.	Texas	75-2967817
T-Fuels, LLC	Delaware	76-0615771
Texas Electric Company, Inc.	Texas	—
TXU Energy Retail Company LLC	Texas	26-0494257
TXU Retail Services Company	Delaware	20-5872839
Upton County Solar 2, LLC	Delaware	38-4076166
Value Based Brands LLC	Texas	75-2959527
Vistra Asset Company LLC	Delaware	20-5872839
Vistra Corporate Services Company	Texas	75-0835281
Vistra EP Properties Company	Texas	75-2543293
Vistra Finance Corp.	Delaware	61-1788338

Exact Name of Obligor Guarantor as Specified in its Charter (1)	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Vistra Intermediate Company LLC	Delaware	38-4076210
Vistra Operations Company LLC	Delaware	36-4833461
Vistra Preferred Inc.	Delaware	38-3995549
Wharton County Generation, LLC	Texas	26-0633072
Wise County Power Company, LLC	Delaware	76-0615770
Wise-Fuels Pipeline, Inc.	Texas	80-0100998

- (1) The address, including zip code, and telephone number, including area code, of each additional obligor guarantor's executive offices is 6555 Sierra Drive, Irving, Texas 75039, (214) 812-4600.

ITEM 1. GENERAL INFORMATION.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.
Comptroller of Currency, Washington, D.C.
Federal Deposit Insurance Corporation, Washington, D.C.
- (b) Whether it is authorized to exercise corporate trust powers.
The trustee is authorized to exercise corporate trust powers.

ITEM 2. AFFILIATIONS WITH THE OBLIGOR.

If the obligor is an affiliate of the trustee, describe each affiliation:

Based upon an examination of the books and records of the trustee and information available to the trustee, the obligor is not an affiliate of the trustee.

ITEM 3 – 15.

Not applicable.

ITEM 16. LIST OF EXHIBITS.

Listed below are all exhibits filed as part of this Statement of Eligibility and Qualification.

- 1. A copy of the Charter for Wilmington Trust, National Association, attached hereto as Exhibit 1 of this Form T-1.
- 2. The authority of Wilmington Trust, National Association to commence business was granted under the Charter for Wilmington Trust, National Association, incorporated herein by reference to Exhibit 1 above.
- 3. The authorization to exercise corporate trust powers was granted under the Charter for Wilmington Trust, National Association, incorporated herein by reference to Exhibit 1 above.
- 4. A copy of the existing By-Laws of Wilmington Trust, National Association, as now in effect, attached hereto as Exhibit 4 of this Form T-1.
- 5. Not applicable.
- 6. The consent of Wilmington Trust, National Association as required by Section 321(b) of the Trust Indenture Act of 1939, attached hereto as Exhibit 6 of this Form T-1.
- 7. Current Report of the Condition of Wilmington Trust, National Association, published pursuant to law or the requirements of its supervising or examining authority, attached hereto as Exhibit 7 of this Form T-1.
- 8. Not applicable.
- 9. Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wilmington Trust, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this Statement of Eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Dallas and State of Texas on the 25th day of July, 2018.

WILMINGTON TRUST, NATIONAL ASSOCIATION

By: /s/ Shawn Goffinet

Name: Shawn Goffinet

Title: Assistant Vice President

EXHIBIT 1

CHARTER OF WILMINGTON TRUST, NATIONAL ASSOCIATION

**ARTICLES OF ASSOCIATION
OF
WILMINGTON TRUST, NATIONAL ASSOCIATION**

For the purpose of organizing an association to perform any lawful activities of national banks, the undersigned do enter into the following articles of association:

FIRST. The title of this association shall be Wilmington Trust, National Association.

SECOND. The main office of the association shall be in the City of Wilmington, County of New Castle, State of Delaware. The general business of the association shall be conducted at its main office and its branches.

THIRD. The board of directors of this association shall consist of not less than five nor more than twenty-five persons, unless the OCC has exempted the bank from the 25-member limit. The exact number is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. Each director shall own common or preferred stock of the association or of a holding company owning the association, with an aggregate par, fair market or equity value \$1,000. Determination of these values may be based as of either (i) the date of purchase or (ii) the date the person became a director, whichever value is greater. Any combination of common or preferred stock of the association or holding company may be used.

Any vacancy in the board of directors may be filled by action of a majority of the remaining directors between meetings of shareholders. The board of directors may not increase the number of directors between meetings of shareholders to a number which:

- 1) exceeds by more than two the number of directors last elected by shareholders where the number was 15 or less; or
- 2) exceeds by more than four the number of directors last elected by shareholders where the number was 16 or more, but in no event shall the number of directors exceed 25, unless the OCC has exempted the bank from the 25-member limit.

Directors shall be elected for terms of one year and until their successors are elected and qualified. Terms of directors, including directors selected to fill vacancies, shall expire at the next regular meeting of shareholders at which directors are elected, unless the directors resign or are removed from office. Despite the expiration of a director's term, the director shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors and his or her position is eliminated.

Honorary or advisory members of the board of directors, without voting power or power of final decision in matters concerning the business of the association, may be appointed by resolution of a majority of the full board of directors, or by resolution of shareholders at any annual or special meeting. Honorary or advisory directors shall not be counted to determine the number of directors of the association or the presence of a quorum in connection with any board action, and shall not be required to own qualifying shares.

