

**EXHIBIT B**

**NESWC COMMUNITIES**

Acton  
Andover  
Arlington  
Belmont  
Boxborough  
Burlington  
Carlisle  
Dracut  
Hamilton  
Lexington  
Lincoln  
Manchester by the Sea  
North Andover  
North Reading  
Peabody  
Tewksbury  
Watertown  
Wenham  
Westford  
West Newbury  
Wilmington  
Winchester

**EXHIBIT C**

**AFFIDAVIT OF SHAWN WORSTER**



3. Each of the NESWC communities has entered into an essentially identical Service Agreement with WNA. Under the terms of the Service Agreements: (i) the NESWC communities pay Service Fees to WNA for the disposal of their solid waste on a pro rata basis in accordance with the annual tonnage of solid waste that each community delivers or is obligated to deliver to WNA and (ii) WNA and the NESWC communities share in the Energy Revenues, with (a) 10.5% of the Base Electric Revenues (revenue received for electricity sold at variable per kilowatt hour rates based on discounted avoided fossil fuel cost on peak usage rates and market clearing price on off-peak usage rates) allocated to WNA and 89.5% allocated to the NESWC communities and (b) 8% of the Supplemental Electric Revenue (revenue received for electricity sold at a rate of \$.005 per kilowatt hour up to a maximum of \$1 million per calendar year) allocated to WNA and 92% allocated to the NESWC communities. The NESWC communities' portion of the Energy Revenues operates as an offset to the Service Fees due under the Service Agreements. Under the formula for calculation of the Service Fees in the Service Agreements, the NESWC communities are required to pay WNA for: (i) the cost of operating and maintaining the Facility to provide for the disposal of the solid waste generated in the communities; (ii) the full cost of the construction of the Facility; and (iii) certain other costs.
4. The NESWC communities' portion of the Energy Revenues is substantial. For fiscal year 2002, the NESWC communities' portion of the Energy Revenues totaled \$5.89 million. For Fiscal year 2003, the NESWC communities portion of the Energy Revenues totaled \$8.1 million. The attached Exhibit 1 shows these totals and the receipt of these revenues on a monthly basis.

5. The Energy Revenues are an integral component of the operating budget for each of the twenty-three NESWC communities. The expected Energy Revenues are factored into the respective town budgets, and the loss of such revenues will have significant, deleterious effects on those communities.
6. If the NESWC communities were suddenly faced with the complete loss of their portion of the Energy Revenues, it would create a significant shortfall in their respective operating budgets. The NESWC communities, to overcome such budget deficits, would be forced to call special town meetings and special town elections seeking to obtain overrides to balance their respective budgets. This process is very expensive, difficult, time consuming and particularly troublesome, given that the NESWC communities are already under tremendous fiscal pressures due to current economic conditions and state-wide cut-backs in funding to municipalities. If for any reason the NESWC communities are not able to appropriate the additional funds to fill any budgetary gap created by the loss of their portion of the Energy Revenues, the NESWC communities would be required to cutback vital community services. Such budgetary gaps could place many of the NESWC communities in the position of having to lay off critical personnel, such as teachers or public safety workers, in order to meet their Service Fees obligations under the Service Agreements. Accordingly, the performance or non-performance of the Debtor of its obligations under the PPA has an enormous, and potentially devastating, impact on all twenty-three NESWC communities and their almost half a million residents.

\* \* \* \* \*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 27, 2003



Shawn Worster

SUBSCRIBED AND SWORN TO

Before me this 27th day of August, 2003



Notary Public

DENNIS C. MULLEN  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
August 9, 2007



