

DYNEGY INC.  
Form 10-Q  
August 09, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2007

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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**DYNEGY INC.**  
**DYNEGY HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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Entity	Commission	State of	I.R.S. Employer
Dynegy Inc.	File Number 001-33443	Incorporation Delaware	Identification No. 20-5653152
Dynegy Holdings Inc.	000-29311	Delaware	94-3248415
	1000 Louisiana, Suite 5800 Houston, Texas 77002		

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(Address of principal executive offices)

(Zip Code)

(713) 507-6400

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**Dynegy Inc.**

Yes  No

**Dynegy Holdings Inc.**

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non-accelerated filer
<b>Dynegy Inc.</b>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Dynegy Holdings Inc.</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**Dynegy Inc.**

Yes  No

**Dynegy Holdings Inc.**

Yes  No

Indicate the number of shares outstanding of Dynegy Inc.'s classes of common stock, as of the latest practicable date: Class A common stock, \$0.01 par value per share, 499,962,177 shares outstanding as of August 2, 2007; Class B common stock, \$0.01 par value per share, 340,000,000 shares outstanding as of August 2, 2007. All of Dynegy Holdings Inc.'s outstanding common stock is owned indirectly by Dynegy Inc.

This combined Form 10-Q is separately filed by Dynegy Inc. and Dynegy Holdings Inc. Information contained herein relating to any individual registrant is filed by such registrant on its own behalf. Each registrant makes no representation as to information relating to a registrant other than itself.

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<b><u>EXPLANATORY NOTE</u></b>	

Dynegy Inc. ( Dynegy ) is a Delaware corporation formerly named Dynegy Acquisition, Inc. Dynegy entered into a Plan of Merger, Contribution and Sale Agreement (the Merger Agreement ), dated as of September 14, 2006, with Falcon Merger Sub Co., an Illinois corporation ( Merger Sub ), LSP Gen Investors, L.P., a Delaware limited partnership, LS Power Partners, L.P., a Delaware limited partnership, LS Power Equity Partners PIE I, L.P., a Delaware limited partnership, LS Power Equity Partners, L.P., a Delaware limited partnership, LS Power Associates, L.P., a Delaware limited partnership, and Dynegy Illinois Inc., an Illinois corporation (formerly named Dynegy Inc.) ( Dynegy Illinois ). On March 29, 2007, at a special meeting of the shareholders of Dynegy Illinois, the shareholders of Dynegy Illinois adopted the Merger Agreement and approved the related merger of Merger Sub, Dynegy s then wholly owned subsidiary, with and into Dynegy Illinois (the Merger ).

As a result of the Merger, which was completed on April 2, 2007, Dynegy Illinois became Dynegy s wholly owned subsidiary, the then-shareholders of Dynegy Illinois became Dynegy s stockholders and each Dynegy Illinois shareholder received one share of Dynegy s Class A common stock for each share of Class A common stock or Class B common stock of Dynegy Illinois held by it. In addition, in connection with the completion of the Merger and the other transactions contemplated by the Merger Agreement, Dynegy Acquisition, Inc. changed its name to Dynegy Inc. Dynegy is a successor registrant to Dynegy Illinois for purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission promulgated thereunder.



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This report includes the combined filing of Dynegy and Dynegy Holdings Inc. ( DHI ). DHI is the principal subsidiary of Dynegy, providing approximately 100% of Dynegy's total consolidated revenue for the six-month period ended June 30, 2007 and constituting approximately 100% of Dynegy's total consolidated asset base as of June 30, 2007 except for Dynegy's 50% interest in DLS Power Holdings, LLC and DLS Power Development Company, LLC. Unless the context indicates otherwise, throughout this report, the terms the Company, we, us, our and ours are used to refer to both Dynegy and DHI and their direct and indirect subsidiaries, including Dynegy Illinois before it became a wholly owned subsidiary of Dynegy by way of the Merger. Discussions or areas of this report that apply only to Dynegy or DHI will clearly be noted in such section. Historically, Dynegy and DHI have filed separate SEC filings. Beginning with this Form 10-Q for the quarterly period ended June 30, 2007 and in the future, Dynegy and DHI intend to file combined periodic reports on an interim and annual basis as permitted by applicable SEC rules and regulations.

**Table of Contents****DEFINITIONS**

As used in this Form 10-Q, the abbreviations contained herein have the meanings set forth below.

APB	Accounting Principles Board
ARO	Asset retirement obligation
Cal ISO	The California Independent System Operator
CARB	California Air Resources Board
CDWR	California Department of Water Resources
CEC	California Energy Commission
CFTC	Commodity Futures Trading Commission
CO <sub>2</sub>	Carbon Dioxide
CPUC	California Public Utilities Commission
CRA	Canada Revenue Agency
CRM	Our customer risk management business segment
CUSA	Chevron U.S.A. Inc., a wholly owned subsidiary of Chevron Corporation
DGC	Dynegy Global Communications
DHI	Dynegy Holdings Inc., Dynegy's primary financing subsidiary
DMG	Dynegy Midwest Generation, Inc.
DMSLP	Dynegy Midstream Services L.P.
DMT	Dynegy Marketing and Trade
DNE	Dynegy Northeast Generation
DPM	Dynegy Power Marketing Inc.
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
EITF	Emerging Issues Task Force
EMA	Energy management agreement
EPA	Environmental Protection Agency
ERCOT	Electric Reliability Council of Texas, Inc.
ERISA	The Employee Retirement Income Security Act of 1974, as amended
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
FIN	FASB Interpretation
FSP	FASB Staff Position
GAAP	Generally Accepted Accounting Principles of the United States of America
GEN	Our power generation business
GEN-MW	Our power generation business - Midwest segment
GEN-NE	Our power generation business - Northeast segment
GEN-SO	Our power generation business - South segment, which was renamed GEN-WE
GEN-WE	Our power generation business - West segment
ICC	Illinois Commerce Commission
IRS	Internal Revenue Service
ISO	Independent System Operator
LNG	Liquefied natural gas
LTSA	Long term service agreement
MISO	Midwest Independent Transmission Operator, Inc.
MMBtu	Millions of British thermal units
MW	Megawatts
MWh	Megawatt hour
NGL	Our former natural gas liquids business segment
NNG	Northern Natural Gas Company
NOL	Net operating loss
NO <sub>x</sub>	Nitrogen Oxide
NRG	NRG Energy, Inc.
NYSDEC	New York State Department of Environmental Conservation
PRB	Powder River Basin coal

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PUHCA	Public Utility Holding Company Act of 1935, as amended
SAB	SEC Staff Accounting Bulletin
SEC	U.S. Securities and Exchange Commission
SFAS	Statement of Financial Accounting Standards
SPN	Second Priority Senior Secured Notes
VaR	Value at Risk
VIE	Variable Interest Entity

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1 FINANCIAL STATEMENTS DYNEGY INC. AND DYNEGY HOLDINGS INC.****DYNEGY INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(unaudited) (in millions, except share data)**

	June 30, 2007	December 31, 2006
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 323	\$ 371
Restricted cash	124	280
Accounts receivable, net of allowance for doubtful accounts of \$22 and \$48, respectively	431	257
Accounts receivable, affiliates		1
Inventory	193	194
Assets from risk-management activities	433	701
Deferred income taxes	114	93
Prepayments and other current assets	134	92
Assets held for sale (Note 3)	272	
<b>Total Current Assets</b>	<b>2,024</b>	<b>1,989</b>
<b>Property, Plant and Equipment</b>	<b>10,486</b>	<b>6,473</b>
Accumulated depreciation	(1,513)	(1,522)
<b>Property, Plant and Equipment, Net</b>	<b>8,973</b>	<b>4,951</b>
<b>Other Assets</b>		
Unconsolidated investments	86	
Restricted cash and investments	912	83
Assets from risk-management activities	149	16
Goodwill	590	
Intangible assets	337	347
Deferred income taxes	4	12
Other long-term assets	193	139
Assets held for sale (Note 3)	56	
<b>Total Assets</b>	<b>\$ 13,324</b>	<b>\$ 7,537</b>

**LIABILITIES AND STOCKHOLDERS EQUITY**

<b>Current Liabilities</b>		
Accounts payable	\$ 330	\$ 172
Accrued interest	85	66
Accrued liabilities and other current liabilities	227	231
Liabilities from risk-management activities	414	629
Notes payable and current portion of long-term debt	54	68
Liabilities held for sale (Note 3)	20	
<b>Total Current Liabilities</b>	<b>1,130</b>	<b>1,166</b>



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Long-term debt	5,940	2,990
Long-term debt, affiliates	200	200
<b>Long-Term Debt</b>	<b>6,140</b>	<b>3,190</b>
<b>Other Liabilities</b>		
Liabilities from risk-management activities	193	35
Deferred income taxes	1,105	469
Other long-term liabilities	449	410
Liabilities held for sale (Note 3)	1	
<b>Total Liabilities</b>	<b>9,018</b>	<b>5,270</b>
<b>Minority Interest</b>	<b>(16)</b>	
<b>Commitments and Contingencies (Note 10)</b>		
<b>Stockholders Equity</b>		
Class A Common Stock, \$0.01 par value, 2,100,000,000 shares authorized at June 30, 2007; 502,373,963 shares issued and outstanding at June 30, 2007; and no par value, 900,000,000 shares authorized at December 31, 2006; 403,137,339 shares issued and outstanding at December 31, 2006	5	3,367
Class B Common Stock, \$0.01 par value, 850,000,000 shares authorized at June 30, 2007; 340,000,000 shares issued and outstanding at June 30, 2007; and no par value, 360,000,000 shares authorized at December 31, 2006; 96,891,014 shares issued and outstanding at December 31, 2006	3	1,006
Additional paid-in capital	6,449	39
Subscriptions receivable	(8)	(8)
Accumulated other comprehensive income (loss), net of tax	(18)	67
Accumulated deficit	(2,038)	(2,135)
Treasury stock, at cost, 2,445,986 shares at June 30, 2007 and 1,787,004 shares at December 31, 2006, respectively	(71)	(69)
<b>Total Stockholders Equity</b>	<b>4,322</b>	<b>2,267</b>
<b>Total Liabilities and Stockholders Equity</b>	<b>\$ 13,324</b>	<b>\$ 7,537</b>

See the notes to condensed consolidated financial statements.

**Table of Contents****DYNEGY INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited) (in millions, except per share data)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Revenues	\$ 828	\$ 379	\$ 1,333	\$ 919
Cost of sales, exclusive of depreciation shown separately below	(510)	(249)	(829)	(588)
Depreciation and amortization expense	(88)	(54)	(140)	(110)
Impairment and other charges		(9)		(11)
Gain on sale of assets, net		3		3
General and administrative expenses	(48)	(50)	(101)	(101)
Operating income	182	20	263	112
Earnings (losses) from unconsolidated investments	(2)		(2)	2
Interest expense	(84)	(107)	(151)	(205)
Debt conversion costs		(247)		(247)
Minority interest expense	(9)		(9)	
Other income and expense, net	10	10	18	30
Income (loss) from continuing operations before income taxes	97	(324)	119	(308)
Income tax (expense) benefit (Note 13)	(30)	117	(36)	109
Income (loss) from continuing operations	67	(207)	83	(199)
Income (loss) from discontinued operations, net of tax (expense) benefit of \$(5), \$3, \$(4) and \$7, respectively (Notes 3 and 13)	9		7	(8)
Income (loss) before cumulative effect of change in accounting principle	76	(207)	90	(207)
Cumulative effect of change in accounting principle, net of tax expense of zero				1
Net income (loss)	76	(207)	90	(206)
Less: preferred stock dividends		4		9
Net income (loss) applicable to common stockholders	\$ 76	\$ (211)	\$ 90	\$ (215)
<b>Earnings (Loss) Per Share (Note 9):</b>				
Basic earnings (loss) per share:				
Income (loss) from continuing operations	\$ 0.08	\$ (0.48)	\$ 0.13	\$ (0.49)
Income (loss) from discontinued operations	0.01		0.01	(0.02)
Cumulative effect of change in accounting principle				
Basic earnings (loss) per share	\$ 0.09	\$ (0.48)	\$ 0.14	\$ (0.51)
Diluted earnings (loss) per share:				
Income (loss) from continuing operations	\$ 0.08	\$ (0.48)	\$ 0.12	\$ (0.49)
Income (loss) from discontinued operations	0.01		0.01	(0.02)
Cumulative effect of change in accounting principle				
Diluted earnings (loss) per share	\$ 0.09	\$ (0.48)	\$ 0.13	\$ (0.51)

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Basic shares outstanding	828	442	663	421
Diluted shares outstanding	830	513	665	519

See the notes to condensed consolidated financial statements.

**Table of Contents****DYNEGY INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited) (in millions)**

	<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 90	\$ (206)
Adjustments to reconcile net income (loss) to net cash flows from operating activities:		
Depreciation and amortization	146	148
Impairment and other charges		11
Earnings from unconsolidated investments, net of cash distributions	2	(2)
Risk-management activities	(97)	(52)
Gain on sale of assets, net		(4)
Deferred income taxes	41	(119)
Cumulative effect of change in accounting principle, net of tax		(1)
Legal and settlement charges	11	23
Debt conversion charges		247
Other	10	32
Changes in working capital:		
Accounts receivable	(130)	294
Inventory	(3)	4
Prepayments and other assets	(18)	79
Accounts payable and accrued liabilities	119	(819)
Changes in non-current assets	(17)	(6)
Changes in non-current liabilities	3	3
Net cash provided by (used in) operating activities	157	(368)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures	(153)	(59)
Unconsolidated investments	(5)	
Proceeds from asset sales, net		6
Business acquisitions, net of cash acquired	(126)	
Net proceeds from exchange of unconsolidated investments, net of cash acquired		165
Decrease (increase) in restricted cash and restricted investments	(589)	162
Other investing		(3)
Net cash provided by (used in) investing activities	(873)	271
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from long-term borrowings, net	2,663	1,071
Repayments of long-term borrowings	(1,994)	(1,683)
Debt conversion costs		(247)
Redemption of Series C Preferred		(400)
Proceeds from issuance of capital stock	1	182
Dividends and other distributions, net		(17)
Other financing, net	(2)	
Net cash provided by (used in) financing activities	668	(1,094)

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Net decrease in cash and cash equivalents	(48)	(1,191)
Cash and cash equivalents, beginning of period	371	1,549
Cash and cash equivalents, end of period	\$ 323	\$ 358
<b>Other non-cash financing activity:</b>		
Conversion of Convertible Subordinated Debentures due 2023	\$	\$ 225
See the notes to condensed consolidated financial statements.		