FOURTH. There shall be an annual meeting of the shareholders to elect directors and transact whatever other business may be brought before the meeting. It shall be held at the main office or any other convenient place the board of directors may designate, on the day of each year specified therefor in the bylaws, or, if that day falls on a legal holiday in the state in which the association is located, on the next following banking day. If no election is held on the day fixed, or in the event of a legal holiday on the following banking day, an election may be held on any subsequent day within 60 days of the day fixed, to be designated by the board of directors, or, if the directors fail to fix the day, by shareholders representing two-thirds of the shares issued and outstanding. In all cases at least 10 days advance notice of the time, place and purpose of a shareholders' meeting shall be given to the shareholders by first class mail, unless the OCC determines that an emergency circumstance exists. The sole shareholder of the bank is permitted to waive notice of the shareholders' meeting.

In all elections of directors, the number of votes each common shareholder may cast will be determined by multiplying the number of shares such shareholder owns by the number of directors to be elected. Those votes may be cumulated and cast for a single candidate or may be distributed among two or more candidates in the manner selected by the shareholder. If, after the first ballot, subsequent ballots are necessary to elect directors, a shareholder may not vote shares that he or she has already fully cumulated and voted in favor of a successful candidate. On all other questions, each common shareholder shall be entitled to one vote for each share of stock held by him or her.

Nominations for election to the board of directors may be made by the board of directors or by any stockholder of any outstanding class of capital stock of the association entitled to vote for election of directors. Nominations other than those made by or on behalf of the existing management shall be made in writing and be delivered or mailed to the president of the association not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors; provided, however, that if less than 21 days' notice of the meeting is given to shareholders, such nominations shall be mailed or delivered to the president of the association not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- 1) The name and address of each proposed nominee.
- 2) The principal occupation of each proposed nominee.
- 3) The total number of shares of capital stock of the association that will be voted for each proposed nominee.
- 4) The name and residence address of the notifying shareholder.
- 5) The number of shares of capital stock of the association owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and the vote tellers may disregard all votes cast for each such nominee. No bylaw may unreasonably restrict the nomination of directors by shareholders.

A director may resign at any time by delivering written notice to the board of directors, its chairperson, or to the association, which resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

A director may be removed by shareholders at a meeting called to remove the director, when notice of the meeting stating that the purpose or one of the purposes is to remove the director is

provided, if there is a failure to fulfill one of the affirmative requirements for qualification, or for cause; provided, however, that a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the director's removal.

FIFTH. The authorized amount of capital stock of this association shall be ten thousand shares of common stock of the par value of one hundred dollars (\$100) each; but said capital stock may be increased or decreased from time to time, according to the provisions of the laws of the United States.

No holder of shares of the capital stock of any class of the association shall have any preemptive or preferential right of subscription to any shares of any class of stock of the association, whether now or hereafter authorized, or to any obligations convertible into stock of the association, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the board of directors, in its discretion, may from time to time determine and at such price as the board of directors may from time to time fix. Preemptive rights also must be approved by a vote of holders of two-thirds of the bank's outstanding voting shares. Unless otherwise specified in these articles of association or required by law, (1) all matters requiring shareholder action, including amendments to the articles of association, must be approved by shareholders owning a majority voting interest in the outstanding voting stock, and (2) each shareholder shall be entitled to one vote per share.

Unless otherwise specified in these articles of association or required by law, all shares of voting stock shall be voted together as a class, on any matters requiring shareholder approval. If a proposed amendment would affect two or more classes or series in the same or a substantially similar way, all the classes or series so affected must vote together as a single voting group on the proposed amendment.

Shares of one class or series may be issued as a dividend for shares of the same class or series on a pro rata basis and without consideration. Shares of one class or series may be issued as share dividends for a different class or series of stock if approved by a majority of the votes entitled to be cast by the class or series to be issued, unless there are no outstanding shares of the class or series to be issued. Unless otherwise provided by the board of directors, the record date for determining shareholders entitled to a share dividend shall be the date authorized by the board of directors for the share dividend.

Unless otherwise provided in the bylaws, the record date for determining shareholders entitled to notice of and to vote at any meeting is the close of business on the day before the first notice is mailed or otherwise sent to the shareholders, provided that in no event may a record date be more than 70 days before the meeting.

If a shareholder is entitled to fractional shares pursuant to a stock dividend, consolidation or merger, reverse stock split or otherwise, the association may: (a) issue fractional shares; (b) in lieu of the issuance of fractional shares, issue script or warrants entitling the holder to receive a full share upon surrendering enough script or warrants to equal a full share; (c) if there is an established and active market in the association's stock, make reasonable arrangements to provide the shareholder with an opportunity to realize a fair price through sale of the fraction, or purchase of the additional fraction required for a full share; (d) remit the cash equivalent of the fraction to the shareholder; or (e) sell full shares representing all the fractions at public auction or to the highest bidder after having solicited and received sealed bids from at least three licensed stock brokers; and distribute the proceeds pro rata to shareholders who otherwise would be entitled to the fractional shares. The holder of a fractional share is entitled to exercise the rights for shareholder, including the right to vote, to receive dividends, and to participate in the assets

of the association upon liquidation, in proportion to the fractional interest. The holder of script or warrants is not entitled to any of these rights unless the script or warrants explicitly provide for such rights. The script or warrants may be subject to such additional conditions as: (1) that the script or warrants will become void if not exchanged for full shares before a specified date; and (2) that the shares for which the script or warrants are exchangeable may be sold at the option of the association and the proceeds paid to scripolders.

The association, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders. Obligations classified as debt, whether or not subordinated, which may be issued by the association without the approval of shareholders, do not carry voting rights on any issue, including an increase or decrease in the aggregate number of the securities, or the exchange or reclassification of all or part of securities into securities of another class or series.