Commission Expires: \_\_\_\_\_

# NESWC ENERGY DATA

## FY02 and FY03

### Exhibit 1

Month	Total KWH x1000	Tons of Refuse x1000	Avg. KWH per Ton	Total Plant Revenue	Total Supp. Revenue	Combined Total Revenue	Total NESWC Share Plant Revenue	Total NESWC Share Supp. Revenue	Combined Total NESWC Revenue
<b>FY02</b>									
Jul-01	20,520.0	35.1	584.9	\$507,299.39	\$102,600.00	\$609,899.39	\$454,032.95	\$94,392.00	\$548,424.95
Aug-01	19,977.6	43.2	462.4	\$501,966.04	\$99,888.00	\$601,854.04	\$449,259.61	\$91,896.96	\$541,156.57
Sep-01	20,524.8	37.2	551.9	\$504,332.43	\$102,624.00	\$606,956.43	\$451,377.52	\$94,414.08	\$545,791.60
Oct-01	20,760.0	38.0	547.0	\$517,334.66	\$103,800.00	\$621,134.66	\$463,014.52	\$95,496.00	\$558,510.52
Nov-01	19,963.2	39.8	501.9	\$494,801.25	\$15,955.00	\$510,756.25	\$442,847.12	\$14,678.60	\$457,525.72
Dec-01	20,572.8	35.4	581.1	\$505,202.76	\$0.00	\$505,202.76	\$452,156.47	\$0.00	\$452,156.47
Jan-02	21,014.4	41.0	512.3	\$423,505.63	\$105,072.00	\$528,577.63	\$379,037.54	\$96,666.24	\$475,703.78
Feb-02	15,192.0	45.2	336.2	\$284,877.28	\$75,960.00	\$360,837.28	\$254,965.17	\$69,883.20	\$324,848.37
Mar-02	16,737.6	33.3	503.3	\$386,236.03	\$83,688.00	\$469,924.03	\$345,681.25	\$76,992.96	\$422,674.21
Apr-02	19,804.8	39.8	497.2	\$492,068.15	\$99,024.00	\$591,092.15	\$440,400.99	\$91,102.08	\$531,503.07
May-02	18,748.8	33.6	557.5	\$475,989.41	\$93,744.00	\$569,733.41	\$426,010.52	\$86,244.48	\$512,255.00
Jun-02	20,534.4	35.4	579.3	\$476,628.38	\$102,672.00	\$579,300.38	\$426,582.40	\$94,458.24	\$521,040.64
<b>FY02 Tots/Avgs</b>	<b>234,350.4</b>	<b>456.97</b>	<b>512.8</b>	<b>\$5,570,241.42</b>	<b>\$985,027.00</b>	<b>\$6,555,268.42</b>	<b>\$4,985,366.07</b>	<b>\$906,224.84</b>	<b>\$5,891,590.91</b>
<b>FY03</b>									
Jul-02	18,129.6	38.3	472.9	\$443,205.82	\$90,648.00	\$533,853.82	\$396,669.21	\$83,396.16	\$480,065.37
Aug-02	20,812.8	36.2	575.2	\$554,653.21	\$104,064.00	\$658,717.21	\$496,414.62	\$95,738.88	\$592,153.50
Sep-02	20,563.2	37.7	545.9	\$623,605.71	\$102,816.00	\$726,421.71	\$558,127.11	\$94,590.72	\$652,717.83
Oct-02	19,737.6	40.5	487.1	\$626,907.26	\$98,688.00	\$725,595.26	\$561,081.99	\$90,792.96	\$651,874.95
Nov-02	17,784.0	35.7	497.8	\$534,943.05	\$43,624.00	\$578,567.05	\$478,774.03	\$40,134.08	\$518,908.11
Dec-02	21,432.0	35.2	608.6	\$727,708.24	\$0.00	\$727,708.24	\$651,298.88	\$0.00	\$651,298.88
Jan-03	16,411.2	34.5	475.3	\$699,480.84	\$82,056.00	\$781,536.84	\$626,035.35	\$75,491.52	\$701,526.87
Feb-03	13,828.8	28.3	488.7	\$682,595.23	\$69,144.00	\$751,739.23	\$610,922.73	\$63,612.48	\$674,535.21
Mar-03	17,928.0	38.5	466.0	\$976,859.39	\$89,640.00	\$1,066,499.39	\$874,289.16	\$82,468.80	\$956,757.96
Apr-03	19,977.6	38.1	524.2	\$693,708.24	\$99,888.00	\$793,596.24	\$620,868.87	\$91,896.96	\$712,765.83
May-03	20,630.4	38.8	531.3	\$713,702.76	\$103,152.00	\$816,854.76	\$638,763.97	\$94,899.84	\$733,663.81
Jun-03	21,163.2	35.7	593.3	\$760,450.08	\$105,816.00	\$866,266.08	\$680,602.82	\$97,350.72	\$777,953.54
<b>FY03 Tots/Avgs</b>	<b>228,398.4</b>	<b>437.55</b>	<b>522.0</b>	<b>\$8,037,819.82</b>	<b>\$989,536.00</b>	<b>\$9,027,355.82</b>	<b>\$7,193,848.74</b>	<b>\$910,373.12</b>	<b>\$8,104,221.86</b>

