

EME Reorganization Trust
Trustees' Quarterly Report¹

For the period of July 1, 2016 through September 30, 2016

(Unaudited)

November 30, 2016

¹ This report was prepared pursuant to Sections 9.3(a) and 9.3(b) of the Reorganization Trust Agreement, dated April 1, 2014 by and among the Managing Trustees listed on the signature pages thereto and Wilmington Trust, National Association (the "**Trust Agreement**"). Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Trust Agreement.

Section 9.3(a) provides, in relevant part, that the Reorganization Trust shall prepare and post to a public website, on a quarterly and annual basis, financial reports that fairly present the assets, liabilities, income and expenses of the Reorganization Trust for and as of the end of each reporting period. The financial statements shall be prepared on a consistent basis (except as disclosed in the notes thereto), but need not be prepared in accordance with Generally Accepted Accounting Principles.

Section 9.3(b) provides, in relevant part, that the Reorganization Trust shall prepare and post to a public website, no later than sixty (60) days after the end of each fiscal quarter, reports containing the following information regarding the activity of the Reorganization Trust during (i) the most recently completed fiscal quarter and (ii) in the report prepared after the end of each fiscal year, (A) the most recently completed fiscal year and (B) the time period since the Effective Date:

- (1) the material Trust Assets disposed of during the relevant period and the material Trust Assets remaining as of the end of such period;
- (2) the distributable Cash and common stock of NRG Energy, Inc. distributed during the relevant period, in the aggregate and on a per Beneficial Interest basis;
- (3) the aggregate total amount of remaining expenses set forth in the Reorganization Trust Budget for the expected operation of the Reorganization Trust; and
- (4) such other information as the Managing Trustees may determine to include from time to time.

The Reorganization Trust may not disclose confidential information in such reports (including the Reorganization Trust Budget) other than to Beneficiaries or third parties subject to appropriate confidentiality protections.

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I. ASSETS AND LIABILITIES OF THE TRUST

EME REORGANIZATION TRUST
Report of Net Assets and Liabilities
Estimated as of: September 30, 2016
(Unaudited)

	Estimated Value as of 9/30/2016
<u>ASSETS</u>	
Cash balance	\$ 42,495,132
Professional fee and service retainers	1,441,109
Retained causes of action ⁽¹⁾	-
Right to receive EIX notes under EIX settlement ⁽²⁾	-
Prepaid expenses and deposits	168,190
Total Assets	<u>44,104,431</u>
<u>LIABILITIES</u>	
<u>Reserves:</u>	
Disputed claims reserve ⁽³⁾	(2,200,967)
EIX escrow	-
Trust wind down budget	(36,443,075)
Professional fee escrow	-
Big Sky sale - Suzlon escrow	-
Total Reserves	<u>(38,644,042)</u>
Estimated net assets and liabilities	<u>\$ 5,460,389</u>

Notes:

⁽¹⁾ Retained Causes of Action: Included as Exhibit F of the Plan Supplement was a list of Retained Causes of Action that were investigated by the Reorganization Trust. Due to the uncertainties in the amount and timing of any recovery from this potential litigation, the Retained Causes of Action were previously valued at zero for accounting purposes. Upon further investigation, the Reorganization Trust has determined that the Retained Causes of Action have zero value.

⁽²⁾ Right to Receive EIX Notes: Pursuant to the EIX Settlement, EIX issued to the Reorganization Trust certain zero-coupon unsecured notes on September 8, 2014, related to tax attributes retained by EIX pursuant to the settlement in an aggregate principal amount of \$417,574,909. On September 25, 2014, the Reorganization Trust consummated the sale of the EIX Notes at an aggregate amount of \$400,207,813 to an unaffiliated third party.

⁽³⁾ Disputed Claims Reserve: Included as Exhibit I of the Plan Supplement, the initial Disputed Claims Reserve was \$255,747,515. From July 1, 2016 to September 30, 2016, there were no funds released from this reserve. From the Effective Date (April 1, 2014) to September 30, 2016, \$253,546,548 has been disbursed from this reserve for claim settlements and distributions.