**Table of Contents****DYNEGY INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(unaudited) (in millions)**

	<b>Three Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
Net income (loss)	\$ 76	\$ (207)
Cash flow hedging activities, net:		
Unrealized mark-to-market gains arising during period, net		12
Reclassification of mark-to-market gains to earnings, net	(13)	(3)
Changes in cash flow hedging activities, net (net of tax benefit (expense) of \$8 and (\$5), respectively)	(13)	9
Recognized prior service cost and actuarial loss	1	
Unrealized loss on securities, net of tax benefit of \$1	(2)	
Foreign currency translation adjustment	2	3
Other comprehensive income (loss), net of tax	(12)	12
Comprehensive income (loss)	\$ 64	\$ (195)

	<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
Net income (loss)	\$ 90	\$ (206)
Cash flow hedging activities, net:		
Unrealized mark-to-market gains (losses) arising during period, net	(59)	25
Reclassification of mark-to-market (gains) losses to earnings, net	(28)	(12)
Changes in cash flow hedging activities, net (net of tax benefit (expense) of \$51 and (\$8), respectively)	(87)	13
Recognized prior service cost and actuarial loss	2	
Unrealized loss on securities, net of tax benefit of \$1	(2)	
Foreign currency translation adjustment	2	3
Other comprehensive income (loss), net of tax	(85)	16
Comprehensive income (loss)	\$ 5	\$ (190)

See the notes to condensed consolidated financial statements.

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**DYNEGY HOLDINGS INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(unaudited) (in millions)

	June 30, 2007	December 31, 2006
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 280	\$ 243
Restricted cash	124	280
Accounts receivable, net of allowance for doubtful accounts of \$22 and \$46 respectively	437	263
Accounts receivable, affiliates		7
Inventory	193	194
Assets from risk-management activities	433	701
Deferred income taxes	46	48
Prepayments and other current assets	134	92
Assets held for sale (Note 3)	272	
<b>Total Current Assets</b>	<b>1,919</b>	<b>1,828</b>
<b>Property, Plant and Equipment</b>	<b>10,486</b>	<b>6,473</b>
Accumulated depreciation	(1,513)	(1,522)
<b>Property, Plant and Equipment, Net</b>	<b>8,973</b>	<b>4,951</b>
<b>Other Assets</b>		
Restricted cash and investments	912	83
Assets from risk-management activities	149	16
Long-term accounts receivable, affiliate	797	781
Goodwill	590	
Intangible assets	337	347
Deferred income taxes	4	12
Other long-term assets	182	118
Assets held for sale (Note 3)	56	
<b>Total Assets</b>	<b>\$ 13,919</b>	<b>\$ 8,136</b>
<b>LIABILITIES AND STOCKHOLDER S EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 330	\$ 172
Accrued interest	85	66
Accrued liabilities and other current liabilities	227	230
Liabilities from risk-management activities	414	629
Notes payable and current portion of long-term debt	54	68
Liabilities held for sale (Note 3)	20	
<b>Total Current Liabilities</b>	<b>1,130</b>	<b>1,165</b>
Long-term debt	5,940	2,990
Long-term debt to affiliates	200	200

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<b>Long-Term Debt</b>	6,140	3,190
<b>Other Liabilities</b>		
Liabilities from risk-management activities	193	35
Deferred income taxes	841	325
Other long-term liabilities	428	385
Liabilities held for sale (Note 3)	1	
<b>Total Liabilities</b>	8,733	5,100
<b>Minority Interest</b>	(16)	
<b>Commitments and Contingencies (Note 10)</b>		
<b>Stockholder s Equity</b>		
Capital Stock, \$1 par value, 1,000 shares authorized at June 30, 2007 and December 31, 2006, respectively		
Additional paid-in capital	4,637	2,511
Accumulated other comprehensive income (loss), net of tax	(18)	67
Accumulated deficit	(449)	(574)
Stockholder s equity	1,032	1,032
<b>Total Stockholder s Equity</b>	5,202	3,036
<b>Total Liabilities and Stockholder s Equity</b>	\$ 13,919	\$ 8,136

See the notes to condensed consolidated financial statements.



**Table of Contents****DYNEGY HOLDINGS INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(unaudited) (in millions)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
Revenues	\$ 828	\$ 379	\$ 1,333	\$ 919
Cost of sales, exclusive of depreciation shown separately below	(510)	(249)	(829)	(588)
Depreciation and amortization expense	(88)	(54)	(140)	(110)
Impairment and other charges		(9)		(11)
Gain on sale of assets, net		3		3
General and administrative expenses	(46)	(49)	(82)	(100)
Operating income	184	21	282	113
Earnings from unconsolidated investments				2
Interest expense	(84)	(103)	(151)	(198)
Debt conversion costs		(202)		(202)
Minority interest expense	(9)		(9)	
Other income and expense, net	12	10	16	27
Income (loss) from continuing operations before income taxes	103	(274)	138	(258)
Income tax (expense) benefit (Note 13)	(21)	94	(32)	89
Income (loss) from continuing operations	82	(180)	106	(169)
Income (loss) from discontinued operations, net of tax (expense) benefit of \$(6), \$2, \$(5) and \$6, respectively (Notes 3 and 13)	8	(1)	6	(9)
Net income (loss)	\$ 90	\$ (181)	\$ 112	\$ (178)

See the notes to condensed consolidated financial statements.

**Table of Contents****DYNEGY HOLDINGS INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited) (in millions)**

	<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 112	\$ (178)
Adjustments to reconcile net income (loss) to net cash flows from operating activities:		
Depreciation and amortization	146	146
Impairment and other charges		11
Earnings from unconsolidated investments, net of cash distributions		(2)
Risk-management activities	(97)	(52)
Gain on sale of assets, net		(4)
Deferred income taxes	32	(96)
Legal and settlement charges	11	23
Debt conversion charges		202
Other	10	28
Changes in working capital:		
Accounts receivable	(130)	294
Inventory	(3)	4
Prepayments and other assets	(18)	55
Accounts payable and accrued liabilities	122	(808)
Changes in non-current assets	(17)	(5)
Changes in non-current liabilities	3	4
Net cash provided by (used in) operating activities	171	(378)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures	(153)	(59)
Proceeds from asset sales, net		3
Business acquisitions, net of cash acquired	17	
Net proceeds from exchange of unconsolidated investments, net of cash acquired		165
Decrease in restricted cash and restricted investments	(589)	162
Affiliate transactions	(12)	4
Other investing		(3)
Net cash provided by (used in) investing activities	(737)	272
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from long-term borrowings, net	2,663	1,071
Repayments of long-term borrowings	(1,719)	(1,683)
Debt conversion costs		(202)
Repayments from affiliate, net		(120)
Dividends to affiliate	(342)	(50)
Other financing, net	1	(1)
Net cash provided by (used in) financing activities	603	(985)
Net increase (decrease) in cash and cash equivalents	37	(1,091)
Cash and cash equivalents, beginning of period	243	1,326

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Cash and cash equivalents, end of period	\$ 280	\$ 235
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See the notes to condensed consolidated financial statements.

**Table of Contents****DYNEGY HOLDINGS INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(unaudited) (in millions)**

	<b>Three Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
Net income (loss)	\$ 90	\$ (181)
Cash flow hedging activities, net:		
Unrealized mark-to-market gains arising during period, net		12
Reclassification of mark-to-market gains to earnings, net	(13)	(3)
Changes in cash flow hedging activities, net (net of tax benefit (expense) of \$8 and (\$5), respectively)	(13)	9
Recognized prior service cost and actuarial loss	1	
Unrealized loss on securities, net of tax benefit of \$1	(2)	
Foreign currency translation adjustment	2	3
Other comprehensive income (loss), net of tax	(12)	12
Comprehensive income (loss)	\$ 78	\$ (169)
	<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
Net income (loss)	\$ 112	\$ (178)
Cash flow hedging activities, net:		
Unrealized mark-to-market gains (losses) arising during period, net	(59)	25
Reclassification of mark-to-market gains to earnings, net	(28)	(12)
Changes in cash flow hedging activities, net (net of tax benefit (expense) of \$51 and (\$8), respectively)	(87)	13
Recognized prior service cost and actuarial loss	2	
Unrealized loss on securities, net of tax benefit of \$1	(2)	
Foreign currency translation adjustment	2	3
Other comprehensive income (loss), net of tax	(85)	16
Comprehensive income (loss)	\$ 27	\$ (162)

See the notes to condensed consolidated financial statements.

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**DYNEGY INC. and DYNEGY HOLDINGS INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**For the Interim Periods Ended June 30, 2007 and 2006**

**Note 1 Accounting Policies**

***Basis of Presentation***

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to interim financial reporting as prescribed by the SEC. The year-end condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by GAAP. These interim financial statements should be read together with the consolidated financial statements and notes thereto included in Dynegy's Form 10-K for the year ended December 31, 2006 filed on February 27, 2007, as amended on April 30, 2007, and DHI's Form 10-K for the year ended December 31, 2006 filed on March 14, 2007, which we refer to as each registrant's Form 10-K.

In April 2007, Dynegy completed its acquisition of 11 power generation facilities and a 50% interest in certain power generation development projects from LS Power Associates, L.P. Dynegy's interests in the 11 power generation facilities was subsequently contributed to DHI. Please see Note 2 LS Power Business Combination and Dynegy Illinois Entity Contributions for further discussion.

In April 2007, Dynegy contributed to DHI its interest in Dynegy New York Holdings Inc. (New York Holdings). This contribution was accounted for as a transaction between entities under common control. As such, the assets and liabilities of New York Holdings were recorded by DHI at Dynegy's historical cost on the acquisition date. This Form 10-Q with respect to DHI reflects the contribution as though DHI had owned New York Holdings in all periods presented. Please see Note 2 LS Power Business Combination and Dynegy Illinois Entity Contributions Site Assets Contribution for further discussion.

The unaudited condensed consolidated financial statements contained in this report include all material adjustments of a normal and recurring nature that, in the opinion of management, are necessary for a fair statement of the results for the interim periods. The results of operations for the interim periods presented in this Form 10-Q are not necessarily indicative of the results to be expected for the full year or any other interim period due to seasonal fluctuations in demand for our energy products and services, changes in commodity prices, timing of maintenance and other expenditures and other factors. The preparation of the unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and judgments that affect our reported financial position and results of operations. These estimates and judgments also impact the nature and extent of disclosure, if any, of our contingent liabilities. We review significant estimates and judgments affecting our consolidated financial statements on a recurring basis and record the effect of any necessary adjustments prior to their publication. Estimates and judgments are based on information available at the time such estimates and judgments are made. Adjustments made with respect to the use of these estimates and judgments often relate to information not previously available. Uncertainties with respect to such estimates and judgments are inherent in the preparation of financial statements. Estimates and judgments are primarily used in (i) developing fair value assumptions, including estimates of future cash flows and discount rates, (ii) analyzing goodwill and tangible and intangible assets for possible impairment, (iii) estimating the useful lives of our assets, (iv) assessing future tax exposure and the realization of tax assets, (v) determining amounts to accrue for contingencies, guarantees and indemnifications and (vi) estimating various factors used to value our pension assets and liabilities. Actual results could differ materially from any such estimates. Certain reclassifications have been made to prior period amounts in order to conform to current year presentation.

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**DYNEGY INC. and DYNEGY HOLDINGS INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**For the Interim Periods Ended June 30, 2007 and 2006**

***Goodwill and Other Intangible Assets***

Goodwill represents, at the time of an acquisition, the amount of purchase price paid in excess of the fair value of net assets acquired. We follow the guidance set forth in SFAS No. 142, *Goodwill and Other Intangible Assets* ( SFAS No. 142 ), when assessing the carrying value of our goodwill. Accordingly, we will evaluate our goodwill for impairment on an annual basis and when events warrant an assessment. Our evaluation is based, in part, on our estimate of future cash flows. The estimation of fair value is highly subjective, inherently imprecise and can change materially from period to period based on, among other things, an assessment of market conditions, projected cash flows and discount rate.

Intangible assets represent the fair value of assets, apart from goodwill, that arise from contractual rights or other legal rights. In accordance with SFAS No. 141, *Business Combinations* ( SFAS No. 141 ), we record only those intangible assets that are distinctly separable from goodwill and can be sold, transferred, licensed, rented, or otherwise exchanged in the open market. Additionally, we recognize intangible assets for those assets that can be exchanged in combination with other rights, contracts, assets or liabilities.

In accordance with SFAS No. 142, we initially record and measure intangible assets based on the fair value of those rights transferred in the exchange transaction in which the asset was acquired. Those measurements are based on quoted market prices for the asset, if available, or measurement techniques based on the best information available such as a present value of future cash flows measurement. Present value measurement techniques involve judgments and estimates made by management about prices, cash flows, discount factors and other variables and the actual value realized from those assets could vary materially from these judgments and estimates. We amortize intangible assets based on the useful life of the respective asset as measured by either the life of the contract or right that the asset is derived from. If the intangible asset does not have a finite life based on the contractual or legal right, an estimate is made of the useful life based on the pattern in which the economic benefits of the asset are expected to be consumed. Intangible assets are also subjected to impairment testing on a regular basis and an impairment loss is recognized if the carrying amount of an intangible exceeds its fair value. Please see Note 2 *LS Power Business Combination and Dynegy Illinois Entity Contributions* for further discussion

***Accounting Principles Adopted***

**FIN No. 48.** On July 12, 2006, the FASB issued FIN No. 48, *Accounting for Uncertainty in Income Taxes* ( FIN No. 48 ), which provides clarification of SFAS 109, *Accounting for Income Taxes* with respect to the recognition of income tax benefits of uncertain tax positions in the financial statements. FIN No. 48 requires that uncertain tax positions be reviewed and assessed with recognition and measurement of the tax benefit based on a more-likely-than-not standard. We adopted the provisions of FIN No. 48 on January 1, 2007 and recorded a decrease of \$7 million and \$13 million, respectively, to Dynegy's and DHI's accumulated deficits as of January 1, 2007 to reflect the cumulative effect of adopting FIN No. 48.