SIXTH. The board of directors shall appoint one of its members president of this association, and one of its members chairperson of the board and shall have the power to appoint one or more vice presidents, a secretary who shall keep minutes of the directors' and shareholders' meetings and be responsible for authenticating the records of the association, and such other officers and employees as may be required to transact the business of this association.

A duly appointed officer may appoint one or more officers or assistant officers if authorized by the board of directors in accordance with the bylaws.

The board of directors shall have the power to:

- 1) Define the duties of the officers, employees, and agents of the association.
- 2) Delegate the performance of its duties, but not the responsibility for its duties, to the officers, employees, and agents of the association.
- 3) Fix the compensation and enter into employment contracts with its officers and employees upon reasonable terms and conditions consistent with applicable law.
- 4) Dismiss officers and employees.
- 5) Require bonds from officers and employees and to fix the penalty thereof.
- 6) Ratify written policies authorized by the association's management or committees of the board.
- 7) Regulate the manner in which any increase or decrease of the capital of the association shall be made, provided that nothing herein shall restrict the power of shareholders to increase or decrease the capital of the association in accordance with law, and nothing shall raise or lower from two-thirds the percentage required for shareholder approval to increase or reduce the capital.
- 8) Manage and administer the business and affairs of the association.
- 9) Adopt initial bylaws, not inconsistent with law or the articles of association, for managing the business and regulating the affairs of the association.
- 10) Amend or repeal bylaws, except to the extent that the articles of association reserve this power in whole or in part to shareholders.
- 11) Make contracts.
- 12) Generally perform all acts that are legal for a board of directors to perform.

SEVENTH. The board of directors shall have the power to change the location of the main office to any other place within the limits of Wilmington, Delaware, without the approval of the shareholders, or with a vote of shareholders owning two-thirds of the stock of such association for a relocation outside such limits and upon receipt of a certificate of approval from the Comptroller of the Currency, to any other location within or outside the limits of Wilmington Delaware, but not more than 30 miles beyond such limits. The board of directors shall have the power to establish or change the location of any branch or branches of the association to any other location permitted under applicable law, without approval of shareholders, subject to approval by the Comptroller of the Currency.

EIGHTH. The corporate existence of this association shall continue until termination according to the laws of the United States.

NINTH. The board of directors of this association, or any one or more shareholders owning, in the aggregate, not less than 50 percent of the stock of this association, may call a special meeting of shareholders at any time. Unless otherwise provided by the bylaws or the laws of the United States, a notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given at least 10 days prior to the meeting by first-class mail, unless the OCC determines that an emergency circumstance exists. If the association is a wholly owned subsidiary, the sole shareholder may waive notice of the shareholders' meeting. Unless otherwise provided by the bylaws or these articles, any action requiring approval of shareholders must be effected at a duly called annual or special meeting.

TENTH. For purposes of this Article Tenth, the term "institution-affiliated party" shall mean any institution-affiliated party of the association as such term is defined in 12 U.S.C. 1813(u).

Any institution-affiliated party (or his or her heirs, executors or administrators) may be indemnified or reimbursed by the association for reasonable expenses actually incurred in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, governmental, administrative or investigative, in accordance with and to the fullest extent permitted by law, as such law now or hereafter exists; provided, however, that when an administrative proceeding or action instituted by a federal banking agency results in a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association, then the association shall require the repayment of all legal fees and expenses advanced pursuant to the next succeeding paragraph and may not indemnify such institution-affiliated parties (or their heirs, executors or administrators) for expenses, including expenses for legal fees, penalties or other payments incurred. The association shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by an institution-affiliated party (or by his or her heirs, executors or administrators) only if such action or proceeding (or part thereof) was authorized by the board of directors.

Expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding under 12 U.S.C. 164 or 1818 may be paid by the association in advance of the final disposition of such action or proceeding upon (a) a determination by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding that the institution-affiliated party (or his or her heirs, executors or administrators) has a reasonable basis for prevailing on the merits, (b) a determination that the indemnified individual (or his or her heirs, executors or administrators) will have the financial capacity to reimburse the bank in the event

he or she does not prevail, (c) a determination that the payment of expenses and fees by the association will not adversely affect the safety and soundness of the association, and (d) receipt of an undertaking by or on behalf of such institution-affiliated party (or by his or her heirs, executors or administrators) to repay such advancement in the event of a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association. In all other instances, expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding as to which indemnification may be given under these articles of association may be paid by the association in advance of the final disposition of such action or proceeding upon (a) receipt of an undertaking by or on behalf of such institution-affiliated party (or by or on behalf of his or her heirs, executors or administrators) to repay such advancement in the event that such institution-affiliated party (or his or her heirs, executors or administrators) is ultimately found not to be entitled to indemnification as authorized by these articles of association and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by stockholders. To the extent permitted by law, the board of directors or, if applicable, the stockholders, shall not be required to find that the institution-affiliated party has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

In the event that a majority of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the remaining members of the board may authorize independent legal counsel to review the indemnification request and provide the remaining members of the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Article Tenth have been met. If independent legal counsel opines that said conditions have been met, the remaining members of the board of directors may rely on such opinion in authorizing the requested indemnification.

In the event that all of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the board shall authorize independent legal counsel to review the indemnification request and provide the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Article Tenth have been met. If legal counsel opines that said conditions have been met, the board of directors may rely on such opinion in authorizing the requested indemnification.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in these articles of association (a) shall be available with respect to events occurring prior to the adoption of these articles of association, (b) shall continue to exist after any restrictive amendment of these articles of association with respect to events occurring prior to such amendment, (c) may be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, or on the basis of applicable law in effect at the time such rights are claimed, and (d) are in the nature of contract rights which may be enforced in any court of competent jurisdiction as if the association and the institution-affiliated party (or his or her heirs, executors or administrators) for whom such rights are sought were parties to a separate written agreement.