This report has been prepared in accordance with Section 9.3 of the Trust Agreement. This report of net assets and liabilities is not audited and has not been prepared in accordance with Generally Accepted Accounting Principles or the requirements of any other regulatory or professional body or organization.

II. INCOME AND EXPENSES OF THE TRUST

EME REORGANIZATION TRUST
Report of Cash Receipts and Disbursements
For the period: July 1, 2016 through September 30, 2016
(UNAUDITED)

	Most Recent Quarter <u>7/1/16 - 9/30/16</u>	Effective Date <u>to 9/30/16</u>
Beginning cash balance	\$ 43,572,275	\$ -
<u>CASH RECEIPTS - Initial funding:</u>		
Plan of reorganization net cash flow	-	97,034,609
Disputed claims reserve	-	255,747,515
Houlihan Lokey escrow	-	4,366,491
Professional fee escrow	-	34,436,851
Compensation and benefits escrow	-	79,713,378
EIX escrow	-	50,000,000
Big Sky sale - Suzlon escrow	-	500,014
Total - initial funding	<u>-</u>	<u>521,798,858</u>
<u>CASH RECEIPTS - Post Effective Date:</u>		
EIX Notes sale proceeds	-	400,207,813
Final payroll true-up (EIX & NRG)	-	4,046,022
EIX retainer settlement	-	2,332,000
Escrow and retainer releases	127,143	135,389,852
Homer City claims and reimbursements	-	3,093,284
Workers compensation refunds	-	2,345,178
Other receipts	-	198,835
Total - wind down receipts	<u>127,143</u>	<u>547,612,984</u>
Total cash receipts	127,143	1,069,411,842
<u>CASH DISBURSEMENTS - From reserves</u>		
Compensation and benefits escrow payments	-	(79,713,514)
EIX escrow payments or release	-	(50,000,000)
Professionals final fee applications	-	(34,436,851)
Houlihan Lokey escrow payments	-	(4,366,491)
Disputed claims reserve payments or release	-	(253,546,548)
Big Sky sale - Suzlon escrow payments	-	(500,038)
Total - disbursements from reserves	<u>-</u>	<u>(422,563,442)</u>
<u>CASH DISBURSEMENTS - Post Effective Date:</u>		
Distributions to Beneficial Interest Holders	-	(501,043,080)
Advisors incentive fees	-	(69,526,608)
NRG asset purchase agreement adjustments	(240,000)	(3,192,205)
Legal and professional fees	(727,406)	(19,535,543)
Trust employee payroll and benefits	(153,390)	(5,576,311)
EIX - union retirees PBOB	-	(1,702,054)
IT, data and document retention	(2,657)	(506,567)
Trust board of director fees	(68,750)	(2,268,876)
US Trustee fees	(8,450)	(303,844)
Insurance	-	(173,246)
Other administrative costs	(3,634)	(524,934)
Total - wind down disbursements	<u>(1,204,287)</u>	<u>(604,353,268)</u>
Total cash disbursements	<u>(1,204,287)</u>	<u>(1,026,916,711)</u>
Ending cash balance	<u>\$ 42,495,132</u>	<u>\$ 42,495,132</u>

This report has been prepared in accordance with Section 9.3 of the Trust Agreement. This report of cash receipts and disbursements is not audited and has not been prepared in accordance with Generally Accepted Accounting Principles or the requirements of any other regulatory or professional body or organization.

III. MATERIAL TRUST ASSETS

A. Material Assets Disposed during the period July 1, 2016 to September 30, 2016

The Reorganization Trust disbursed \$1.2 million related to other post-Effective Date wind down activities, including for professional fees, payroll, benefits and administrative costs during the period.