# NESWC ENERGY DATA

## FY02 and FY03

### Exhibit 1

Month	Total KWH x1000	Average Rate Cents/KWH	On-Peak KWH x 1000	Off-Peak KWH 1000	On-Peak Rate Cents/KWH	Off-Peak Rate Cents/KWH	On-Peak Revenues	Off-Peak Revenues
<b>FY02</b>								
Jul-01	20,520.0	2.47222	8,923.20	11,596.80	2.91834	2.12895	\$260,409.31	\$246,890.07
Aug-01	19,977.6	2.51264	9,710.40	10,267.20	2.91834	2.12895	\$283,382.49	\$218,583.55
Sep-01	20,524.8	2.45719	8,534.40	11,990.40	2.91834	2.12895	\$249,062.81	\$255,269.62
Oct-01	20,760.0	2.49198	9,547.20	11,212.80	2.91834	2.12895	\$278,619.76	\$238,714.91
Nov-01	19,963.2	2.47857	8,841.60	11,121.60	2.91834	2.12895	\$258,027.95	\$236,773.30
Dec-01	20,572.8	2.45568	8,515.20	12,057.60	2.91834	2.12895	\$248,502.49	\$256,700.28
Jan-02	21,014.4	2.01531	9,907.20	11,107.20	2.29611	1.76485	\$227,480.21	\$196,025.42
Feb-02	15,192.0	1.87518	6,667.20	8,524.80	1.92649	1.83505	\$128,442.94	\$156,434.34
Mar-02	16,737.6	2.30760	7,377.60	9,360.00	2.37804	2.25207	\$175,442.28	\$210,793.75
Apr-02	19,804.8	2.48459	9,772.80	10,032.00	2.93817	2.04273	\$287,141.48	\$204,926.67
May-02	18,748.8	2.53877	9,393.60	9,355.20	2.91769	2.15830	\$274,076.13	\$201,913.28
Jun-02	20,534.4	2.32112	9,091.20	11,443.20	2.90723	1.85548	\$264,302.09	\$212,326.29
<b>FY02 Ttis/Avgs</b>	<b>234,350.4</b>	<b>2.37689</b>	<b>106,281.60</b>	<b>128,068.80</b>	<b>2.73948</b>	<b>2.05685</b>	<b>\$2,934,889.93</b>	<b>\$2,635,351.49</b>
<b>FY03</b>								
Jul-02	18,129.6	2.44465	8,078.40	10,051.20	2.93312	2.05206	\$236,949.17	\$206,256.65
Aug-02	20,812.8	2.66496	9,816.00	10,996.80	2.54665	2.77057	\$249,979.16	\$304,674.04
Sep-02	20,563.2	3.03263	9,134.40	11,428.80	3.18949	2.90726	\$291,340.77	\$332,264.93
Oct-02	19,737.6	3.17621	8,985.60	10,752.00	3.20277	3.15401	\$287,788.10	\$339,119.16
Nov-02	17,784.0	3.00800	7,536.00	10,248.00	3.20403	2.86385	\$241,455.70	\$293,487.35
Dec-02	21,432.0	3.39543	9,643.20	11,788.80	3.42462	3.37155	\$330,242.96	\$397,465.29
Jan-03	16,411.2	4.26222	7,324.80	9,086.40	4.09957	4.39333	\$300,285.30	\$399,195.54
Feb-03	13,828.8	4.93604	6,163.20	7,665.60	4.31861	5.43246	\$266,164.57	\$416,430.65
Mar-03	17,928.0	5.44879	8,155.20	9,772.80	5.59129	5.32988	\$455,980.88	\$520,878.51
Apr-03	19,977.6	3.47243	9,604.80	10,372.80	3.53320	3.41616	\$339,356.79	\$354,351.44
May-03	20,630.4	3.45947	8,947.20	11,683.20	3.71439	3.26425	\$332,333.90	\$381,368.86
Jun-03	21,163.2	3.59327	9,868.80	11,294.40	4.00546	3.23310	\$395,290.84	\$365,159.25
<b>FY03 Ttis/Avgs</b>	<b>228,398.4</b>	<b>3.51921</b>	<b>103,257.60</b>	<b>125,140.80</b>	<b>3.64693</b>	<b>3.51571</b>	<b>\$3,727,168.15</b>	<b>\$4,310,651.67</b>