The rights of indemnification and to the advancement of expenses provided in these articles of association shall not, to the extent permitted under applicable law, be deemed exclusive of any other rights to which any such institution affiliated party (or his or her heirs, executors or administrators) may now or hereafter be otherwise entitled whether contained in these articles of association, the bylaws, a resolution of stockholders, a resolution of the board of directors, or an agreement providing such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in these articles of association shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such institution-affiliated party (or of his or her heirs, executors or administrators) in any such action or proceeding to have assessed or allowed in his or her favor, against the association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

If this Article Tenth or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article Tenth shall remain fully enforceable.

The association may, upon affirmative vote of a majority of its board of directors, purchase insurance to indemnify its institution-affiliated parties to the extent that such indemnification is allowed in these articles of association; provided, however, that no such insurance shall include coverage to pay or reimburse any institution-affiliated party for the cost of any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency. Such insurance may, but need not, be for the benefit of all institution-affiliated parties.

ELEVENTH. These articles of association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount. The association's board of directors may propose one or more amendments to the articles of association for submission to the shareholders.

EXHIBIT 4

BY-LAWS OF WILMINGTON TRUST, NATIONAL ASSOCIATION

**AMENDED AND RESTATED BYLAWS
OF
WILMINGTON TRUST, NATIONAL ASSOCIATION**

(Effective as of April 18, 2017)

**ARTICLE I
Meetings of Shareholders**

Section 1. Annual Meeting . The annual meeting of the shareholders to elect directors and transact whatever other business may properly come before the meeting shall be held at the main office of the association, Rodney Square North, 1100 Market Street, City of Wilmington, State of Delaware, at 1:00 o'clock p.m. on the first Tuesday in March of each year, or at such other place and time as the board of directors may designate, or if that date falls on a legal holiday in Delaware, on the next following banking day. Notice of the meeting shall be mailed by first class mail, postage prepaid, at least 10 days and no more than 60 days prior to the date thereof, addressed to each shareholder at his/her address appearing on the books of the association. If, for any cause, an election of directors is not made on that date, or in the event of a legal holiday, on the next following banking day, an election may be held on any subsequent day within 60 days of the date fixed, to be designated by the board of directors, or, if the directors fail to fix the date, by shareholders representing two-thirds of the shares. In these circumstances, at least 10 days' notice must be given by first class mail to shareholders.

Section 2. Special Meetings . Except as otherwise specifically provided by statute, special meetings of the shareholders may be called for any purpose at any time by the board of directors or by any one or more shareholders owning, in the aggregate, not less than fifty percent of the stock of the association. Every such special meeting, unless otherwise provided by law, shall be called by mailing, postage prepaid, not less than 10 days nor more than 60 days prior to the date fixed for the meeting, to each shareholder at the address appearing on the books of the association a notice stating the purpose of the meeting.

The board of directors may fix a record date for determining shareholders entitled to notice and to vote at any meeting, in reasonable proximity to the date of giving notice to the shareholders of such meeting. The record date for determining shareholders entitled to demand a special meeting is the date the first shareholder signs a demand for the meeting describing the purpose or purposes for which it is to be held.

A special meeting may be called by shareholders or the board of directors to amend the articles of association or bylaws, whether or not such bylaws may be amended by the board of directors in the absence of shareholder approval.

If an annual or special shareholders' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment, unless any additional items of business are to be considered, or the association becomes aware of an intervening event materially affecting any matter to be voted on more than 10 days prior to the date to which the meeting is adjourned. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting must be given to persons who are shareholders as of the new record date. If, however, the meeting to elect the directors is adjourned before the election takes place, at least ten days' notice of the new election must be given to the shareholders by first-class mail.

Section 3. Nominations of Directors . Nominations for election to the board of directors may be made by the board of directors or by any stockholder of any outstanding class of capital stock of the association entitled to vote for the election of directors. Nominations, other than those made by or on behalf of the existing management of the association, shall be made in writing and shall be delivered or mailed to the president of the association and the Comptroller of the Currency, Washington, D.C., not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors; *provided, however,* that if less than 21 days' notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the president of the association not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- (1) The name and address of each proposed nominee;
- (2) The principal occupation of each proposed nominee;
- (3) The total number of shares of capital stock of the association that will be voted for each proposed nominee;
- (4) The name and residence of the notifying shareholder; and
- (5) The number of shares of capital stock of the association owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and upon his/her instructions, the vote tellers may disregard all votes cast for each such nominee.

Section 4. Proxies . Shareholders may vote at any meeting of the shareholders by proxies duly authorized in writing, but no officer or employee of this association shall act as proxy. Proxies shall be valid only for one meeting, to be specified therein, and any adjournments of such meeting. Proxies shall be dated and filed with the records of the meeting. Proxies with facsimile signatures may be used and unexecuted proxies may be counted upon receipt of a written confirmation from the shareholder. Proxies meeting the above requirements submitted at any time during a meeting shall be accepted.

Section 5. Quorum . A majority of the outstanding capital stock, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, unless otherwise provided by law, or by the shareholders or directors pursuant to Article IX, Section 2, but less than a quorum may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. A majority of the votes cast shall decide every question or matter submitted to the shareholders at any meeting, unless otherwise provided by law or by the articles of association, or by the shareholders or directors pursuant to Article IX, Section 2. If a meeting for the election of directors is not held on the fixed date, at least 10 days' notice must be given by first-class mail to the shareholders.