B. Material Assets Disposed during the period April 1, 2014 (Effective Date) to September 30, 2016

During the period April 1, 2014 (Effective Date) through September 30, 2016, the Reorganization Trust distributed and disbursed cash and NRG common stock in the total aggregate amount of \$3,590.3 million to holders of Beneficial Interests and to related professional advisors, which advisor fees are calculated based on the distributions to holders of Beneficial Interests. The net cash component amount to the holders of Beneficial Interests after advisor fees was \$3,096.0 million or \$0.80341 per Beneficial Interest. The Reorganization Trust also disbursed \$30.6 million related to other post-Effective Date wind down activities, including for other fees, payroll, benefits and other administrative costs. During the period April 1, 2014 (Effective Date) through September 30, 2016, the Trust has disbursed total cash, excluding the initial distributions, in the amount of \$604.4 million.

C. Material Trust Assets Remaining as of September 30, 2016

As of September 30, 2016, the material Trust Assets remaining consisted primarily of cash in the total aggregate amount of \$42.5 million, of which \$2.2 million was reserved for disputed claims and various escrowed amounts.

During the period July 1, 2016 through September 30, 2016, the Reorganization Trust received \$0.1 million in cash for a returned professional retainer. The Reorganization Trust released no material amounts from reserve accounts.

During the period April 1, 2014 (Effective Date) through September 30, 2016, the Reorganization Trust's operating account received \$547.6 million of cash receipts or releases from reserve accounts, of which \$0.1 million was received during the July 1, 2016 through September 30, 2016 period. The \$547.6 million of cash receipts consisted of:

EIX Notes sale proceeds	\$	400,207,813
Escrow and retainer releases		135,389,852
Final payroll true-up (EIX & NRG)		4,046,022
Homer City claims and reimbursements		3,093,284
Workers compensation refunds		2,345,178
EIX retainer settlement		2,332,000
Other receipts		198,835
Total	\$	<u>547,612,984</u>

IV. DISTRIBUTABLE CASH AND COMMON STOCK (IN THE AGGREGATE AND ON A PER BENEFICIAL INTEREST BASIS)

There were no distributions to holders of Beneficial Interests and no disbursements to related professional advisors during the fourth quarter period of July 1, 2016 through September 30, 2016.

The Reorganization Trust has made five distributions to holders of Beneficial Interests and disbursements to related professional advisors during the period of April 1, 2014 (Effective Date) to September 30, 2016. The aggregate amount of the distributions and disbursements from the Effective Date through September 30, 2016 consisted of the following:

	Amount	% of Recovery	% of Claim
Cash component	\$3,095,993,387	86.23%	80.34%
Stock component	\$394,708,514	10.99%	10.24%
Advisor fees	\$99,552,698	2.77%	2.58%
Total recovery	\$3,590,254,599	100.00%	93.16%

Description of distributions:

- An initial distribution and disbursement of NRG common stock and cash was made on the Effective Date in accordance with the terms of the Plan in the aggregate amount of \$2,898,356,879 to holders of Beneficial Interests and to certain professional advisors. The net cash component amount to holders of Beneficial Interests was \$2,491,807,194 or \$0.64662 per Beneficial Interest.
- On July 31, 2014, a cash distribution and disbursement was made in accordance with the terms of the Plan in the aggregate amount of \$98,314,286 to holders of Beneficial Interests and to certain professional advisors. The net cash component amount to the holders of Beneficial Interests after advisor fees was \$92,257,513 or \$0.02394 per Beneficial Interest.
- On October 31, 2014, a cash distribution and disbursement was made in accordance with the terms of the Plan in the aggregate amount of \$448,906,139 to holders of Beneficial Interests and to certain professional advisors. The net cash component amount to the holders of Beneficial Interests after advisor fees was \$388,939,025 or \$0.10093 per Beneficial Interest.
- On March 31, 2015, a cash distribution and disbursement was made in accordance with the terms of the Plan in the aggregate amount of \$121,232,784 to holders of Beneficial Interests and to certain professional advisors. The net cash component amount to the holders of Beneficial Interests after advisor fees was \$103,047,866 or \$0.02674 per Beneficial Interest.

- On September 24, 2015, a cash distribution and disbursement was made in accordance with the terms of the Plan in the aggregate amount of \$23,348,871 to holders of Beneficial Interests and to certain professional advisors. The net cash component amount to the holders of Beneficial Interests after advisor fees was \$19,846,541 or \$0.00515 per Beneficial Interest.