As of January 1, 2007, Dynegy and DHI had approximately \$111 million and \$75 million, respectively, of unrecognized tax benefits, of which \$67 million and \$37 million, respectively, would impact their effective tax rates.

As of June 30, 2007, Dynegy and DHI had approximately \$56 million and \$43 million, respectively, of unrecognized tax benefits, of which \$45 million and \$31 million, respectively, would impact their effective tax rates if recognized. The changes to Dynegy's and DHI's unrecognized tax benefits during the second quarter 2007 primarily resulted from effective settlement of an IRS audit for the tax years 2001 and 2002.

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**DYNEGY INC. and DYNEGY HOLDINGS INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**For the Interim Periods Ended June 30, 2007 and 2006**

Additionally, in conjunction with the adoption of FIN No. 48 as of January 1, 2007, we reduced our regular federal tax NOL carryforwards by \$253 million, from \$948 million to \$695 million. The reduction was offset by corresponding changes to our net deferred tax liability and reserve for uncertain tax positions.

We recognize accrued interest expense and penalties related to unrecognized tax benefits as income tax expense. Dynegy had approximately \$5 million accrued for the payment of interest and penalties at June 30, 2007 and January 1, 2007, respectively. DHI had approximately \$7 million and \$6 million accrued for the payment of interest and penalties at June 30, 2007 and January 1, 2007, respectively.

We expect that our unrecognized tax benefits could continue to change due to the settlement of audits and the expiration of statutes of limitation in the next twelve months; however, we do not anticipate any such change to have a significant impact on our results of operations, our financial position or cash flows.

Dynegy files a consolidated income tax return in the U.S. federal jurisdiction, and we file other income tax returns in various states and foreign jurisdictions. DHI is included in Dynegy's consolidated federal tax returns. With few exceptions, we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2001. The IRS commenced an examination of Dynegy's U.S. consolidated income tax returns for 2004 and 2005 in the second quarter 2006 that is anticipated to be completed by the end of 2007. The IRS examination for 2001 through 2002 was completed in January 2006. Dynegy has effectively settled the audit issues in the second quarter 2007, and is awaiting final resolution on interest computations with the IRS. The CRA is currently examining Canadian income tax returns for 2002 through 2004 and we are expecting completion of the audit in late 2007.

***Accounting Principles Not Yet Adopted***

**SFAS No. 157.** On September 15, 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS No. 157). SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements. SFAS No. 157 does not require any new fair value measurements; however, the application of SFAS No. 157 will change current practice for some entities. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. We are currently evaluating the impact of this statement on our financial statements.

**SFAS No. 159.** On February 15, 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS No. 159). SFAS No. 159 permits entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We are currently evaluating the impact of this statement on our financial statements.

**Note 2 LS Power Business Combination and Dynegy Illinois Entity Contributions**

**LS Power Business Combination.** On March 29, 2007, at a special meeting of the shareholders of Dynegy Illinois, the shareholders of Dynegy Illinois (i) adopted the Plan of Merger, Contribution and Sale Agreement, dated as of September 14, 2006 (the Merger Agreement), by and among Dynegy, Dynegy Illinois, Falcon Merger Sub Co., an Illinois corporation and a then-wholly owned subsidiary of Dynegy (Merger Sub), LSP Gen Investors,

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**DYNEGY INC. and DYNEGY HOLDINGS INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

**For the Interim Periods Ended June 30, 2007 and 2006**

L.P., LS Power Partners, L.P., LS Power Equity Partners PIE I, L.P., LS Power Equity Partners, L.P. and LS Power Associates, L.P. ( LS Associates and, collectively, the LS Contributing Entities ) and (ii) approved the merger of Merger Sub with and into Dynegy Illinois (the Merger ).

On April 2, 2007, in accordance with the Merger Agreement, (i) the Merger was effected, as a result of which Dynegy Illinois became a wholly owned subsidiary of Dynegy and each share of the Class A common stock and Class B common stock of Dynegy Illinois outstanding immediately prior to the Merger was converted into the right to receive one share of the Class A common stock of Dynegy, and (ii) the LS Contributing Entities transferred all of the interests owned by them in entities that own 11 power generation facilities to Dynegy (the Contributed Entities ).

As part of the transactions contemplated by the Merger Agreement, LS Associates transferred its interests in certain power generation development projects to DLS Power Holdings, LLC, a newly formed Delaware limited liability company ( DLS Power Holdings ), and contributed 50% of the membership interests in DLS Power Holdings to Dynegy. In addition, immediately after the completion of the Merger, LS Associates and Dynegy each contributed \$5 million to DLS Power Holdings as their initial capital contributions, and also contributed their respective interests in certain additional power generation development projects to DLS Power Holdings. In connection with the formation of DLS Power Holdings, LS Associates formed DLS Power Development Company, LLC, a Delaware limited liability company ( DLS Power Development ). LS Associates and Dynegy each now own 50% of the membership interests in DLS Power Development.

The aggregate purchase price was comprised of (i) \$100 million cash, (ii) 340 million shares of the Class B common stock of Dynegy, (iii) the issuance of a promissory note in the aggregate principal amount of \$275 million (the Note ) (which was simultaneously issued and repaid in full without interest or prepayment penalty), (iv) the issuance of an additional \$70 million of project-related debt (the Griffith Debt ) (which was simultaneously issued and repaid in full without interest or prepayment penalty) via an indirect wholly owned subsidiary, and (v) transaction costs of approximately \$52 million, approximately \$8 million of which were paid in 2006. The Class B common stock issued by Dynegy was valued at \$5.98 per share, which represents the average closing price of Dynegy s common stock on the New York Stock Exchange for the two days prior to, including, and two days subsequent to the September 15, 2006 public announcement of the Merger, or approximately \$2,033 million. Dynegy funded the cash payment and the repayment of the Note and the Griffith Debt using cash on hand and borrowings by DHI (and subsequent permitted distributions to Dynegy) of (i) an aggregate \$275 million under the Revolving Facility (as defined below) and (ii) an aggregate \$70 million under the new Term Loan B (as defined below). Please read Note 6 Debt Fifth Amended and Restated Credit Facility for further discussion. We paid a premium over the fair value of the net tangible and identified intangible assets acquired due to the (i) scale and diversity of assets acquired in key regions of the United States; (ii) financial stability, and (iii) proven nature of the LS Power asset development platform that were subsequently contributed to DLS Power Holdings and DLS Power Development.

The application of purchase accounting under SFAS No. 141 requires that the total purchase price be allocated to the fair value of assets acquired and liabilities assumed based on their fair values at the acquisition date, with amounts exceeding the fair values being recorded as goodwill in accordance with SFAS No. 142. The allocation process requires an analysis of acquired fixed assets, contracts, and contingencies to identify and record the fair value of all assets acquired and liabilities assumed. Dynegy s allocation of the purchase price to specific assets and liabilities is based, in part, upon outside appraisals using customary valuation procedures and techniques. The purchase price allocation is preliminary, as Dynegy is finalizing its valuation of tangible and intangible assets acquired. Dynegy expects to complete the purchase price allocation in the third quarter 2007. However, the differences between the final and preliminary purchase price allocations, if any, are not expected to have a material effect on Dynegy s financial position or results of operations. The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the date of acquisition (in millions):



**Table of Contents****DYNEGY INC. and DYNEGY HOLDINGS INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****For the Interim Periods Ended June 30, 2007 and 2006**

Cash	\$ 17
Restricted cash and investments (including \$37 million current)	91
Accounts receivable	52
Inventory	37
Assets from risk management activities (including \$11 million current)	36
Prepays and other current assets	19
Property, plant and equipment	4,223
Goodwill	660
Unconsolidated investments	83
Other	47
<b>Total assets acquired</b>	<b>\$ 5,265</b>
Current liabilities and accrued liabilities	\$ (89)
Liabilities from risk management activities (including \$14 million current)	(76)
Long-term debt (including \$32 million current)	(1,898)
Deferred income taxes	(605)
Other	(92)
Minority interest	25
<b>Total liabilities and minority interest assumed</b>	<b>\$ (2,735)</b>
<b>Net assets acquired</b>	<b>\$ 2,530</b>

As noted above, Dynegy recorded preliminary goodwill of approximately \$660 million. Because the purchase price allocation is not complete, it is not practicable to complete the assignment of goodwill to Dynegy's reporting units.

Dynegy recorded net intangible liabilities of \$7 million. This consisted of intangible assets of \$32 million in GEN-WE offset by intangible liabilities of \$4 million and \$35 million, respectively, in GEN-NE and GEN-MW. The intangible assets primarily relate to power tolling agreements that are being amortized over their respective contract terms ranging from 6 months to 7 years. Aggregate amortization expense associated with the above intangibles recorded in the three months ended June 30, 2007 was approximately \$2 million. The estimated amortization expense for the six months ended December 31, 2007 is approximately \$8 million and for each of the five succeeding years is approximately \$8 million, \$8 million, \$8 million, less than \$1 million and less than \$1 million, respectively.

Of the \$39 million in intangible liabilities, \$8 million relates to power tolling agreements which are being amortized over their respective contract terms ranging from 2 years to 10 years. Aggregate amortization income associated with the intangible power tolling agreements recorded in the three months ended June 30, 2007 was less than \$1 million. The estimated amortization income for the six months ended December 31, 2007 is \$3 million and for each of the five succeeding years is \$4 million, \$4 million, \$2 million, \$2 million and \$2 million, respectively.

In addition, LSP Kendall Holding LLC, one of the entities transferred to Dynegy, and ultimately DHI, by the LS Contributing Entities pursuant to the Merger Agreement, was party to a power tolling agreement with another of our subsidiaries. This power tolling agreement had a fair value of approximately \$31 million as of April 2, 2007,



**Table of Contents****DYNEGY INC. and DYNEGY HOLDINGS INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****For the Interim Periods Ended June 30, 2007 and 2006**

representing a liability from the perspective of LSP Kendall Holding LLC. Upon completion of the Merger Agreement, this power tolling agreement was effectively settled, which resulted in a second quarter 2007 gain equal to the fair value of this contract, in accordance with EITF Issue 04-01, Accounting for Pre-existing Contractual Relationships Between the Parties to a Purchase Business Combination ( EITF Issue 04-1 ). We recorded a second quarter 2007 pre-tax gain of approximately \$31 million, included as a reduction to cost of sales on its unaudited condensed consolidated statements of operations.

The differences between the financial and tax bases of purchased intangibles and goodwill are not deductible for tax purposes. However, purchase accounting allows for the establishment of deferred tax liabilities on purchased intangibles (other than goodwill) that will be reflected as a tax benefit on our future consolidated statements of operations in proportion to and over the amortization period of the related intangible asset.

Dynegy's results of operations include the results of the acquired entities for the period beginning April 2, 2007. The following table presents unaudited pro forma information for 2006, as if the acquisition had occurred on April 1, 2006:

	<b>Three Months Ended June 30, 2006</b>	
	<b>Actual</b>	<b>Pro Forma</b>
	<b>(in millions, except per share amounts)</b>	
Revenue	\$ 379	\$ 563
Loss before cumulative effect of a change in accounting principal	(207)	(206)
Net loss applicable to common stockholders	(211)	(210)
Basic and diluted loss per share before cumulative effect of accounting change	\$ (0.48)	\$ (0.27)
Basic and diluted loss per share	(0.48)	(0.27)

The following table presents unaudited pro forma information for 2007 and 2006, as if the acquisition had occurred on January 1, 2007 or 2006, respectively:

	<b>Six Months Ended June 30, 2007</b>		<b>Six Months Ended June 30, 2006</b>	
	<b>Actual</b>	<b>Pro Forma</b>	<b>Actual</b>	<b>Pro Forma</b>
	<b>(in millions, except per share amounts)</b>			
Revenue	\$ 1,333	\$ 1,622	\$ 919	\$ 1,131
Income (loss) before cumulative effect of a change in accounting principal	90	41	(207)	(192)
Net income (loss) applicable to common stockholders	90	41	(215)	(200)
Basic earnings (loss) per share before cumulative effect of accounting change	\$ 0.14	\$ 0.04	\$ (0.51)	\$ (0.26)
Diluted earnings (loss) per share before cumulative effect of accounting change	0.13	0.03	(0.51)	(0.26)
Basic earnings (loss) per share	0.14	0.04	(0.51)	(0.26)

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Diluted earnings (loss) per share	0.13	0.03	(0.51)	(0.26)
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These unaudited pro forma results, based on assumptions deemed appropriate by management, have been prepared for informational purposes only and are not necessarily indicative of Dynegy's results if the Merger had

**Table of Contents****DYNEGY INC. and DYNEGY HOLDINGS INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****For the Interim Periods Ended June 30, 2007 and 2006**

occurred on April 1, 2006 for the three months ended June 30, 2006 or on January 1, 2007 and 2006, respectively, for the six months ended June 30, 2007 and 2006 Pro forma adjustments to the results of operations include the effects on depreciation and amortization, interest expense, interest income and income taxes. The unaudited pro forma condensed consolidated financial statements reflect the Merger in accordance with SFAS No. 141 and SFAS No. 142.