ARTICLE II
Directors

Section 1. Board of Directors . The board of directors shall have the power to manage and administer the business and affairs of the association. Except as expressly limited by law, all corporate powers of the association shall be vested in and may be exercised by the board of directors.

Section 2. Number . The board of directors shall consist of not less than five nor more than twenty-five members, unless the OCC has exempted the bank from the 25-member limit. The exact number within such minimum and maximum limits is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any meeting thereof.

Section 3. Organization Meeting . The secretary or treasurer, upon receiving the certificate of the judges of the result of any election, shall notify the directors-elect of their election and of the time at which they are required to meet at the main office of the association, or at such other place in the cities of Wilmington, Delaware or Buffalo, New York, to organize the new board of directors and elect and appoint officers of the association for the succeeding year. Such meeting shall be held on the day of the election or as soon thereafter as practicable, and, in any event, within 30 days thereof. If, at the time fixed for such meeting, there shall not be a quorum, the directors present may adjourn the meeting, from time to time, until a quorum is obtained.

Section 4. Regular Meetings . The Board of Directors may, at any time and from time to time, by resolution designate the place, date and hour for the holding of a regular meeting, but in the absence of any such designation, regular meetings of the board of directors shall be held, without notice, on the first Tuesday of each March, June and September, and on the second Tuesday of each December at the main office or other such place as the board of directors may designate. When any regular meeting of the board of directors falls upon a holiday, the meeting shall be held on the next banking business day unless the board of directors shall designate another day.

Section 5. Special Meetings . Special meetings of the board of directors may be called by the Chairman of the Board of the association, or at the request of two or more directors. Each member of the board of directors shall be given notice by telegram, first class mail, or in person stating the time and place of each special meeting.

Section 6. Quorum . A majority of the entire board then in office shall constitute a quorum at any meeting, except when otherwise provided by law or these bylaws, but a lesser number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. If the number of directors present at the meeting is reduced below the number that would constitute a quorum, no business may be transacted, except selecting directors to fill vacancies in conformance with Article II, Section 7. If a quorum is present, the board of directors may take action through the vote of a majority of the directors who are in attendance.

Section 7. Meetings by Conference Telephone. Any one or more members of the board of directors or any committee thereof may participate in a meeting of such board or committees by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at such meeting.

Section 8. Procedures . The order of business and all other matters of procedure at every meeting of the board of directors may be determined by the person presiding at the meeting.

Section 9. Removal of Directors . Any director may be removed for cause, at any meeting of stockholders notice of which shall have referred to the proposed action, by vote of the stockholders. Any director may be removed without cause, at any meeting of stockholders notice of which shall have referred to the proposed action, by the vote of the holders of a majority of the shares of the Corporation entitled to vote. Any director may be removed for cause, at any meeting of the directors notice of which shall have referred to the proposed action, by vote of a majority of the entire Board of Directors.

Section 10. Vacancies . When any vacancy occurs among the directors, a majority of the remaining members of the board of directors, according to the laws of the United States, may appoint a director to fill such vacancy at any regular meeting of the board of directors, or at a special meeting called for that purpose at which a quorum is present, or if the directors remaining in office constitute fewer than a quorum of the board of directors, by the affirmative vote of a majority of all the directors remaining in office, or by shareholders at a special meeting called for that purpose in conformance with Section 2 of Article I. At any such shareholder meeting, each shareholder entitled to vote shall have the right to multiply the number of votes he or she is entitled to cast by the number of vacancies being filled and cast the product for a single candidate or distribute the product among two or more candidates. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

ARTICLE III **Committees of the Board**

The board of directors has power over and is solely responsible for the management, supervision, and administration of the association. The board of directors may delegate its power, but none of its responsibilities, to such persons or committees as the board may determine.

The board of directors must formally ratify written policies authorized by committees of the board of directors before such policies become effective. Each committee must have one or more member(s), and who may be an officer of the association or an officer or director of any affiliate of the association, who serve at the pleasure of the board of directors. Provisions of the articles of association and these bylaws governing place of meetings, notice of meeting, quorum and voting requirements of the board of directors, apply to committees and their members as well. The creation of a committee and appointment of members to it must be approved by the board of directors.

Section 1. Loan Committee . There shall be a loan committee composed of not less than 2 directors, appointed by the board of directors annually or more often. The loan committee, on behalf of the bank, shall have power to discount and purchase bills, notes and other evidences of debt, to buy and sell bills of exchange, to examine and approve loans and discounts, to exercise authority regarding loans and discounts, and to exercise, when the board of directors is not in session, all other powers of the board of directors that may lawfully be delegated. The loan committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the board of directors at which a quorum is present, and any action taken by the board of directors with respect thereto shall be entered in the minutes of the board of directors.

Section 2. Investment Committee . There shall be an investment committee composed of not less than 2 directors, appointed by the board of directors annually or more often. The investment committee, on behalf of the bank, shall have the power to ensure adherence to the investment policy, to recommend amendments thereto, to purchase and sell securities, to exercise authority regarding investments and to exercise, when the board of directors is not in session, all other powers of the board of directors regarding investment securities that may be lawfully delegated. The investment committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the board of directors at which a quorum is present, and any action taken by the board of directors with respect thereto shall be entered in the minutes of the board of directors.

Section 3. Examining Committee . There shall be an examining committee composed of not less than 2 directors, exclusive of any active officers, appointed by the board of directors annually or more often. The duty of that committee shall be to examine at least once during each calendar year and within 15 months of the last examination the affairs of the association or cause suitable examinations to be made by auditors responsible only to the board of directors and to report the result of such examination in writing to the board of directors at the next regular meeting thereafter. Such report shall state whether the association is in a sound condition, and whether adequate internal controls and procedures are being maintained and shall recommend to the board of directors such changes in the manner of conducting the affairs of the association as shall be deemed advisable.