# NESWC ENERGY DATA

## FY02 and FY03

### Exhibit 1

Month	Total Regular Rate/KWH	Total w/Supplemental Rate/KWH	NESWC Regular Rate/KWH	NESWC w/ Supplemental Rate/KWH
<b>FY02</b>				
Jul-01	0.02472	0.02932	0.02213	0.02673
Aug-01	0.02513	0.02973	0.02249	0.02709
Sep-01	0.02457	0.02917	0.02199	0.02659
Oct-01	0.02492	0.02952	0.02230	0.02690
Nov-01	0.02479	0.02552	0.02218	0.02292
Dec-01	0.02456	0.02456	0.02198	0.02198
Jan-02	0.02015	0.02475	0.01804	0.02264
Feb-02	0.01875	0.02335	0.01678	0.02138
Mar-02	0.02308	0.02768	0.02065	0.02525
Apr-02	0.02485	0.02945	0.02224	0.02684
May-02	0.02539	0.02999	0.02272	0.02732
Jun-02	0.02321	0.02781	0.02077	0.02537
<b>FY02 Tlsl/Avg</b>	<b>0.02377</b>	<b>0.02764</b>	<b>0.02127</b>	<b>0.02514</b>
<b>FY03</b>				
Jul-02	0.02445	0.02905	0.02188	0.02648
Aug-02	0.02665	0.03125	0.02385	0.02845
Sep-02	0.03033	0.03493	0.02714	0.03174
Oct-02	0.03176	0.03636	0.02843	0.03303
Nov-02	0.03008	0.03234	0.02692	0.02918
Dec-02	0.03395	0.03395	0.03039	0.03039
Jan-03	0.04262	0.04722	0.03815	0.04275
Feb-03	0.04936	0.05396	0.04418	0.04878
Mar-03	0.05449	0.05909	0.04877	0.05337
Apr-03	0.03472	0.03932	0.03108	0.03568
May-03	0.03459	0.03919	0.03096	0.03556
Jun-03	0.03593	0.04053	0.03216	0.03676
<b>FY03 Tlsl/Avg</b>	<b>0.03519</b>	<b>0.03918</b>	<b>0.03150</b>	<b>0.03548</b>

**EXHIBIT D-1**

**JUNE INVOICE**

**WHEELABRATOR NORTH ANDOVER INC  
285 HOLT ROAD  
NORTH ANDOVER, MA 01845**

New England Power  
Wholesale Business Administration  
Attn: Thomas Netzel / Cindy Burgess  
Michelle Carter  
7500 Old Georgetown Road  
Bethesda, MD 20814