The consummation of the Merger Agreement with the LS Contributing Entities constituted a change in control as defined in our severance pay plans, as well as the various long-term incentive award grant agreements. As a result, all outstanding restricted stock and stock option awards previously granted to employees vested in full on April 2, 2007 upon the closing of the Merger Agreement. Specifically, the vesting of the restricted stock awards granted in 2005 and 2006 and the unvested tranches of stock option awards granted in those years were accelerated. Accordingly, we recorded a charge of approximately \$6 million in the second quarter 2007, included in general and administrative expense on our unaudited condensed consolidated statement of operations.

**LS Assets Contribution.** In April 2007, in connection with the completion of the Merger Agreement, Dynegy contributed to Dynegy Illinois its interest in the Contributed Entities. Following such contribution, Dynegy Illinois contributed to DHI its interest in the Contributed Entities and, as a result, the Contributed Entities are subsidiaries of DHI. As a result, all of the entities acquired in the Merger are included within DHI with the exception of Dynegy's 50% interests in DLS Power Holdings and DLS Power Development, which are directly owned by Dynegy.

DHI's results of operations include the results of the acquired entities for the period beginning April 2, 2007. The following table presents unaudited pro forma information for 2006, as if the acquisition and subsequent contribution had occurred on April 1, 2006:

	<b>Three Months Ended June 30, 2006</b>	
	<b>Actual</b>	<b>Pro Forma</b>
	<b>(in millions, except per share amounts)</b>	
Revenue	\$ 379	\$ 563
Net loss	(181)	(180)

The following table presents unaudited pro forma information for 2007 and 2006, as if the acquisition and subsequent contribution had occurred on January 1, 2007 or 2006, respectively:

	<b>Six Months Ended June 30, 2007</b>		<b>Six Months Ended June 30, 2006</b>	
	<b>Actual</b>	<b>Pro Forma</b>	<b>Actual</b>	<b>Pro Forma</b>
	<b>(in millions, except per share amounts)</b>			
Revenue	\$ 1,333	\$ 1,622	\$ 919	\$ 1,131
Net income (loss)	112	63	(178)	(163)

These unaudited pro forma results, based on assumptions deemed appropriate by management, have been prepared for informational purposes only and are not necessarily indicative of DHI's results if the Merger had occurred on April 1, 2006 for the three months ended June 30, 2006 or on January 1, 2007 and 2006, respectively, for the six months ended June 30, 2007 and 2006. Pro forma adjustments to the results of operations include the effects on depreciation and amortization, interest expense, interest income and income taxes. The unaudited pro forma condensed consolidated financial statements reflect the Merger in accordance with SFAS No. 141 and SFAS No. 142.



**Table of Contents****DYNEGY INC. and DYNEGY HOLDINGS INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****For the Interim Periods Ended June 30, 2007 and 2006**

**Sithe Assets Contribution.** Also in April 2007, Dynegy Illinois contributed to DHI all of its interest in New York Holdings, together with its indirect interest in the subsidiaries of New York Holdings. New York Holdings, together with its wholly owned subsidiaries, owns various assets in the Northeast, which we commonly refer to as the Sithe Assets. The Sithe Assets primarily consist of the Sithe/Independence Power Partners, L.P. ( Independence ), a 1,064 MW facility located in Scriba, New York, which Dynegy Illinois acquired in January 2005. This contribution was accounted for as a transaction between entities under common control. As such, the assets and liabilities of New York Holdings were recorded by DHI at Dynegy's historical cost on the date of contribution. In addition, DHI's historical financial statements have been adjusted in all periods presented to reflect the contribution as though DHI had owned New York Holdings in all periods presented. Independence holds a power tolling contract with DHI. As a result of the contribution, our Independence toll has become an intercompany agreement in our GEN-NE segment and the financial statement impact has been eliminated. The Sithe Assets contributed to DHI also include four hydroelectric generation facilities in Pennsylvania. Please read Note 7 Variable Interest Entities for further information.

**Note 3 Discontinued Operations*****GEN-WE Discontinued Operations***

**CoGen Lyondell.** On August 1, 2007, we completed our sale of our CoGen Lyondell power generation facility for approximately \$470 million to EnergyCo., LLC ( EnergyCo. ), a joint venture between PNM Resources and a subsidiary of Cascade Investment, LLC. We expect to record an estimated \$200 million gain related to the sale of the asset in the third quarter 2007.

Beginning in the second quarter 2007, CoGen Lyondell met the held for sale classification requirements of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets ( SFAS No. 144 ), and is classified as such on our unaudited condensed consolidated balance sheet. The major classes of current and long-term assets classified as assets held for sale at June 30, 2007 are \$189 million of property, plant and equipment, net, \$6 million of inventory, \$70 million of goodwill, \$18 million of deferred tax liabilities, and \$1 million of accrued liabilities and other current liabilities. The goodwill allocated to CoGen Lyondell is preliminary and could change upon finalization of the LS purchase price allocation. Any change to the allocated goodwill would have a corresponding change to our estimated \$200 million gain related to the sale of the asset. As the goodwill is not deductible for tax purposes, any change in the goodwill allocated to CoGen Lyondell will also impact the annual effective tax rate for discontinued operations. Please see Note 2 LS Power Business Combination and Dynegy Illinois Entity Contributions LS Power Business Combination for further discussion.

In accordance with SFAS No. 144, we discontinued depreciation and amortization of CoGen Lyondell's property, plant and equipment during the second quarter 2007. Depreciation and amortization expense related to CoGen Lyondell totaled approximately \$1 million and \$5 million in the three- and six-month periods ended June 30, 2007, respectively, compared to approximately \$3 million and \$5 million in the three- and six-month periods ended June 30, 2006, respectively. Also pursuant to SFAS No. 144, we are reporting the results of CoGen Lyondell's operations as a discontinued operation. Accordingly, the facility's results have been included in discontinued operations for all periods presented.

**Calcasieu.** On January 31, 2007, we entered into an agreement to sell our interest in the Calcasieu power generation facility to Entergy Gulf States, Inc. ( Entergy ) for approximately \$57 million, subject to regulatory approval and other closing conditions. The transaction is expected to close in early 2008. Beginning in the first quarter 2007, Calcasieu met the held for sale classification requirements of SFAS No. 144, and is classified as such on our unaudited condensed consolidated balance sheet. The major classes of current and long-term assets classified

**Table of Contents****DYNEGY INC. and DYNEGY HOLDINGS INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****For the Interim Periods Ended June 30, 2007 and 2006**

as assets held for sale at June 30, 2007 are approximately \$57 million of property, plant and equipment, net, \$1 million of inventory, \$1 million of deferred tax liabilities, and \$1 million of accrued liabilities and other current liabilities.

In accordance with SFAS No. 144, we discontinued depreciation and amortization of Calcasieu's property, plant and equipment during the first quarter 2007. Depreciation and amortization expense related to Calcasieu totaled less than \$1 million and \$1 million in the three- and six-month periods ended June 30, 2007, respectively, compared to less than \$1 million and approximately \$1 million in the three- and six-month periods ended June 30, 2006, respectively. Also pursuant to SFAS No. 144, we are reporting the results of Calcasieu's operations as a discontinued operation. Accordingly, the facility's results have been included in discontinued operations for all periods presented.

**Other Discontinued Operations**

**Natural Gas Liquids.** On October 31, 2005, we completed the sale of DMSLP, which comprised substantially all remaining operations of our NGL segment, to Targa Resources Inc. ( Targa ) and two of its subsidiaries for \$2.44 billion in cash.

**Other.** We sold or liquidated some of our operations during 2003, including our U.K. CRM business, which have been accounted for as discontinued operations under SFAS No. 144.

The following table summarizes information related to Dynegy's discontinued operations:

	GEN-WE	CRM	NGL	Total
<b>Three Months Ended June 30, 2007</b>				
Income from operations before taxes	\$ 3	\$ 11	\$	\$ 14
Income (loss) from operations after taxes	(3)	8	4	9
<b>Three Months Ended June 30, 2006</b>				
Loss from operations before taxes	\$ (1)	\$ (2)	\$	\$ (3)
Income (loss) from operations after taxes		1	(1)	
<b>Six Months Ended June 30, 2007</b>				
Income from operations before taxes	\$	\$ 11	\$	\$ 11
Income (loss) from operations after taxes	(5)	8	4	7
<b>Six Months Ended June 30, 2006</b>				
Income (loss) from operations before taxes	\$ (15)	\$ (1)	\$ 1	\$ (15)
Income (loss) from operations after taxes	(9)	1		(8)



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The following table summarizes information related to DHI's discontinued operations:

	<b>GEN-WE</b>	<b>CRM</b>	<b>NGL</b>	<b>Total</b>
<b>Three Months Ended June 30, 2007</b>				
Income from operations before taxes	\$ 3	\$ 11	\$	\$ 14
Income (loss) from operations after taxes	(3)	7	4	8
<b>Three Months Ended June 30, 2006</b>				
Loss from operations before taxes	\$ (1)	\$ (2)	\$	\$ (3)
Income (loss) from operations after taxes		2	(3)	(1)
	<b>GEN-WE</b>	<b>CRM</b>	<b>NGL</b>	<b>Total</b>
<b>Six Months Ended June 30, 2007</b>				
Income from operations before taxes	\$	\$ 11	\$	\$ 11
Income from operations after taxes	(5)	7	4	6
<b>Six Months Ended June 30, 2006</b>				
Income (loss) from operations before taxes	\$ (15)	\$ (1)	\$ 1	\$ (15)
Income (loss) from operations after taxes	(9)			(9)

**Note 4 Restructuring Charges**

**2005 Restructuring.** In December 2005, in order to better align our corporate cost structure with a single line of business and as part of a comprehensive effort to reduce on-going operating expenses, we implemented a restructuring plan (the 2005 Restructuring Plan). The 2005 Restructuring Plan resulted in a reduction of approximately 40 positions and was complete by June 30, 2006. We recognized a pre-tax charge, primarily in our Other segment, of \$11 million in the fourth quarter 2005. We recognized approximately \$2 million of charges in the six months ended June 30, 2006 when transitional services were completed by certain affected employees. These charges related entirely to severance costs.

**2002 Restructuring.** In October 2002, we announced a restructuring plan designed to improve operational efficiencies and performance across our lines of business.

The following is a schedule of 2007 activity for the liabilities recorded in connection with this restructuring:

	<b>Severance</b>	<b>Cancellation Fees and Operating Leases (in millions)</b>	<b>Total</b>
Balance at December 31, 2006	\$ 3	\$ 7	\$ 10
Cash payments		(2)	(2)
Balance at June 30, 2007	\$ 3	\$ 5	\$ 8

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We expect the \$5 million accrual as of June 30, 2007 associated with cancellation fees and operating leases to be paid by the end of 2007, when the leases expire.

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Please read Note 4 Dispositions, Contract Terminations and Discontinued Operations Discontinued Operations Natural Gas Liquids beginning on page F-23 and F-18, respectively, of Dynegy's and DHI's Forms 10-K for further information.

**Note 5 Risk Management Activities**

The nature of our business necessarily involves market and financial risks. We enter into financial instrument contracts in an attempt to mitigate or eliminate these various risks. These risks and our strategy for mitigating them are more fully described in Note 6 Risk Management Activities and Financial Instruments beginning on page F-26 and F-21, respectively, of Dynegy's and DHI's Forms 10-K.

**Cash Flow Hedges.** We enter into financial derivative instruments that qualify, and that we may elect to designate, as cash flow hedges. Interest rate swaps have been used to convert floating interest rate obligations to fixed interest rate obligations. Instruments related to our GEN business, which are entered into for purposes of hedging future fuel requirements and sales commitments and locking in commodity prices we consider favorable under the circumstances, have also historically been designated as cash flow hedges. Beginning on April 2, 2007, we chose to cease designating such instruments related to our GEN business as cash flow hedges, and thus apply mark-to-market accounting treatment prospectively. Therefore, beginning with the second quarter 2007, these instruments receive mark-to-market accounting treatment. Accordingly, as values fluctuate from period to period due to market price volatility, value changes are reflected on the income statement. Pursuant to EITF Issue 02-3, Issues Involved in Accounting for Derivative Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and Risk Management Activities (EITF Issue No. 02-3), all gains and losses on third party energy trading contracts, whether realized or unrealized, are presented net in the consolidated statements of operations. The balance in Other Comprehensive Income at April 2, 2007 related to these instruments will be reclassified to future earnings contemporaneously with the related purchases of fuel and sales of electricity. As of June 30, 2007, this amount totaled \$24 million pre-tax.

During the three and six months ended June 30, 2007, we recorded zero and \$5 million, respectively, of income related to ineffectiveness from changes in the fair value of hedge positions, and no amounts were excluded from the assessment of hedge effectiveness related to the hedge of future cash flows. During the three and six months ended June 30, 2006, we recorded \$4 million related to ineffectiveness from changes in fair value of hedge positions, and no amounts were excluded from the assessment of hedge effectiveness related to the hedge of future cash flows. During the three and six months ended June 30, 2007 and 2006, no amounts were reclassified to earnings in connection with forecasted transactions that were no longer considered probable of occurring.

The balance in cash flow hedging activities, net at June 30, 2007 is expected to be reclassified to future earnings, contemporaneously with the related purchases of fuel, sales of electricity and payments of interest, as applicable to each type of hedge. Of this amount, after-tax gains of approximately \$16 million are currently estimated to be reclassified into earnings over the 12-month period ending June 30, 2008. The actual amounts that will be reclassified to earnings over this period and beyond could vary materially from this estimated amount as a result of changes in market conditions and other factors.

**Fair Value Hedges.** We also enter into derivative instruments that qualify, and that we designate, as fair value hedges. We use interest rate swaps to convert a portion of our non-prepayable fixed-rate debt into floating-rate debt. During the three and six months ended June 30, 2007 and 2006, there was no ineffectiveness from changes in the fair value of hedge positions and no amounts were excluded from the assessment of hedge effectiveness. During the three and six months ended June 30, 2007 and 2006, no amounts were recognized in relation to firm commitments that no longer qualified as fair value hedges.

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**Net Investment Hedges in Foreign Operations.** Although we have exited a substantial amount of our foreign operations, we have remaining investments in foreign subsidiaries, the net assets of which are exposed to currency exchange-rate volatility. As of June 30, 2007, we had no net investment hedges in place.