V. AGGREGATE REMAINING EXPENSES IN THE REORGANIZATION TRUST BUDGET

EME REORGANIZATION TRUST
 Aggregate Expenses Remaining in Reorganization Trust Budget
 For the period: April 1, 2014 (Effective Date) through September 30, 2016
 (Unaudited)

<u>Category</u>	<u>Original Budget</u>	<u>Expenditures To Date</u>	<u>Remaining Budget</u>
Legal	\$ 24,600,000	\$ (12,421,894)	\$ 12,178,106
Other professionals	26,410,267	(7,113,649)	\$ 19,296,618
Payroll and benefits	10,226,789	(5,576,311)	\$ 4,650,478
Board fees	2,500,000	(2,268,876)	\$ 231,124
General and administrative costs	3,297,555	(3,210,806)	\$ 86,749
	<u>\$ 67,034,611</u>	<u>\$ (30,591,536)</u>	<u>\$ 36,443,075</u>

This report has been prepared in accordance with Section 9.3 of the Trust Agreement. This report of aggregate expenses remaining in reorganization trust budget is not audited and has not been prepared in accordance with Generally Accepted Accounting Principles or the requirements of any other regulatory or professional body or organization.

VI. MISCELLANEOUS INFORMATION

EME HOMER CITY GENERATION LP
Report of Cash Receipts and Disbursements
For the period: April 1, 2014 (Effective Date) through September 30, 2016
(UNAUDITED)

Beginning cash balance		\$ 167,834
<u>Receipts:</u>		
Liberty Mutual collateral return	4,060,143	
AEGIS collateral return	2,010,518	
Argo collateral return	888,975	
Other receipts	45,553	
Total receipts		7,005,190
<u>Disbursements:</u>		
Distributions to Retirees	(3,908,190)	
Edison Mission Finance Claim	(3,084,860)	
Legal fees	(120,575)	
Other administrative costs	(27,204)	
Miller Settlement	(23,770)	
EME Reorg. Trust trustee fee reimbursement	(7,690)	
AON Claim Reserve release	(734)	
Total - wind down disbursements		(7,173,024)
Ending cash balance		<u>\$ 0</u>

This report has been prepared in accordance with Section 9.3 of the Trust Agreement. This report of net assets and liabilities is not audited and has not been prepared in accordance with Generally Accepted Accounting Principles or the requirements of any other regulatory or professional body or organization.

VI. MISCELLANEOUS INFORMATION (Continued)

Information Regarding Certain Outstanding Claims

On July 20, 2016, the Reorganization Trust filed an objection (the “Claim Objection”) in the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) to proof of claim number 1824 (the “Liberty Mutual Claim”) filed by Liberty Mutual Insurance Company (“Liberty Mutual”). By the Liberty Mutual Claim, Liberty Mutual asserted a \$540,000 contingent claim against the estate of Edison Mission Energy (“EME” and, together with its affiliates that were debtors in the chapter 11 cases, the “Debtors”) based on EME’s alleged indemnification obligations with respect to certain surety bonds that Liberty Mutual issued to government agencies to secure the Debtors’ obligations with respect to certain energy projects. After the Reorganization Trust filed the Claim Objection, the Reorganization Trust and Liberty Mutual reached an agreement on the disallowance of the Liberty Mutual Claim. Thereafter, on August 12, 2016, the Reorganization Trust submitted an agreed order disallowing the Liberty Mutual Claim to the Court. On August 29, 2016, the Court entered the agreed order.

On October 17, 2016, the Reorganization Trust filed a notice of intent to terminate the Reorganization Trust. The notice (i) disclosed that the EME Reorganization Trust currently intends to terminate and distribute its remaining assets to the beneficiaries of the Reorganization Trust by no later than December 31, 2016 and (ii) directed any parties that believe that they are owed any amounts by the Reorganization Trust, whether on account of an unresolved claim or otherwise, to deliver written notice to the Reorganization Trust by November 16, 2016.