Invoice No:  
E-0703-01

Date:  
09-Jul-03

**VENDOR # A010907001**

Please make checks payable to : US Bank Corporate Trust Boston, as Trustee\*

For energy sold during: June 2003						
	Present Meter Reading	Previous Meter Reading	Meter Constant (KWH)	Energy Produced	Avoided Fuel Cost	Total Due
ON PEAK	124,203.53	123,216.65	10,000	9,868,800	0.0400546	395,290.84
OFF PEAK	149,328.28	148,198.84	10,000	11,294,400	0.0323310	365,159.25
<b>TOTAL ENERGY</b>				<u>21,163,200</u>		<u>760,450.09</u>
Supplemental Agreement				21,163,200	Rate \$/KWH 0.005	<u>105,816.00</u>
<b>TOTAL PAYMENT DUE</b>						<u>\$866,266.09</u>
Supplemental Agreement not to exceed \$1M per calendar year through December 31, 2004						
				Current month payment		\$105,816.00
				Previous balance		<u>443,880.00</u>
				Y-T-D supplemental payment		<u>\$549,696.00</u>
Meter read: July 1, 2003 12:00 a.m.						
Federal ID# 36-3062971			<b>Wire transfer funds:</b>	B8K US Bank (ABA 091000022)		
				BNF U.S. Bank Trust N.A.		
				A/C 173103321092		
				QBI Corporate Trust		
				REF# 105755-001		
				Attn: TFM/CDR		

TERMS:  
Net 20 days

\* US Bank, Corporate Trust Department  
\* SDS 12-2302, P O Box 86, Minneapolis, MN 55486-2302 ATTN: 105755-001

*ATTN: Stephen McShea*

**EXHIBIT D-2**

**JULY INVOICE**

**WHEELABRATOR NORTH ANDOVER INC  
285 HOLT ROAD  
NORTH ANDOVER, MA 01845**

New England Power  
Wholesale Business Administration  
Attn: Thomas Netzel / Cindy Burgess  
Mark Siegelman  
7500 Old Georgetown Road  
Bethesda, MD 20814

Invoice No:  
E-0803-01

Date:  
08-Aug-03

**VENDOR # A010907001**

Please make checks payable to : US Bank Corporate Trust Boston, as Trustee\*

For energy sold during: July 1 - July 8, 2003 @ 10:00 am							
	Present Meter Reading	Previous Meter Reading	Meter Constant (KWH)	Energy Produced	Avoided Fuel Cost	Total Due	
ON PEAK	124,399.76	124,203.53	10,000	1,962,290	0.0453954	89,078.94	
OFF PEAK	149,650.84	149,328.28	10,000	<u>3,225,600</u>	0.0334362	<u>107,851.81</u>	
<b>TOTAL ENERGY</b>				<u>5,187,890</u>		<u>196,930.75</u>	
				Supplemental Agreement	5,187,890	Rate \$/KWH 0.005	<u>25,939.45</u>
<b>TOTAL PAYMENT DUE</b>						<u>\$222,870.20</u>	
Supplemental Agreement not to exceed \$1M per calendar year through December 31, 2004							
Current month payment						\$25,939.45	
Previous balance						<u>549,896.00</u>	
Y-T-D supplemental payment						<u>\$575,835.45</u>	
Meter read: July 8, 2003 10:00 a.m.			Wire transfer funds: BBK US Bank (ABA 091000022)				
Federal ID# 36-3062971			BNF U.S. Bank Trust N.A.				
			A/C 173103321092				
			OBI Corporate Trust				
			REF# 105755-001				
			Attn: TFM/CDR				

TERMS:  
Net 20 days

\* US Bank, Corporate Trust Department  
\* SDS 12-2302, P O Box 86, Minneapolis, MN 55486-2302 ATTN: 105755-001

**WHEELABRATOR NORTH ANDOVER INC  
285 HOLT ROAD  
NORTH ANDOVER, MA 01845**

New England Power  
Wholesale Business Administration  
Attn: Thomas Netzel / Cindy Burgess  
Mark Siegelman  
7500 Old Georgetown Road  
Bethesda, MD 20814