**Note 6 Accumulated Other Comprehensive Income (Loss)**

Accumulated other comprehensive income, net of tax, is included in Dynegy's stockholders' equity and DHI's stockholders' equity on our unaudited condensed consolidated balance sheets, respectively, as follows:

	June 30, 2007	December 31, 2006
	(in millions)	
Cash flow hedging activities, net	\$ (11)	\$ 76
Foreign currency translation adjustment	25	23
Unrecognized prior service cost and actuarial loss	(41)	(43)
Available for sale securities	9	11
Accumulated other comprehensive income (loss), net of tax	\$ (18)	\$ 67

**Note 7 Variable Interest Entities**

**Hydroelectric Generation Facilities.** On January 31, 2005, Dynegy completed the acquisition of ExRes SHC, Inc. ( ExRes ), the parent company of Sithe Energies, Inc. and Independence. As further discussed in Note 2 LS Power Business Combination and Dynegy Illinois Entity Contributions Sithe Assets Contribution, on April 2, 2007, Dynegy contributed its interest in the Sithe Assets to DHI. ExRes, also owns through its subsidiaries four hydroelectric generation facilities in Pennsylvania. The entities owning these facilities meet the definition of VIEs. In accordance with the purchase agreement, Exelon Corporation, which we refer to as Exelon, has the sole and exclusive right to direct our efforts to decommission, sell, or otherwise dispose of the hydroelectric facilities owned through the VIEs. Exelon is obligated to reimburse ExRes for all costs, liabilities, and obligations of the entities owning these facilities, and to indemnify ExRes with respect to the past and present assets and operations of the entities. As a result, we are not the primary beneficiary of the entities and have not consolidated them in accordance with the provisions of FIN No. 46(R), Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51 ( FIN No. 46(R) ).

These hydroelectric generation facilities have commitments and obligations that are off-balance sheet with respect to us that arise under operating leases for equipment and long-term power purchase agreements with local utilities. As of June 30, 2007, the equipment leases have remaining terms from one to twenty-five years and involve a maximum aggregate obligation of \$153 million over the terms of the leases. Additionally, each of these facilities is party to a long-term power purchase agreement with a local utility. Under the terms of each of these agreements, a project tracking account, which we refer to as a Tracking Account, was established to quantify the difference between (i) the facility's fixed price revenues under the power purchase agreement and (ii) a percentage of the respective utility's Public Utility Commission approved avoided costs associated with those power purchases plus accumulated interest on the balance. Each power purchase agreement calls for the hydroelectric facility to return to the utility the balance in the Tracking Account before the end of the facility's life through decreased pricing under the respective power purchase agreement. If the decreased pricing does not reduce the tracking account to zero, a lump sum payment for the remainder of the balance will be due. All four hydroelectric facilities are currently in the



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Tracking Account repayment period of the contract, whereby balances are repaid through decreased pricing. This pricing cannot be decreased below a level sufficient to allow the facilities to recover their operating costs. The aggregate balance of the Tracking Accounts as of June 30, 2007, was approximately \$338 million, and the obligations with respect to each Tracking Account are secured by the assets of the respective facility. The decreased pricing necessary to reduce the Tracking Accounts will make the continued sale of electricity from the facilities uneconomical. As discussed above, the obligations of the four hydroelectric facilities are non-recourse to us. Under the terms of the stock purchase agreement with Exelon, we are indemnified for any net cash outflow arising from ownership of these facilities.

**PPEA Holding Company LLC.** On April 2, 2007, in connection with the completion of the Merger Agreement, we acquired a 70% interest in PPEA Holding Company LLC ( "PPEA" ). PPEA owns and operates Plum Point Energy Associates, LLC ( "Plum Point" ) which is constructing a 665 MW coal fired power plant (the "Project" ), located in Mississippi County, Arkansas. Plum Point is the Borrower under a \$700 million term loan facility, a \$17 million revolving credit facility, and a \$102 million letter of credit facility. The Project indebtedness is held by Plum Point. The payment obligations of Plum Point in respect of the Bank Loan, the Revolver, the LC Facility, and \$100 million of Tax Exempt Bonds (as discussed below in Note 8) are unconditionally and irrevocably guaranteed by Ambac Assurance Corporation, an independent third party insurance company. PPEA is party to credit facilities and an insurance policy, which are secured by a security interest in all of Plum Point's assets, contract rights and Plum Point's undivided tenancy in common interest in the Project. These assets consist primarily of \$189 million of plant construction in progress at June 30, 2007. There are no guarantees of the indebtedness by any other parties, and PPEA's creditors have no recourse against our general credit. See Note 8 Debt Plum Point Term facility for discussion of PPEA's borrowings. PPEA meets the definition of a VIE, and we have determined we are the primary beneficiary of this entity. As such, we have consolidated it in accordance with the provisions of FIN No. 46(R).

**DLS Power Holdings and DLS Power Development.** As discussed in Note 2 LS Power Business Combination and Dynegy Illinois Entity Contributions, on April 2, 2007, in connection with the transactions consummated by the Merger Agreement, Dynegy acquired a 50% interest in DLS Power Holdings and DLS Power Development. The purpose of DLS Power Development is to provide services to DLS Power Holdings and the project subsidiaries related to power project development and to evaluate and pursue potential new development projects. DLS Power Holdings and DLS Power Development meet the definition of VIEs, as they will require additional subordinated financial support from their owners to conduct normal on-going operations. However, Dynegy is not the primary beneficiary of the entities and, in accordance with the provisions of FIN No. 46(R), has not consolidated them. Dynegy accounts for its investments in DLS Power Holdings and DLS Power Development as equity method investments pursuant to APB 18, The Equity Method of Accounting for Investments in Common Stock . We believe that Dynegy's maximum exposure to economic loss from this VIE is limited to \$86 million, which represents our equity investment in these entities.

A substantial portion of the \$83 million purchase price allocated to these investments represents Dynegy's estimate of its proportionate share of the fair value of the underlying intangible assets associated with each of the development projects in excess of the equity of the underlying assets. Depending on the outcome of each development project, Dynegy could be required to record an impairment to its investment related to these intangible assets.

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Notes payable and long-term debt consisted of the following:

	<b>June 30,</b>	<b>December 31,</b>
	<b>2007</b>	<b>2006</b>
	<b>(in millions)</b>	
Revolver, due 2012	\$ 275	\$
Term Loan B, due 2013	70	
Term Facility, floating rate due 2013	850	
Term Facility, floating rate due 2012		200
Senior Notes, 6.875% due 2011	490	493
Senior Notes, 8.75% due 2012	486	488
Senior Unsecured Notes, 7.5% due 2015	550	
Senior Unsecured Notes, 8.375% due 2016	1,047	1,047
Senior Debentures, 7.125% due 2018	173	173
Senior Unsecured Notes, 7.75% due 2019	1,100	
Senior Debentures, 7.625% due 2026	172	173
Second Priority Senior Secured Notes, 9.875% due 2010	11	11
Subordinated Debentures payable to affiliates, 8.316%, due 2027	200	200
Sithe Senior Notes, 8.5% due 2007	20	39
Sithe Senior Notes, 9.0% due 2013	409	409
Plum Point Tax Exempt Bonds, floating rate due 2036	100	
Plum Point Construction Loan, floating rate due 2010	219	
	6,172	3,233
Unamortized premium on debt, net	22	25
	6,194	3,258
Less: Amounts due within one year, including non-cash amortization of basis adjustments	54	68
Total Long-Term Debt	\$ 6,140	\$ 3,190

Aggregate debt maturities for the remainder of 2007, the next four years and thereafter of the principal amounts of all long-term indebtedness as of June 30, 2007 are as follows: 2008 \$39 million, 2009 \$58 million, 2010 \$74 million, 2011 \$570 million and thereafter \$5,399 million.

**Fifth Amended and Restated Credit Facility.** On April 2, 2007, we entered into a fifth amended and restated credit facility (the Fifth Amended and Restated Credit Facility) with Citicorp USA, Inc. and JPMorgan Chase Bank, N.A., as co-administrative agents, JPMorgan Chase Bank, N.A., as collateral agent, Citicorp USA Inc., as payment agent, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint lead arrangers and joint book-runners, and the other financial institutions party thereto as lenders or letter of credit issuers.

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The Fifth Amended and Restated Credit Facility amended DHI's former credit facility (the Fourth Amended and Restated Credit Facility, which was last amended on July 11, 2006) by increasing the amount of the existing \$470 million revolving credit facility (the Revolving Facility) to \$850 million, increasing the amount of the existing \$200 million term letter of credit facility (the Term L/C Facility) to \$400 million and adding a \$70 million senior secured term loan facility (Term Loan B).



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Loans and letters of credit are available under the Revolving Facility and letters of credit are available under the Term L/C Facility for general corporate purposes. Letters of credit issued under DHI's former credit facility have been continued under the Fifth Amended and Restated Credit Facility. The Term Loan B was used to pay a portion of the consideration under the Merger Agreement. In connection with the completion of the transactions contemplated by the Merger Agreement, an aggregate \$275 million under the Revolving Facility, an aggregate \$400 million under the Term L/C Facility (with the proceeds placed in a collateral account to support the issuance of letters of credit), and an aggregate \$70 million under Term Loan B (representing all available borrowings under Term Loan B) were drawn.

The Fifth Amended and Restated Credit Facility is secured by certain assets of DHI and is guaranteed by Dynegy, Dynegy Illinois and certain subsidiaries of DHI. In addition, the obligations under the Fifth Amended and Restated Credit Facility and certain other obligations to the lenders thereunder and their affiliates are secured by substantially all of the assets of such guarantors. The Revolving Facility matures on April 2, 2012, and the Term L/C Facility and Term Loan B each mature on April 2, 2013. The principal amount of the Term L/C Facility is due in a single payment at maturity; the principal amount of Term Loan B is due in quarterly installments of \$175,000 in arrears commencing December 31, 2007, with the unpaid balance due at maturity.

Borrowings under the Fifth Amended and Restated Credit Facility bear interest, at DHI's option, at either the base rate, which is calculated as the higher of Citibank, N.A.'s publicly announced base rate and the federal funds rate in effect from time to time, or the Eurodollar rate (which is based on rates in the London interbank Eurodollar market), in each case plus an applicable margin.

The applicable margin for borrowings under the Revolving Facility depends on the Standard & Poor's Ratings Services (S&P) and Moody's Investors Service, Inc. (Moody's) credit ratings of the Revolving Facility, with higher credit ratings resulting in a lower rate. The applicable margin for such borrowings will be either 0.125% or 0.50% per annum for base rate loans and either 1.125% or 1.50% per annum for Eurodollar loans, with the lower applicable margin being payable if the ratings for the Revolving Facility by S&P and Moody's are BB+ and Ba1 or higher, respectively, and the higher applicable margin being payable if such ratings are less than BB+ and Ba1. The applicable margins for the Term L/C Facility and Term Loan B are 0.50% for base rate loans and 1.50% for Eurodollar loans.

An unused commitment fee of either 0.25% or 0.375% is payable on the unused portion of the Revolving Facility, with the lower commitment fee being payable if the ratings for the Revolving Facility by S&P and Moody's are BB+ and Ba1 or higher, respectively, and the higher commitment fee being payable if such ratings are less than BB+ and Ba1.

The Fifth Amended and Restated Credit Facility contains mandatory prepayment provisions associated with specified asset sales and dispositions (including as a result of casualty or condemnation). The Fifth Amended and Restated Credit Facility also contains customary affirmative covenants and negative covenants and events of default. Subject to certain exceptions, DHI and its subsidiaries are subject to restrictions on incurring additional indebtedness, limitations on investments and limitations on dividends and other payments in respect of capital stock.

The Fifth Amended and Restated Credit Facility also contains certain financial covenants, including (i) a covenant (measured as of the last day of the relevant fiscal quarter as specified below) that requires DHI and certain of its subsidiaries to maintain a ratio of secured debt to adjusted earnings before interest, taxes, depreciation and amortization (EBITDA) for DHI and its relevant subsidiaries of no greater than 3.0:1 (June 30, 2007); 2.75:1 (September 30, 2007 and thereafter through and including March 31, 2009); and 2.5:1 (June 30, 2009 and

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thereafter); and (ii) a covenant that requires DHI and certain of its subsidiaries to maintain a ratio of adjusted EBITDA to consolidated interest expense for DHI and its relevant subsidiaries as of the last day of the measurement periods ending June 30, 2007 and thereafter through and including December 31, 2008 of no less than 1.5:1; ending March 31, 2009 and June 30, 2009 of no less than 1.625:1; and ending September 30, 2009 and thereafter of no less than 1.75:1.

On May 24, 2007, we entered into an Amendment No. 1, dated as of May 24, 2007 (the Credit Agreement Amendment), to the Fifth Amended and Restated Credit Facility, which increased the amount of the existing \$850 million Revolving Facility to \$1.15 billion and increased the amount of the existing \$400 million Term L/C Facility to \$850 million; the Credit Agreement Amendment did not affect the Term Loan B. The Credit Agreement Amendment also amended a pro forma leverage ratio requirement in the Fifth Amended and Restated Credit Facility to allow DHI to issue the Notes (as defined and discussed below).

**Plum Point Credit Agreement Facility.** The Plum Point Credit Agreement Facility (Credit Agreement Facility) consists of a \$700 million construction loan (the Construction Loan), a \$700 million term loan commitment (the Bank Loan), a \$17 million revolving credit facility (the Revolver) and a \$102 million backstop letter of credit facility (the LC Facility). The LC Facility was initially utilized to back-up the \$101 million letter of credit issued under the then-existing LC Facility for the benefit of the owners of the Tax Exempt Bonds described below. During the second quarter 2007, the Tax Exempt Bonds were repaid and reoffered and a new letter of credit in the amount of approximately \$101 million was carried over from the previous LC Facility for the benefit of the owners of the Tax Exempt Bonds. Borrowings under the Credit Agreement Facility bear interest at PPEA's option, at either the base rate, which is determined as the greater of the Prime Rate or the Federal Funds Rate in effect from time to time plus  $\frac{1}{2}$  of 1% or the Adjusted LIBOR which is equal to the product of the applicable LIBOR and any Statutory Reserves plus an applicable margin equal to .35%. In addition, PPEA pays commitment fees equal to 0.125% per annum on the undrawn Bank Loan, Revolver and LC Facility commitments. Upon completion of the construction of the PPEA facility, the Construction Loan will terminate and the debt there under will be replaced by the Bank Loan. The Bank Loan matures on the thirtieth anniversary of the later of the date on which substantial completion of the facility has occurred or the first date of operation under any of the power purchase agreements then in effect. The current estimated date of completion of construction is in the Fall of 2010.

