

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

In re:)	
)	
USGen New England, Inc.,)	Case No. 03-30465 (PM)
)	
Debtor.)	Chapter 11
)	

**ORDER AUTHORIZING REJECTION OF
CERTAIN POWER PURCHASE AGREEMENTS**

Upon consideration of the Omnibus Motion (the “Motion”) Pursuant to Section 365 of the Bankruptcy Code for Order Authorizing Debtor to Reject Certain Power Purchase Agreements filed by USGen New England, Inc., debtor and debtor in possession (the “Debtor”); and upon the affidavit of James G Utt, the Debtor’s Vice President, attached to the Motion as Exhibit “F”; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Motion having been given as set forth in the Certificate of Service attached to the Motion; and it appearing that no other or further notice of the Motion need be given; and it appearing that the Debtor has reasonably exercised sound business judgment in determining to

reject the Adverse Power Purchase Agreements;¹ and good and sufficient cause appearing therefor; it is, by the United States Bankruptcy Court for the District of Maryland, hereby

ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that the Adverse Power Purchase Agreements, which are further identified in Exhibits “A” through “E” to the Motion, are deemed rejected effective as of September 30, 2003 (the “Rejection Date”); and it is further

ORDERED, that on the Rejection Date, the Debtor shall be deemed to have relinquished possession of any property that is the subject of an Adverse Power Purchase Agreement to the relevant counterparty to such Adverse Power Purchase Agreement and shall make any such property available for pick up by such counterparty; and it is further

ORDERED, that any counterparty to an Adverse Power Purchase Agreement asserting claims arising out of or related to the rejection of such Adverse Power Purchase Agreement shall file a proof of claim on account of such claims against the Debtor or its estate on or before the date that is forty-five (45) days after the Rejection Date, or shall be forever barred from asserting such claims against the Debtor or its estate; and it is further

ORDERED, that the Debtor reserves the right to object to any claim filed by any person arising under or in connection with any Adverse Power Purchase Agreement; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order; and it is further

ORDERED, that a copy of this Order shall be served by overnight mail on all the parties set forth on Schedule 1 hereto, within three (3) days of the date hereof.

¹ Capitalized terms used but not defined herein shall have the meanings set forth in the Motion.

END OF ORDER

cc:

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Schedule 1

**Adverse Power Purchase
Agreement Counterparties**

Pontook Hydro, Inc.
c/o Swift River Hafslund LLC
100 Commercial Street, Suite 410
Portland, ME 04101
Attn: Raymond S. Kusche, President

Pontook Operating Limited Partnership
c/o C-E Pontook, Inc.
c/o Combustion Engineering, Inc.
1000 Prospect Hill Road
P.O. Box 500
Windsor, CT 06075

Androscoggin Electric Corporation
Farmers and Traders Bank Building
4 Pleasant Street
P.O. Box 17
Colebrook, NH 03576
Attn: Robert Shaw, President

Hafslund U.S.A., Inc.
Karenslyst Alle
P.O. Box 363 Skoyen
N-0212 Oslo
NORWAY
Attn: Arne Erik Kristiansen, President

Turnkey Landfill Gas/BIO Energy Partners
c/o Waste Management New Hampshire, Inc.
18 Turnkey Way
P.O. Box 7065
Gonic, NH 03839
Attn: Alan Davis, District Manager

Mascoma Hydro Corporation
c/o CHI Energy, Inc.
200 Bulfinch Drive
Andover, MA 01810
Attn: Victor Engel

Key Bank National Association
127 Public Square
Cleveland, Ohio 44114

Key Bank of Vermont
149 Bank Street
Burlington, VT 05401

Barre Energy Partners, L.P.
c/o Resources Generating Systems, Inc.
40 Tower Lane
Avon, Connecticut 06001
Attn: Richard J. Augustine, Vice President

The Chase Manhattan Bank, as Trustee
Attn: Capital Markets Fiduciary Services
450 West 33rd Street, 15th Floor
New York, NY 10001-2697

Zahren Alternative Power Company
40 Tower Lane
Avon, CT 06001
Attn: Ms. Donna M. Ryder, Treasury Manager