Invoice No:  
E-0803-02

Date:  
08-Aug-03

VENDOR # A010907001

Please make checks payable to : US Bank Corporate Trust Boston, as Trustee\*

For energy sold during: July 8 - July 31, 2003 (@ 10:01 am on July 8th)						
	Present Meter Reading	Previous Meter Reading	Meter Constant (KWH)	Energy Produced	Avoided Fuel Cost	Total Due
ON PEAK	125,145.77	124,399.76	10,000	7,460,110	0.0453954	338,654.68
OFF PEAK	150,437.56	149,650.84	10,000	<u>7,867,200</u>	0.0334362	<u>263,049.27</u>
TOTAL ENERGY				<u>15,327,310</u>		<u>601,703.95</u>
				Supplemental Agreement	Rate \$/KWH 0.005	76,636.55
				15,327,310		<u>76,636.55</u>
<b>TOTAL PAYMENT DUE</b>						<b><u>678,340.50</u></b>
Supplemental Agreement not to exceed \$1M per calendar year through December 31, 2004						
				Current month payment		\$76,636.55
				Previous balance		<u>575,635.45</u>
				Y-T-D supplemental payment		<u>\$652,272.00</u>
Meter read: August 1, 2003 12:00 a.m.			Wire transfer funds:			
Federal ID# 36-3062971			BBK US Bank (ABA 091000022)			
			BNF U.S. Bank Trust N.A.			
			A/C 173103321092			
			OBI Corporate Trust			
			REF# 105755-001			
			Attn: TFM/CDR			

TERMS:  
Net 20 days

\* US Bank, Corporate Trust Department  
\* SDS 12-2302, P O Box 86, Minneapolis, MN 55486-2302 ATTN: 105755-001

**EXHIBIT E**

**FORM OF ORDER FOR RELIEF**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MARYLAND  
(Greenbelt Division)**

In re:	)	
	)	
USGen New England, Inc.	)	<b>Chapter 11</b>
Debtor	)	<b>Case No. 03-30465</b>
	)	

**ORDER GRANTING  
MOTION OF WHEELABRATOR NORTH ANDOVER INC. PURSUANT TO 11  
U.S.C. §§ 105 AND 365(d)(2)  
(I) COMPELLING ASSUMPTION OR REJECTION OF A CERTAIN  
EXECUTORY CONTRACT BY A DATE CERTAIN AND  
(II) REQUIRING ADEQUATE ASSURANCE OF FUTURE PERFORMANCE**

Upon the Motion of Wheelabrator North Andover Inc. Pursuant to 11 U.S.C. §§ 105 and 362(d)(2) for an Order to (I) Compel Assumption or Rejection of a Certain Executory Contract by a Date Certain and (II) Require Adequate Assurance of Future Performance, proper notice having been given, good cause having been shown, it is this \_\_\_\_ day of \_\_\_\_ September, 2003, hereby ORDERED:

- A. The Debtor, USGen New England, Inc., shall file a Motion to Assume or Reject the Power Purchase Agreement between the Debtor and Wheelabrator North Andover Inc. (the "PPA") on or before September 30, 2003, and failing



to timely file such Motion, the PPA shall be deemed rejected and Wheelabrator North Andover Inc. may resort to its rights and remedies under the PPA in any court or forum of competent jurisdiction without further Order of Court.

- B. Pending the filing of such Motion to Assume or Reject and the Court's determination upon such Motion, the Debtor shall perform all of its obligations under the PPA, including the timely payment of the June invoice and the July invoice, attached as Exhibits D-1 and D-2 respectively to the Wheelabrator Motion, within 10 days of the entry of this Order, and the timely payment of all other amounts which become due under the PPA in accordance with its terms.

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U.S. BANKRUPTCY JUDGE

CC:

Brooke Schumm III, Esquire  
Fed. Bar No.05001  
Daneker, McIntire, Schumm, Prince,  
Goldstein, Manning & Widmann, P.C.  
One North Charles Street, Suite 2450  
Baltimore, MD 21201

Ruth E. Fitch  
Jeanne P. Darcey  
Stephen A. McShea  
Palmer & Dodge LLP  
111 Huntington Avenue  
Boston, MA 02199-7613

Attached Service List