The payment obligations of PPEA in respect of the Bank Loan, the Revolver, the LC Facility, the Tax Exempt Bonds, and associated interest rate hedging agreements (discussed below) are unconditionally and irrevocably guaranteed by Ambac Assurance Corporation. The insurer also provided an unconditional commitment to issue a debt service reserve surety at closing in an amount equal to the debt service reserve requirement. The credit facilities and insurance policy are secured by a security interest (subject to permitted liens) in all of PPEA's assets, contract rights and PPEA's undivided tenancy in common interest in Plum Point. PPEA pays an additional .40% spread for the AMBAC insurance coverage which is deemed a cost of financing and included in interest expense.

In the second quarter 2007, PPEA entered into three interest rate swap agreements with an initial aggregate notional amount of approximately \$183 million and fixed interest rates of approximately 5.3%. These interest rate swap agreements convert PPEA's floating rate debt exposure to a fixed interest rate. The interest rate swap agreements expire in June 2040. For the three months ended June 30, 2007, we recorded \$27 million of mark-to-market income related to these interest rate swap agreements as an offset to our consolidated interest expense. Effective July 1, 2007, we designated these agreements as cash flow hedges. Therefore, changes in value after that date will be reflected in Other Comprehensive Income, and subsequently reclassified to interest expense contemporaneously with the related accruals of interest expense to the extent of hedge effectiveness.

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**Plum Point Tax Exempt Bonds.** On April 1, 2006, the City of Osceola (the "City") loaned the \$100 million in proceeds of a tax exempt bond issuance (the "Tax Exempt Bonds") to PPEA. The Tax Exempt Bonds were issued pursuant to and secured by a Trust Indenture dated April 1, 2006 between the City, PPEA and Regions Bank as Trustee. The purpose of the Tax Exempt Bonds is to finance certain of PPEA's undivided interests in various sewage and solid waste collection and disposal facilities. Interest expense on the Tax Exempt Bonds is based on a weekly variable rate and is payable monthly. The interest rate in effect at June 30, 2007 was 3.75%. The Tax Exempt Bonds mature on April 1, 2036.

**Senior Unsecured Notes Offering.** On May 24, 2007, DHI issued \$1.1 billion aggregate principal amount of its 7.75% Senior Unsecured Notes due 2019 (the "2019 Notes") and \$550 million aggregate principal amount of its 7.50% Senior Unsecured Notes due 2015 (the "2015 Notes" and, together with the 2019 Notes, the "Notes") pursuant to the terms of a purchase agreement, dated as of May 17, 2007, by and among DHI and the several initial purchasers party thereto (the "Purchasers"). The Notes are DHI's senior unsecured obligations and rank equal in right of payment to all of DHI's existing and future senior unsecured indebtedness, and are senior to all of DHI's existing, and any of its future, subordinated indebtedness. DHI's secured debt and its other secured obligations are effectively senior to the Notes to the extent of the value of the assets securing such debt or other obligations. None of DHI's subsidiaries have guaranteed the Notes and, as a result, all of the existing and future liabilities of DHI's subsidiaries are effectively senior to the Notes. Dynegy has not guaranteed the Notes, and the assets and operations that Dynegy owns through its subsidiaries, other than DHI, do not support the Notes. In connection with the Notes, DHI entered into a registration rights agreement with the Purchasers of the Notes pursuant to which DHI has agreed to offer to exchange the Notes for a new issue of substantially identical notes registered under the Securities Act of 1933. Under the terms of this offering, DHI has agreed to file an exchange offer registration statement with the SEC. The interest rates on the Notes will increase at an annual rate of 0.25% for each 90-day period during which a failure to register the new Notes continues, up to a maximum increase of 1.0% in the annual interest rates.

DHI used the net proceeds from the sale of the Notes to repay a portion of the debt assumed in the Merger Agreement. Long-term debt assumed upon completion of the Merger Agreement and repaid from the proceeds of the sale of the Notes consisted of the following as of April 2, 2007:

	Face Value	Premium (Discount) (in millions)	Fair Value
Generation Facilities First Lien Term Loans due 2013	\$ 919	\$ 1	\$ 920
Generation Facilities Second Lien Term Loans due 2014	150	1	151
Kendall First Lien Term Loan due 2013	396	(5)	391
Ontelaunee First Lien Term Loan due 2009	100	(1)	99
Ontelaunee Second Lien Credit Agreement due 2009	50	1	51
Total debt repaid with proceeds from unsecured offering	\$ 1,615	\$ (3)	\$ 1,612

Outstanding letters of credit under the Gen Finance LC Facilities were transferred to, and became outstanding letters of credit under, the Fifth Amended and Restated Credit Facility as amended by the Credit Agreement Amendment. Continuing secured obligations of Dynegy Gen Finance Co, LLC include financially settled heat rate options and a collateral posting arrangement that are secured by the assets of Dynegy Gen Finance Co, LLC.

**Repayments.** On January 2, 2007, we made a \$19 million principal payment on the Sithe Energies debt.



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Basic earnings (loss) per share represents the amount of earnings (losses) for the period available to each share of Dynegy common stock outstanding during the period. Diluted earnings (loss) per share represents the amount of earnings (losses) for the period available to each share of Dynegy common stock outstanding during the period plus each share that would have been outstanding assuming the issuance of common shares for all dilutive potential common shares outstanding during the period.

The reconciliation of basic earnings (loss) per share from continuing operations to diluted earnings (loss) per share from continuing operations is shown in the following table:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(in millions, except per share amounts)</b>			
Income (loss) from continuing operations	\$ 67	\$ (207)	\$ 83	\$ (199)
Preferred stock dividends		(4)		(9)
Income (loss) from continuing operations for basic earnings (loss) per share	67	(211)	83	(208)
Effect of dilutive securities:				
Interest on convertible subordinated debentures		1		3
Dividends on Series C Preferred		4		9
Income (loss) from continuing operations for diluted earnings (loss) per share	\$ 67	\$ (206)	\$ 83	\$ (196)
Basic weighted-average shares	828	442	663	421
Effect of dilutive securities:				
Stock options	2	1	2	1
Convertible subordinated debentures		28		41
Series C Preferred		42		56
Diluted weighted-average shares	830	513	665	519
Income (loss) per share from continuing operations:				
Basic	\$ 0.08	\$ (0.48)	\$ 0.13	\$ (0.49)
Diluted (1)	\$ 0.08	\$ (0.48)	\$ 0.12	\$ (0.49)

(1) When an entity has a net loss from continuing operations, SFAS No. 128, Earnings per Share, prohibits the inclusion of potential common shares in the computation of diluted per-share amounts. Accordingly, Dynegy has utilized the basic shares outstanding amount to calculate both basic and diluted loss per share for the three and six months ended June 30, 2006.

**Note 10 Commitments and Contingencies**

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Set forth below is a summary of certain ongoing legal proceedings. In accordance with SFAS No. 5, Accounting for Contingencies ( SFAS No. 5 ), we record reserves for contingencies when information available indicates that a loss is probable and the amount of the loss is reasonably estimable. In addition, we disclose matters for which management believes a material loss is at least reasonably possible. In all instances, management has

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assessed the matters below based on current information and made a judgment concerning their potential outcome, giving due consideration to the nature of the claim, the amount and nature of damages sought and the probability of success. Management's judgment may prove materially inaccurate and such judgment is made subject to the known uncertainty of litigation.

In addition to the matters discussed below, we are party to numerous legal proceedings arising in the ordinary course of business or related to discontinued business operations. In management's opinion, the disposition of these matters will not materially adversely affect our financial condition, results of operations or cash flows.

***Bridgeport RMR Agreement.*** The Bridgeport facility had been operating pursuant to the terms of the Bridgeport reliability-must-run ( RMR ) agreement, subject to the outcome of ongoing proceedings before the FERC to resolve the question of whether Bridgeport is eligible for an RMR agreement. On May 25, 2007, Bridgeport and the intervening parties submitted a Joint Offer of Settlement (the Settlement ), which effectively terminated the RMR Agreement as of May 31, 2007. In addition, the Settlement stipulated that within 30 days of FERC approval Bridgeport will refund ISO New England ( ISO-NE ) \$12.5 million and any RMR revenues received by Bridgeport from the ISO-NE under the amended RMR agreement for the calendar months April 2007 and May 2007. We recorded a reserve of \$12.5 million payable to the ISO-NE as part of the LS purchase price allocation, and have reserved any RMR revenues received from the ISO-NE for April and May 2007. Under the Settlement, Bridgeport will no longer be required to submit stipulated bids as of June 1, 2007 therein allowing Bridgeport to more fully participate as a merchant generator in the ISO-NE market. The Settlement was certified as an uncontested settlement on June 29, 2007 by the Presiding Administrative Law Judge and was accepted by the FERC on August 3, 2007.

***Illinova Arbitration.*** In June 2000, Dynegy's Illinova Generating Company ( IGC ) subsidiary sold a minority interest it held in a Cleburne, Texas generating plant to Ponderosa Pine Energy ( PPE ). Brazos Electric Cooperative, Inc. ( Brazos ), the party to an offtake agreement from the plant, brought legal action against PPE alleging that PPE's purchase did not comply with the terms of Brazos' offtake agreement. Brazos received a favorable arbitration award against PPE, which in turn sought recovery from IGC and the other former owners of the plant for indemnification. In May 2007, the panel in PPE's arbitration action ruled that IGC and the other former owners of the plant must indemnify PPE for the Brazos arbitration award, with IGC's portion being defined as approximately \$17 million. Dynegy recognized a legal settlement charge of approximately \$17 million for the first quarter 2007 relating to this adverse ruling and in May 2007 Dynegy paid the judgment under protest. PPE recently moved to enforce the arbitration award in state district court and the defendants have filed an opposition.

***Gas Index Pricing Litigation.*** We and our former joint venture affiliate West Coast Power are named defendants in numerous lawsuits in state and federal court claiming damages resulting from alleged price manipulation and false reporting of natural gas prices. The cases are pending in California, Nevada and Alabama. In each of these suits, the plaintiffs allege that we and other energy companies engaged in an illegal scheme to inflate natural gas prices by providing false information to natural gas index publications. All of the complaints rely heavily on prior FERC and CFTC investigations into and reports concerning index-reporting manipulation in the energy industry. Except as specifically mentioned below, the cases are actively engaged in discovery.

During the last year, several cases pending in Nevada federal court were dismissed on defendants' motions. Certain plaintiffs have appealed to the Court of Appeals for the Ninth Circuit, which coordinated the cases before the same appellate panel. A decision from the Court of Appeals is expected in late 2007. In February 2007, a Tennessee state court case was also dismissed on defendants' motion. In April 2007, the plaintiffs appealed the decision.

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Pursuant to various motions, the cases pending in California state court have been coordinated before a single judge in San Diego ( Coordinated Gas Index Cases ). In August 2006, we entered into an agreement to settle the class action claims in the Coordinated Gas Index Cases for \$30 million. The settlement does not include similar claims filed by individual plaintiffs in the Coordinated Gas Index Cases, which we continue to defend vigorously. In December 2006, the court granted final approval of the settlement and dismissed the class action claims. In July 2007, the remaining Coordinated Gas Index Cases were stayed pending a ruling on the appeals before the Ninth Circuit discussed above. Also in August 2006, we entered into an agreement to settle the class action claims by California natural gas re-sellers and co-generators (to the extent they purchased natural gas to generate electricity for re-sale) pending in Nevada federal court for \$2.4 million. The court granted preliminary approval of this settlement in May 2007, which we funded shortly thereafter, and scheduled a final approval hearing in October 2007. Both settlements are without admission of wrongdoing, and Dynegy and West Coast Power continue to deny class plaintiffs' allegations.

In the Alabama litigation, trial is currently scheduled for October 2007.

We are analyzing the remaining natural gas index cases and are vigorously defending against them. We cannot predict with certainty whether we will incur any liability in connection with these lawsuits. However, given the nature of the claims, an adverse result in any of these proceedings could have a material adverse effect on our financial condition, results of operations and cash flows.

**California Market Litigation.** We and various other power generators and marketers were defendants in numerous lawsuits alleging rate and market manipulation in California's wholesale electricity market during the California energy crisis several years ago. The complaints generally alleged unfair, unlawful and deceptive trade practices in violation of the California Unfair Business Practices Act and sought injunctive relief, restitution and unspecified actual and treble damages. All of these cases have been dismissed on grounds of federal preemption except for one remaining action that is pending and fully briefed before the Ninth Circuit Court of Appeals.

We cannot predict with certainty whether we will incur any liability in connection with the remaining pending appeal; however, given the pattern of dismissal and success on appeal of related actions, we expect a similar outcome. Nonetheless, given the nature of this claim, an adverse result could have a material adverse effect on our financial condition, results of operations and cash flows.

**Illinois Auction Complaints.** On March 15, 2007, as amended on March 16, the Attorney General of the State of Illinois (the IAG ) filed a complaint at FERC (the IAG FERC Complaint ) against 16 electricity suppliers engaged in wholesale power sales, challenging the results of the Illinois reverse power procurement auction conducted in September 2006. The complaint alleges that the prices charged under supply contracts resulting from the auction process are not just and reasonable. The complaint also requests that FERC investigate purported price manipulation by the wholesale suppliers in the auction process. The complaint names DPM among the respondents. The public version of the complaint served upon DPM is heavily redacted resulting in substantial uncertainty regarding the specific allegations against DPM and the specific relief sought by the IAG against DPM. The ICC has intervened in the proceeding before FERC and has stated in its pleading that it has not found any evidence of collusive behavior or other anticompetitive actions by bidders in the Illinois Auction. DPM filed its motion to dismiss and answer the IAG FERC Complaint in June 2007. On July 3, 2007, the IAG filed a motion to suspend its complaint at FERC.