Notwithstanding the provisions of the first paragraph of this section 3, the responsibility and authority of the Examining Committee may, if authorized by law, be given over to a duly constituted audit committee of the association's parent corporation by a resolution duly adopted by the board of directors.

Section 4. Trust Audit Committee. There shall be a trust audit committee in conformance with Section 1 of Article V.

Section 5. Other Committees . The board of directors may appoint, from time to time, from its own members, compensation, special litigation and other committees of one or more persons, for such purposes and with such powers as the board of directors may determine.

However, a committee may not:

- (1) Authorize distributions of assets or dividends;
- (2) Approve action required to be approved by shareholders;
- (3) Fill vacancies on the board of directors or any of its committees;
- (5) Amend articles of association;
- (6) Adopt, amend or repeal bylaws; or
- (6) Authorize or approve issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares.

Section 6. Committee Members' Fees . Committee members may receive a fee for their services as committee members and traveling and other out-of-pocket expenses incurred in attending any meeting of a committee of which they are a member. The fee may be a fixed sum to be paid for attending each meeting or a fixed sum to be paid quarterly, or semiannually, irrespective of the number of meetings attended or not attended. The amount of the fee and the basis on which it shall be paid shall be determined by the board of directors.

ARTICLE IV **Officers and Employees**

Section 1. Officers. The board of directors shall annually, at the Annual Reorganization Meeting of the board of directors following the annual meeting of the shareholders, appoint or elect a Chairperson of the Board, a Chief Executive Officer and a President, and one or more Vice Presidents, a Corporate Secretary, a Treasurer, a General Auditor, and such other officers as it may determine. At the Annual Reorganization Meeting, the board of directors shall also elect or reelect all of the officers of the

association to hold office until the next Annual Reorganization Meeting. In the interim between Annual Reorganization Meetings, the board of directors may also elect or appoint a Chief Executive Officer, a President or such additional officers to the rank of Vice President, including (without limitation as to title or number) one or more Administrative Vice Presidents, Group Vice Presidents, Senior Vice Presidents and Executive Vice Presidents, and any other officer positions as they deem necessary and appropriate. The Chief Executive Officer of M&T Bank, the head of the Human Resources Department of M&T Bank, and any one executive Vice Chairman of M&T Bank, acting jointly, may appoint one or more officers to the rank of Executive Vice President or Senior Vice President. The head of the Human Resources Department of M&T Bank or his or her designee or designees, may appoint other officers up to the rank of Group Vice President, including (without limitation as to title or number) one or more Administrative Vice Presidents, Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Auditors, and any other officer positions as they deem necessary and appropriate. Each such person elected or appointed by the board of directors, the Chief Executive Officer of M&T Bank, the head of the Human Resources Department of M&T Bank, and an executive Vice Chairman of M&T Bank, acting jointly, or the head of the Human Resources Department of M&T Bank or his or her designee or designees, in between Annual Reorganization Meetings shall hold office until the next Annual Reorganization Meeting unless otherwise determined by the board of directors or such authorized officers.

Section 2. Chairperson of the Board . The board of directors shall appoint one of its members to be the chairperson of the board to serve at its pleasure. Such person shall preside at all meetings of the board of directors. The chairperson of the board shall supervise the carrying out of the policies adopted or approved by the board of directors; shall have general executive powers, as well as the specific powers conferred by these bylaws; and shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned by the board of directors.

Section 3. President . The board of directors shall appoint one of its members to be the president of the association. In the absence of the chairperson, the president shall preside at any meeting of the board of directors. The president shall have general executive powers and shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice to the office of president, or imposed by these bylaws. The president shall also have and may exercise such further powers and duties as from time to time may be conferred or assigned by the board of directors.

Section 4. Vice President . The board of directors may appoint one or more vice presidents. Each vice president shall have such powers and duties as may be assigned by the board of directors. One vice president shall be designated by the board of directors, in the absence of the president, to perform all the duties of the president.

Section 5. Secretary . The board of directors shall appoint a secretary, treasurer, or other designated officer who shall be secretary of the board of directors and of the association and who shall keep accurate minutes of all meetings. The secretary shall attend to the giving of all notices required by these bylaws; shall be custodian of the corporate seal, records, documents and papers of the association; shall provide for the keeping of proper records of all transactions of the association; shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of treasurer, or imposed by these bylaws; and shall also perform such other duties as may be assigned from time to time, by the board of directors.

Section 6. Other Officers . The board of directors may appoint one or more assistant vice presidents, one or more trust officers, one or more assistant secretaries, one or more assistant treasurers, one or more managers and assistant managers of branches and such other officers and attorneys in fact as from time to time may appear to the board of directors to be required or desirable to transact the business of the association. Such officers shall respectively exercise such powers and perform such

duties as pertain to their several offices, or as may be conferred upon or assigned to them by the board of directors, the chairperson of the board, or the president. The board of directors may authorize an officer to appoint one or more officers or assistant officers.

Section 7. Tenure of Office . The president and all other officers shall hold office for the current year for which the board of directors was elected, unless they shall resign, become disqualified, or be removed; and any vacancy occurring in the office of president shall be filled promptly by the board of directors.

Section 8. Resignation . An officer may resign at any time by delivering notice to the association. A resignation is effective when the notice is given unless the notice specifies a later effective date.

