

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

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

**ORDER AUTHORIZING REJECTION OF CERTAIN EXECUTORY CONTRACTS  
BETWEEN THE DEBTOR AND BEAR SWAMP GENERATING TRUST NO. 1 LLC  
AND THE DEBTOR AND BEAR SWAMP GENERATING TRUST NO. 2 LLC**

Upon consideration of the Motion (the "Motion") Pursuant to Sections 105 and 365 of the Bankruptcy Code for Order Authorizing the Debtor to Reject Certain Executory Contracts Between The Debtor And Bear Swamp Generating Trust No. 1 LLC And The Debtor And Bear Swamp Generating Trust No. 2 LLC filed by USGen New England, Inc., debtor and debtor in possession (the "Debtor"); 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 Bear Swamp Leases and the Participation Agreements<sup>1</sup>; 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 Bear Swamp Leases and the Participation Agreements, which are further identified in Exhibits A 1 through 4 and B 1 and 2 to the Motion, are deemed rejected effective as of midnight, September 30, 2003; and it is further

ORDERED, that the Debtor is authorized to continue to operate the Bear Swamp Project during the Transition Period,; and it is further

ORDERED, that without further order of the Court, the Debtor is authorized to transfer to the Trusts, by assignment or procurement, licenses, permits and other authorizations to the extent the licensor, issuer or counter party consents; 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 the Bear Swamp Leases and the Participation Agreements; 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.

**END OF ORDER**

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

cc:

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