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Legislative leaders from the state of Illinois, including the Speaker of the House and the Senate President, announced a comprehensive transitional rate relief package for electric consumers on July 23, 2007. This rate relief package and related agreements are subject to passage of certain legislation.

As a part of the rate relief package, and subject to passage of certain legislation, we anticipate making payments of up to \$25 million over a 29-month period. These payments will be contingent on certain conditions related to the absence of future electric rate and tax legislation in Illinois. We anticipate making payments of \$7.5 million in 2007, \$9.0 million in 2008 and \$8.5 million in 2009. We recorded a \$25 million expense in the second quarter of 2007 related to these payments, which is included in cost of sales on our unaudited condensed consolidated statement of operations. Our payment of \$7.5 million in 2007 is to be used for funding of the Illinois Power Agency, which is to be created as part of Illinois' comprehensive legislative package. Our expected payments for 2008 and 2009 will be made in monthly installments so long as Illinois does not impose an electric rate freeze or an additional tax on generators prior to December 2009, as further described in the rate relief package and related agreements. The monthly payments will be paid into an escrow account established to support rate relief activities for Ameren Illinois Utilities' customers.

The rate relief package and related agreements, once effective, will result in motions to dismiss with prejudice being filed in several ongoing court and regulatory proceedings including the IAG FERC Complaint, appeals of the original orders adopting the auction process and the auction improvements case.

The legislation passed both chambers of the Illinois General Assembly and is currently awaiting action by the Governor.

Shortly after the IAG FERC Complaint was filed, two civil class action complaints against 21 wholesale electricity suppliers and utilities, including DPM, were filed in Illinois state court. The complaints largely mirror the IAG's filing and seek unspecified actual and punitive damages. In late April 2007, the defendants filed notices of removal to federal court in both cases. In late June 2007, the defendants moved to dismiss plaintiffs' claim on grounds of the filed rate doctrine and preemption. Briefing on defendants' motion is expected to continue into the third quarter.

We believe that the claims of the IAG and the civil plaintiffs are without merit and we intend to defend against them vigorously. However, given the gravity of their claims, an adverse ruling in some or all of these proceedings could have a material adverse effect on our financial condition, results of operations and cash flows.

***Danskammer State Pollutant Discharge Elimination System Permit.*** In January 2005, the New York State Department of Environmental Conservation ( NYSDEC ) issued a Draft SPDES Permit renewal for the Danskammer plant, and an adjudicatory hearing was scheduled for the fall of 2005. Three environmental groups sought to impose a permit requirement that the Danskammer plant install a closed cycle cooling system in order to reduce the volume of water withdrawn from the Hudson River, thus reducing aquatic organism mortality. The petitioners claim that only a closed cycle cooling system meets the Clean Water Act's requirement that the cooling water intake structures reflect best technology available ( BTA ) for minimizing adverse environmental impacts.

A formal evidentiary hearing was held in November and December 2005. The Deputy Commissioner's decision directing that the NYSDEC staff issue the revised Draft SPDES Permit was issued in May 2006. In June 2006, the NYSDEC issued the revised SPDES Permit with conditions generally favorable to us. While the revised SPDES Permit does not require installation of a closed cycle cooling system, it does require aquatic organism mortality reductions resulting from NYSDEC's determination of BTA requirements under its regulations. In July 2006, two of the petitioners filed suit in the Supreme Court of the State of New York seeking to vacate the Deputy

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Commissioner's decision and the revised Danskammer SPDES Permit. On March 26, 2007, the Court transferred the lawsuit to the Third Department Appellate Division. The case will now proceed as a normal appeal from a final agency decision and the decision will be based on whether there is substantial evidence in the record to support the agency decision. We believe that the decision of the Deputy Commissioner is well reasoned and will be affirmed. However, in the event the decision is not affirmed and we ultimately are required to install a closed cycle cooling system, this could have a material adverse effect on our financial condition, results of operations and cash flows.

**Roseton State Pollutant Discharge Elimination System Permit.** In April 2005, the NYSDEC issued to DNE a draft SPDES Permit renewal (the Draft SPDES Permit ) for the Roseton plant. The Draft SPDES Permit requires the facility to actively manage its water intake to substantially reduce mortality of aquatic organisms.

In July 2005, a public hearing was held to receive comments on the Draft SPDES Permit. Three environmental organizations filed petitions for party status in the permit renewal proceeding. The petitioners are seeking to impose a permit requirement that the Roseton plant install a closed cycle cooling system in order to reduce the volume of water withdrawn from the Hudson River, thus reducing aquatic organism mortality. The petitioners claim that only a closed cycle cooling system meets the Clean Water Act's requirement that the cooling water intake structures reflect the BTA for minimizing adverse environmental impacts. In September 2006, the administrative law judge issued a ruling admitting the petitioners to full party status and setting forth the issues to be adjudicated in the permit renewal hearing. Various holdings in the ruling have been appealed to the Commissioner of NYSDEC by DNE, NYSDEC staff, and the petitioners. We expect that the adjudicatory hearing on the Draft SPDES Permit will occur in 2007 or 2008. We believe that the petitioners' claims are without merit, and we plan to oppose those claims vigorously. Given the high cost of installing a closed-cycle cooling system, an adverse result in this proceeding could have a material adverse effect on our financial condition, results of operations and cash flows.

**Moss Landing National Pollutant Discharge Elimination System Permit.** The California Regional Water Quality Control Board ( Water Board ) issued a NPDES permit for the Moss Landing Power Plant in October 2000 in connection with modernization of the plant and the California Energy Commission's licensing of that project. A local environmental group, Voices of the Wetlands ( Petitioner ), sought review of the permit in Superior Court in Monterey County in July 2001 claiming that the permit is not supported by sufficient analysis of the best technology available ( BTA ) for cooling water intake structures as required under the Clean Water Act. Petitioner contends that the once-through, seawater-cooling system at Moss Landing should be replaced with a closed-cycle cooling system.

In July 2004, the Superior Court rejected Petitioner's claims, holding that the Water Board had conducted a thorough and comprehensive BTA analysis in issuing the permit. This decision was appealed by Petitioner to California's Sixth Appellate District. Briefing for the appeal was completed in November 2005, and the matter was recently set for oral argument on September 18, 2007.

We believe that Petitioner's claims lack merit and we plan to oppose those claims vigorously. Given the high cost of installing a closed-cycle cooling system, an adverse result in this proceeding could have a material adverse effect on our financial condition, results of operation and cash flow.

**Guarantees and Indemnifications**

In the ordinary course of business, we routinely enter into contractual agreements that contain various representations, warranties, indemnifications and guarantees. Examples of such agreements include, but are not limited to, service agreements, equipment purchase agreements, engineering and technical service agreements, and procurement and construction contracts. Some agreements contain indemnities that cover the other party's

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negligence or limit the other party's liability with respect to third party claims, in which event we will effectively be indemnifying the other party. Virtually all such agreements contain representations or warranties that are covered by indemnifications against the losses incurred by the other parties in the event such representations and warranties are false. While there is always the possibility of a loss related to such representations, warranties, indemnifications and guarantees in our contractual agreements, and such loss could be significant, in most cases management considers the probability of loss to be remote.

**WCP Indemnities.** In connection with the sale of our 50% interest in West Coast Power to NRG on March 31, 2006, an agreement was executed to allocate responsibility for managing certain litigation and provide for certain indemnities with respect to such litigation. The agreement states that we will manage the Gas Index Pricing Litigation described above for which NRG could suffer a loss subsequent to the closing and that we would indemnify NRG for all costs or losses resulting from such litigation, as well as from other proceedings based on similar acts or omissions which formed the basis of such litigation. The agreement further states that we will manage the California Market Litigation described above for which NRG could suffer a loss subsequent to the closing, and that we and NRG would each be responsible for 50% of any costs or losses resulting from that power litigation, as well as from other proceedings based on similar acts or omissions which formed the basis of such litigation. The agreement provides that NRG will manage other active litigation and indemnify us for any resulting losses, subject to certain conditions. Maximum recourse under these matters is not limited by the agreement or by the passage of time with the exception of the California Department of Water Resources matter in which NRG has a specified indemnity obligation. The damages claimed by the various plaintiffs in these matters are unspecified as of June 30, 2007.

**Targa Indemnities.** During 2005, as part of our sale of DMSLP, we agreed to indemnify Targa against losses it may incur under indemnifications DMSLP provided to purchasers of certain assets, properties and businesses disposed of by DMSLP prior to our sale of DMSLP. We have incurred no significant expense under these prior indemnities and deem their value to be insignificant. We have recorded an accrual in association with the cleanup of groundwater contamination at the Breckenridge Gas Processing Plant. The indemnification provided by DMSLP to the purchaser of the plant has a limit of \$5 million. We have also indemnified Targa for certain tax matters arising from periods prior to our sale of DMSLP. We have recorded a reserve associated with this indemnification.

**Illinois Power Indemnities.** As a condition of Dynegy's 2004 sale of Illinois Power and its interest in Electric Energy Inc.'s plant in Joppa, Illinois, Dynegy provided indemnifications to third parties regarding environmental, tax, employee and other representations. These indemnifications are limited to a maximum recourse of \$400 million. Additionally, Dynegy has indemnified third parties against losses resulting from possible adverse regulatory actions taken by the ICC that could prevent Illinois Power from recovering costs incurred in connection with purchased natural gas and investments in specified items. Although there is no limitation on Dynegy's liability under this indemnity, its indemnity is limited to 50% of any such losses. On July 27, 2005, Dynegy made a payment of \$8 million to Ameren in settlement of Ameren's indemnification claims with respect to an ICC Order disallowing items relating to one of Illinois Power's natural gas storage fields resulting in a negative revenue requirement impact to Ameren. In anticipation of similar cases, Dynegy recognized a pre-tax charge of \$12 million in 2005. As anticipated, Dynegy paid Ameren for an additional amount disallowed in a similar ICC Order in the third quarter 2006. Furthermore, in July 2007, the ICC issued a similar Order, which, though still subject to the rehearing process, is expected to become final in August or September of this year. Dynegy has adjusted the amount reserved for the various ongoing cases in light of these and other developments in the cases. Further disallowances and other events which fall within the scope of the indemnity may still occur; however, Dynegy is not required to accrue a liability in connection with these indemnifications, as management cannot reasonably estimate a range of outcomes or at this time considers the probability of an adverse outcome as only reasonably possible. Dynegy intends to contest any proposed disallowances.

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**Northern Natural and Other Indemnities.** During 2003, as part of our sale of Northern Natural, the Rough and Hornsea natural gas storage facilities and certain natural gas liquids assets, we provided indemnities to third parties regarding environmental, tax, employee and other representations. Maximum recourse under these indemnities is limited to \$209 million, \$857 million and \$28 million for the Northern Natural, Rough and Hornsea natural gas storage facilities and natural gas liquids assets, respectively. We also entered into similar indemnifications regarding environmental, tax, employee and other representations when completing other asset sales such as, but not limited to, Hackberry LNG Project, SouthStar Energy Services, various Canadian assets, Michigan Power, Oyster Creek, Hartwell, Commonwealth, Sherman, and Indian Basin. We have recorded reserves for existing environmental, tax and employee liabilities and have incurred no other expense relating to these indemnities.

**Black Mountain.** Through one of our subsidiaries, we hold a 50% ownership interest in Black Mountain (Nevada Cogeneration) ( Black Mountain ), in which our partner is a CUSA subsidiary. Black Mountain owns the Black Mountain power generation facility and has a power purchase agreement with a third party that extends through April 2023. In connection with the power purchase agreement, pursuant to which Black Mountain receives payments which decrease in amount over time, we agreed to guarantee 50% of certain payments that may be due to the power purchaser under a mechanism designed to protect it from early termination of the agreement. At June 30, 2007, if an event of default due to early termination had occurred under the terms of the mortgage on the facility entered into in connection with the power purchase agreement, we could have been required to pay the power purchaser approximately \$63 million under the guarantee. While there is a question of interpretation regarding the existence of an obligation to make payments calculated under this mechanism upon the scheduled termination of the agreement, management does not expect that any such payments will be required.

**Note 11 Regulatory Issues**

We are subject to regulation by various federal, state and local agencies, including extensive rules and regulations governing transportation, transmission and sale of energy commodities as well as the discharge of materials into the environment or otherwise relating to environmental protection. Compliance with these regulations requires general and administrative, capital and operating expenditures including those related to monitoring, pollution control equipment, emission fees and permitting at various operating facilities and remediation obligations. The matters discussed below are material developments since the filing of our Forms 10-K. Please see Note 18 Regulatory Issues beginning on page F-53 and page F-40, respectively, of Dynegy's and DHI's Forms 10-K for further discussion.

**Illinois Resource Procurement Auction.** In January 2006, the ICC approved a reverse power procurement auction as the process by which utilities will procure power beginning in 2007. The auction occurred in September 2006, and we subsequently entered into two supplier forward contracts with subsidiaries of Ameren Corporation to provide capacity, energy and related services. There continue to be challenges to the auction process. Please see Note 10 Commitments and Contingencies Illinois Auction Complaints for further discussion.

**California Greenhouse Gas Regulation.** The California Global Warming Solutions Act ( AB 32 ), enacted in September 2006, became effective on January 1, 2007. This Act directs the California Air Resources Board ( CARB ) to develop a greenhouse gas control program that will reduce the state's greenhouse gas emissions to their 1990 levels by 2020. CARB must establish the statewide greenhouse gas emissions cap by January 2008; must finalize regulations to achieve required emission reductions by January 2011; and, must begin implementation and enforcement of the regulatory program by January 2012.