ARTICLE V

Fiduciary Activities

Section 1. Trust Audit Committee. There shall be a Trust Audit Committee composed of not less than 2 directors, appointed by the board of directors, which shall, at least once during each calendar year make suitable audits of the association's fiduciary activities or cause suitable audits to be made by auditors responsible only to the board, and at such time shall ascertain whether fiduciary powers have been administered according to law, Part 9 of the Regulations of the Comptroller of the Currency, and sound fiduciary principles. Such committee: (1) must not include any officers of the bank or an affiliate who participate significantly in the administration of the bank's fiduciary activities; and (2) must consist of a majority of members who are not also members of any committee to which the board of directors has delegated power to manage and control the fiduciary activities of the bank.

Notwithstanding the provisions of the first paragraph of this section 1, the responsibility and authority of the Trust Audit Committee may, if authorized by law, be given over to a duly constituted audit committee of the association's parent corporation by a resolution duly adopted by the board of directors.

Section 2. Fiduciary Files. There shall be maintained by the association all fiduciary records necessary to assure that its fiduciary responsibilities have been properly undertaken and discharged.

Section 3. Trust Investments. Funds held in a fiduciary capacity shall be invested according to the instrument establishing the fiduciary relationship and applicable law. Where such instrument does not specify the character and class of investments to be made, but does vest in the association investment discretion, funds held pursuant to such instrument shall be invested in investments in which corporate fiduciaries may invest under applicable law.

ARTICLE VI
Stock and Stock Certificates

Section 1. Transfers . Shares of stock shall be transferable on the books of the association, and a transfer book shall be kept in which all transfers of stock shall be recorded. Every person becoming a shareholder by such transfer shall in proportion to such shareholder's shares, succeed to all rights of the prior holder of such shares. The board of directors may impose conditions upon the transfer of the stock reasonably calculated to simplify the work of the association with respect to stock transfers, voting at shareholder meetings and related matters and to protect it against fraudulent transfers.

Section 2. Stock Certificates . Certificates of stock shall bear the signature of the president (which may be engraved, printed or impressed) and shall be signed manually or by facsimile process by the secretary, assistant secretary, treasurer, assistant treasurer, or any other officer appointed by the board of directors for that purpose, to be known as an authorized officer, and the seal of the association shall be engraved thereon. Each certificate shall recite on its face that the stock represented thereby is transferable only upon the books of the association properly endorsed.

The board of directors may adopt or use procedures for replacing lost, stolen, or destroyed stock certificates as permitted by law.

The association may establish a procedure through which the beneficial owner of shares that are registered in the name of a nominee may be recognized by the association as the shareholder. The procedure may set forth:

- (1) The types of nominees to which it applies;
- (2) The rights or privileges that the association recognizes in a beneficial owner;
- (3) How the nominee may request the association to recognize the beneficial owner as the shareholder;
- (4) The information that must be provided when the procedure is selected;
- (5) The period over which the association will continue to recognize the beneficial owner as the shareholder;
- (6) Other aspects of the rights and duties created.

ARTICLE VII
Corporate Seal

Section 1. Seal . The seal of the association shall be in such form as may be determined from time to time by the board of directors. The president, the treasurer, the secretary or any assistant treasurer or assistant secretary, or other officer thereunto designated by the board of directors shall have authority to affix the corporate seal to any document requiring such seal and to attest the same. The seal on any corporate obligation for the payment of money may be facsimile.

ARTICLE VIII
Miscellaneous Provisions

Section 1. Fiscal Year . The fiscal year of the association shall be the calendar year.

Section 2. Execution of Instruments . All agreements, indentures, mortgages, deeds, conveyances, transfers, certificates, declarations, receipts, discharges, releases, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, proxies and other instruments or documents may be signed, executed, acknowledged, verified, delivered or accepted on behalf of the association by the chairperson of the board, or the president, or any vice president, or the secretary, or the treasurer, or, if in connection with the exercise of fiduciary powers of the association, by any of those offices or by any trust officer. Any such instruments may also be executed, acknowledged, verified, delivered or accepted on behalf of the association in such other manner and by such other officers as the board of directors may from time to time direct. The provisions of this section 2 are supplementary to any other provision of these bylaws.

Section 3. Records . The articles of association, the bylaws and the proceedings of all meetings of the shareholders, the board of directors, and standing committees of the board of directors shall be recorded in appropriate minute books provided for that purpose. The minutes of each meeting shall be signed by the secretary, treasurer or other officer appointed to act as secretary of the meeting.

Section 4. Corporate Governance Procedures. To the extent not inconsistent with federal banking statutes and regulations, or safe and sound banking practices, the association may follow the Delaware General Corporation Law, Del. Code Ann. tit. 8 (1991, as amended 1994, and as amended thereafter) with respect to matters of corporate governance procedures.

Section 5. Indemnification. For purposes of this Section 5 of Article VIII, the term “institution-affiliated party” shall mean any institution-affiliated party of the association as such term is defined in 12 U.S.C. 1813(u).

Any institution-affiliated party (or his or her heirs, executors or administrators) may be indemnified or reimbursed by the association for reasonable expenses actually incurred in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, governmental, administrative or investigative, in accordance with and to the fullest extent permitted by law, as such law now or hereafter exists; provided, however, that when an administrative proceeding or action instituted by a federal banking agency results in a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association, then the association shall require the repayment of all legal fees and expenses advanced pursuant to the next succeeding paragraph and may not indemnify such institution-affiliated parties (or their heirs, executors or administrators) for expenses, including expenses for legal fees, penalties or other payments incurred. The association shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by an institution-affiliated party (or by his or her heirs, executors or administrators) only if such action or proceeding (or part thereof) was authorized by the board of directors.

Expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding under 12 U.S.C. 164 or 1818 may be paid by the association in advance of the final disposition of such action or proceeding upon (a) a determination by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding that the institution-affiliated party (or his or her heirs, executors or administrators) has a reasonable basis for prevailing on the merits, (b) a determination that the indemnified individual (or his or her heirs, executors or administrators) will have the financial capacity to reimburse the bank in the event he or she does not prevail, (c) a determination that the payment of expenses and fees by the association will not adversely affect the safety and soundness of the association, and (d) receipt of an undertaking by or on behalf of such institution-affiliated party (or by his or her heirs, executors or administrators) to repay such advancement in the event of a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association. In all other instances, expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding as to which indemnification may be given under these articles of association may be paid by the association in advance of the final disposition of such action or proceeding upon (a) receipt of an undertaking by or on behalf of such institution-affiliated party (or by or on behalf of his or her heirs, executors or administrators) to repay such advancement in the event that such institution-affiliated party (or his or her heirs, executors or administrators) is ultimately found not to be entitled to indemnification as authorized by these bylaws and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by stockholders. To the extent permitted by law, the board of directors or, if applicable, the stockholders, shall not be required to find that the institution-affiliated party has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

In the event that a majority of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the remaining members of the board may authorize independent legal counsel to review the indemnification request and provide the remaining members of the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Section 5 of Article VIII have been met. If independent legal counsel opines that said conditions have been met, the remaining members of the board of directors may rely on such opinion in authorizing the requested indemnification.

In the event that all of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the board shall authorize independent legal counsel to review the indemnification request and provide the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Section 5 of Article VIII have been met. If legal counsel opines that said conditions have been met, the board of directors may rely on such opinion in authorizing the requested indemnification.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in these articles of association (a) shall be available with respect to events occurring prior to the adoption of these bylaws, (b) shall continue to exist after any restrictive amendment of these bylaws with respect to events occurring prior to such amendment, (c) may be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, or on the basis of applicable law in effect at the time such rights are claimed, and (d) are in the nature of contract rights which may be enforced in any court of

competent jurisdiction as if the association and the institution-affiliated party (or his or her heirs, executors or administrators) for whom such rights are sought were parties to a separate written agreement.

The rights of indemnification and to the advancement of expenses provided in these bylaws shall not, to the extent permitted under applicable law, be deemed exclusive of any other rights to which any such institution-affiliated party (or his or her heirs, executors or administrators) may now or hereafter be otherwise entitled whether contained in the association's articles of association, these bylaws, a resolution of stockholders, a resolution of the board of directors, or an agreement providing such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in these bylaws shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such institution-affiliated party (or of his or her heirs, executors or administrators) in any such action or proceeding to have assessed or allowed in his or her favor, against the association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

If this Section 5 of Article VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Section 5 of Article VIII shall remain fully enforceable.

The association may, upon affirmative vote of a majority of its board of directors, purchase insurance to indemnify its institution-affiliated parties to the extent that such indemnification is allowed in these bylaws; provided, however, that no such insurance shall include coverage for a final order assessing civil money penalties against such persons by a bank regulatory agency. Such insurance may, but need not, be for the benefit of all institution-affiliated parties.

ARTICLE IX
Inspection and Amendments

Section 1. Inspection . A copy of the bylaws of the association, with all amendments, shall at all times be kept in a convenient place at the main office of the association, and shall be open for inspection to all shareholders during banking hours.

Section 2. Amendments . The bylaws of the association may be amended, altered or repealed, at any regular meeting of the board of directors, by a vote of a majority of the total number of the directors except as provided below, and provided that the following language accompany any such change.

I, _____, certify that: (1) I am the duly constituted (secretary or treasurer) of _____ and secretary of its board of directors, and as such officer am the official custodian of its records; (2) the foregoing bylaws are the bylaws of the association, and all of them are now lawfully in force and effect.

I have hereunto affixed my official signature on this _____ day of _____ .

(Secretary or Treasurer)

The association's shareholders may amend or repeal the bylaws even though the bylaws also may be amended or repealed by the board of directors.

EXHIBIT 6

Section 321(b) Consent

Pursuant to Section 321(b) of the Trust Indenture Act of 1939, as amended, Wilmington Trust, National Association hereby consents that reports of examinations by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon requests therefor.

WILMINGTON TRUST, NATIONAL ASSOCIATION

Dated: July 25, 2018

By: /s/ Shawn Goffinet

Name: Shawn Goffinet

Title: Assistant Vice President

EXHIBIT 7**REPORT OF CONDITION
WILMINGTON TRUST, NATIONAL ASSOCIATION**

As of the close of business on March 31, 2018

	Thousands of Dollars
ASSETS	
Cash and balances due from depository institutions:	3,111,871
Securities:	5,657
Federal funds sold and securities purchased under agreement to resell:	0
Loans and leases held for sale:	0
Loans and leases net of unearned income, allowance:	207,982
Premises and fixed assets:	4,228
Other real estate owned:	528
Investments in unconsolidated subsidiaries and associated companies:	0
Direct and indirect investments in real estate ventures:	0
Intangible assets:	0
Other assets:	45,718
Total Assets:	3,375,984
LIABILITIES	
Deposits	2,808,029
Federal funds purchased and securities sold under agreements to repurchase	0
Other borrowed money:	0
Other Liabilities:	27,704
Total Liabilities	2,835,733
EQUITY CAPITAL	
Common Stock	1,000
Surplus	396,439
Retained Earnings	143,122
Accumulated other comprehensive income	(310)
Total Equity Capital	540,251
Total Liabilities and Equity Capital	3,375,984