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On October 30, 2006, the California Energy Commission ( CEC ) instituted a proceeding for establishing a greenhouse gases emission performance standard. This rulemaking implements Senate Bill No. 1368 which directs the CEC, in consultation with other state agencies, to establish performance standards for publicly owned utilities which restrict the rate of greenhouse gases emissions to that of combined-cycle natural gas baseload generation.

Although California's comprehensive greenhouse gas control program will likely influence the development of federal and state programs, the structure and requirements have yet to be fully developed. While we cannot predict the potential impact of the California greenhouse gas program on our future financial condition, results of operations or cash flows, the program could have far-reaching and significant impacts on the energy industry.

**Federal Greenhouse Gas Regulation.** Despite a great deal of support in the energy industry for a comprehensive federal program, and numerous proposals in Congress, no proposal for the regulation of greenhouse gases which addresses the issue of global warming has been enacted. On April 2, 2007, the U. S. Supreme Court ruled in *Massachusetts v. Environmental Protection Agency*, a case involving regulation of carbon dioxide ( CO<sub>2</sub> ) emissions of motor vehicles. The Environmental Protection Agency ( EPA ) had resisted incorporating requirements for control of CO<sub>2</sub> emissions based on its conclusion that CO<sub>2</sub> was not a pollutant under the Clean Air Act. The Court ruled that CO<sub>2</sub> is a pollutant subject to regulation under the Clean Air Act and that the EPA has a duty to determine whether CO<sub>2</sub> emissions contribute to climate change. This decision, together with increasing state and federal legislative and regulatory initiatives and other related activities, will likely lead to regulation of greenhouse gasses. The precise timing and impact on us and the rest of the power generation industry cannot yet be determined.

**Note 12 Employee Compensation, Savings and Pension Plans**

We have various defined benefit pension plans and post-retirement benefit plans in which our past and present employees participate, which are more fully described in Note 20 Employee Compensation, Savings and Pension Plans beginning on page F-61 of Dynegy's Form 10-K, and Note 18 Employee Compensation, Savings and Pension Plans beginning on page F-45 of DHI's Form 10-K.

**Components of Net Periodic Benefit Cost.** The components of net periodic benefit cost were:

	Pension Benefits		Other Benefits	
	Quarter Ended June 30,			
	2007	2006	2007	2006
	(in millions)			
Service cost benefits earned during period	\$ 3	\$ 3	\$	\$ 1
Interest cost on projected benefit obligation	2	3	1	1
Expected return on plan assets	(3)	(3)		
Recognized net actuarial loss			1	
<b>Total net periodic benefit cost</b>	<b>\$ 2</b>	<b>\$ 3</b>	<b>\$ 2</b>	<b>\$ 2</b>

	Pension Benefits		Other Benefits	
	Six Months Ended June 30,			
	2007	2006	2007	2006

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	(in millions)			
Service cost benefits earned during period	\$ 5	\$ 5	\$ 1	\$ 2
Interest cost on projected benefit obligation	5	5	2	2
Expected return on plan assets	(6)	(5)		
Recognized net actuarial loss	1	1	1	
Net periodic benefit cost	\$ 5	\$ 6	\$ 4	\$ 4
Additional cost due to curtailment		2		
Total net periodic benefit cost	\$ 5	\$ 8	\$ 4	\$ 4

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**Exchange Transaction with Chairman and CEO.** On March 17, 2006, Dynegy entered into an exchange transaction with Dynegy's Chairman and CEO. Under the terms of the transaction, the purpose of which was to address uncertainties created by proposed regulations issued in late 2005 pursuant to Section 409A of the Internal Revenue Code (the Code), Dynegy cancelled all of the 2,378,605 stock options then held by Dynegy's Chairman and CEO. As consideration for canceling these stock options, Dynegy granted its Chairman and CEO 967,707 stock options at an exercise price of \$4.88, which equaled the closing price of Dynegy's Class A common stock on the date of grant, and DHI made a cash payment to him of approximately \$6 million on January 15, 2007 based on the in-the-money value of the vested stock options that were cancelled.

**Contributions.** During the six months ended June 30, 2007, we made approximately \$1 million in contributions to our pension plans. We expect to make contributions of approximately \$12 million to our pension plans and \$1 million to other benefit plans in the third or fourth quarter 2007.

**Note 13 Income Taxes**

**Effective Tax Rate.** We compute our quarterly taxes under the effective tax rate method based on applying an anticipated annual effective rate to our year-to-date income or loss, except for significant unusual or extraordinary transactions. Income taxes for significant unusual or extraordinary transactions are computed and recorded in the period that the specific transaction occurs. Dynegy's income taxes included in continuing operations were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
	(in millions, except rates)			
Income tax (expense) benefit	\$ (30)	\$ 117	\$ (36)	\$ 109
Effective tax rate	31%	36%	30%	35%

For the three and six months ended June 30, 2007, Dynegy's overall effective tax rate on continuing operations was different than the statutory rate of 35% due primarily to state income taxes and adjustments to Dynegy's reserve for uncertain tax positions. As a result of the Merger Agreement, our effective state tax rate increased primarily as a result of the higher state tax rates in the states in which the LS assets are located. This increase was more than offset by the impact of decreases in the New York state income tax rate and the Texas margin tax credit rate during the three months ended June 30, 2007.

DHI's income taxes included in continuing operations were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
	(in millions, except rates)			
Income tax (expense) benefit	\$ (21)	\$ 94	\$ (32)	\$ 89
Effective tax rate	20%	34%	23%	34%

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For the three and six months ended June 30, 2007, DHI's overall effective tax rate on continuing operations was different than the statutory rate of 35% due primarily to state income taxes and adjustments to DHI's reserve for uncertain tax positions. As a result of the Merger Agreement, our effective state tax rate increased primarily as a result of the higher state tax rates in the states in which the LS assets are located. This increase was more than offset by the impact of decreases in the New York state income tax rate and the Texas margin tax credit rate during the six months ended June 30, 2007.

Dynegy and DHI recorded a \$7 million and \$13 million decrease, respectively, to their accumulated deficits as of January 1, 2007 to reflect the cumulative effect of adopting FIN No. 48. Please see Note 1 Accounting Policies Accounting Principles Adopted FIN No. 48 for further discussion.

**Note 14 Segment Information**

We report results of our power generation business in the following segments: (i) GEN-MW, (ii) GEN-NE and (iii) GEN-WE. Following the completion of the Merger Agreement in April 2007, our previously named South segment ( GEN-SO ) has been renamed the GEN-WE segment and the power generation facilities located in California and Arizona acquired through the Merger Agreement are included in this segment. The Kendall, Ontelaunee and Plum Point power generation facilities acquired through the Merger Agreement are included in GEN-MW, and the Casco Bay and Bridgeport power generation facilities acquired through the Merger Agreement are included in GEN-NE. We continue to separately report the results of our CRM business. Results associated with our former NGL segment are included in discontinued operations in Other and Eliminations due to the sale of this business. Our unaudited condensed consolidated financial results also reflect corporate-level expenses such as general and administrative, interest and depreciation and amortization. Because of the diversity among their respective operations, we report the results of each business as a separate segment in our unaudited condensed consolidated financial statements.

Pursuant to EITF Issue 02-03, all gains and losses on third party energy trading contracts in the CRM segment, whether realized or unrealized, are presented net in the consolidated statements of operations. For the purpose of the segment data presented below, intersegment transactions between CRM and our other segments are presented net in CRM intersegment revenues but are presented gross in the intersegment revenues of our other segments, as the activities of our other segments are not subject to the net presentation requirements contained in EITF Issue 02-03. If transactions between CRM and our other segments result in a net intersegment purchase by CRM, the net intersegment purchases and sales are presented as negative revenues in CRM intersegment revenues. In addition, intersegment hedging activities are presented net pursuant to SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS No. 133).

In the second quarter 2007, we discontinued the use of hedge accounting for certain derivative transactions affecting the GEN-MW, GEN-NE and GEN-WE segments. The operating results presented herein reflect the changes in market values of derivative instruments entered into by each of these segments. Please see Note 5 Risk Management Activities for further discussion.



**Table of Contents****DYNEGY INC. and DYNEGY HOLDINGS INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****For the Interim Periods Ended June 30, 2007 and 2006**

Reportable segment information for Dynegy, including intercompany transactions accounted for at prevailing market rates, for the three and six months ended June 30, 2007 and 2006 is presented below:

**Dynegy's Segment Data for the Three Months Ended June 30, 2007****(in millions)**

	Power Generation			CRM	Other and Eliminations	Total
	GEN-MW	GEN-NE	GEN-WE			
<b>Unaffiliated revenues:</b>						
Domestic	\$ 406	\$ 226	\$ 145	\$ (3)	\$	\$ 774
Other		53		1		54
Total revenues	\$ 406	\$ 279	\$ 145	\$ (2)	\$	\$ 828
Depreciation and amortization	\$ (50)	\$ (12)	\$ (23)	\$	\$ (3)	\$ (88)
Operating income (loss)	\$ 160	\$ 54	\$ (12)	\$ 31	\$ (51)	\$ 182
Losses from unconsolidated investments					(2)	(2)
Other items, net	(9)			(3)	13	1
Interest expense						(84)
Income from continuing operations before income taxes						97
Income tax expense						(30)
Income from continuing operations						67
Income from discontinued operations, net of taxes						9
Net income						\$ 76
<b>Identifiable assets:</b>						
Domestic	\$ 6,280	\$ 1,762	\$ 3,326	\$ 312	\$ 1,508	\$ 13,188
Other		21	7	108		136
Total	\$ 6,280	\$ 1,783	\$ 3,333	\$ 420	\$ 1,508	\$ 13,324
Unconsolidated investments	\$	\$	\$	\$	86	\$ 86
Capital expenditures and investments in unconsolidated affiliates	\$ (92)	\$ (16)	\$ (6)	\$	\$ (10)	\$ (124)

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	Power Generation				Other and	
	GEN-MW	GEN-NE	GEN-WE	CRM	Eliminations	Total
Unaffiliated revenues:						
Domestic	\$ 228	\$ 95	\$ 8	\$ 9	\$	\$ 340
Other		31		8		39
	228	126	8	17		379
Intersegment revenues		(1)		1		
Total revenues	\$ 228	\$ 125	\$ 8	\$ 18	\$	\$ 379
Depreciation and amortization	\$ (43)	\$ (6)	\$ (3)	\$	\$ (2)	\$ (54)
Impairment and other charges			(9)			(9)
Operating income (loss)	\$ 71	\$	\$ (9)	\$ (8)	\$ (34)	\$ 20
Other items, net		2	1	(2)	9	10
Interest expense						(354)
Loss from continuing operations before income taxes						(324)
Income tax benefit						117
Loss from continuing operations						(207)
Income from discontinued operations, net of taxes						
Net loss						\$ (207)
Identifiable assets:						
Domestic	\$ 5,051	\$ 1,349	\$ 552	\$ 462	\$ 158	\$ 7,572
Other		16	2	99		117
Total	\$ 5,051	\$ 1,365	\$ 554	\$ 561	\$ 158	\$ 7,689
Unconsolidated investments	\$	\$	\$ 4	\$	\$	\$ 4
Capital expenditures	\$ (25)	\$ (4)	\$ (9)	\$	\$ (3)	\$ (41)

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	Power Generation				Other and Eliminations	Total
	GEN-MW	GEN-NE	GEN-WE	CRM		
Unaffiliated revenues:						
Domestic	\$ 678	\$ 426	\$ 145	\$ 6	\$	\$ 1,255
Other		77		1		78
Total revenues	\$ 678	\$ 503	\$ 145	\$ 7	\$	\$ 1,333
Depreciation and amortization	\$ (92)	\$ (18)	\$ (24)	\$	\$ (6)	\$ (140)
Operating income (loss)	\$ 260	\$ 96	\$ (14)	\$ 29	\$ (108)	\$ 263
Losses from unconsolidated investments					(2)	(2)
Other items, net	(9)			(3)	21	9
Interest expense						(151)
Income from continuing operations before income taxes						119
Income tax expense						(36)
Income from continuing operations						83
Income from discontinued operations, net of taxes						7
Net income						\$ 90
Identifiable assets:						
Domestic	\$ 6,280	\$ 1,762	\$ 3,326	\$ 312	\$ 1,508	\$ 13,188
Other		21	7	108		136
Total	\$ 6,280	\$ 1,783	\$ 3,333	\$ 420	\$ 1,508	\$ 13,324
Unconsolidated investments	\$	\$	\$	\$	\$ 86	\$ 86
Capital expenditures and investments in unconsolidated affiliates	\$ (115)	\$ (19)	\$ (11)	\$	\$ (13)	\$ (158)

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	Power Generation				Other and Eliminations	Total
	GEN-MW	GEN-NE	GEN-WE	CRM		
Unaffiliated revenues:						
Domestic	\$ 484	\$ 228	\$ 59	\$ 49	\$	\$ 820
Other		91		8		99
	484	319	59	57		919
Intersegment revenues		(2)		2		
Total revenues	\$ 484	\$ 317	\$ 59	\$ 59	\$	\$ 919
Depreciation and amortization	\$ (83)	\$ (12)	\$ (5)	\$	\$ (10)	\$ (110)
Impairment and other charges			(9)		(2)	(11)
Operating income (loss)	\$ 169	\$ 26	\$ (8)	\$ 6	\$ (81)	\$ 112
Earnings from unconsolidated investments			2			2
Other items, net		4	1	(1)	26	30
Interest expense						(452)
Loss from continuing operations before income taxes						(308)
Income tax benefit						109
Loss from continuing operations						(199)
Loss from discontinued operations, net of taxes						(8)
Cumulative effect of change in accounting principle, net of taxes						1
Net loss						\$ (206)
Identifiable assets:						
Domestic	\$ 5,051	\$ 1,349	\$ 552	\$ 462	\$ 158	\$ 7,572
Other		16	2	99		117
Total	\$ 5,051	\$ 1,365	\$ 554	\$ 561	\$ 158	\$ 7,689