

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
ENERGY FUTURE HOLDINGS CORP., <i>et al.</i> , ¹)	Case No. 14-10979 (CSS)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: D.I. 7814, 7815, 7898, 7901, 7982, 8895, 9598
)	

**CERTIFICATION OF COUNSEL REGARDING
“DEBTORS’ THIRTY-SEVENTH OMNIBUS (SUBSTANTIVE)
OBJECTION TO CERTAIN IMPROPERLY ASSERTED CLAIMS
PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE, BANKRUPTCY
RULES 3001, 3003, AND 3007, AND LOCAL BANKRUPTCY RULE 3007-1” [D.I. 7814]**

The undersigned hereby certifies as follows:

1. On February 9, 2016, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Debtors’ Thirty-Seventh Omnibus (Substantive) Objection to Certain Improperly Asserted Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* [D.I. 7814] (the “Objection”).² On February 9, 2016, the Debtors also filed the *Declaration of Steven R. Kotarba, Managing Director with Alvarez & Marsal North America, LLC, in Support of the Debtors’ Thirty-Seventh Omnibus (Substantive) Objection to Certain Improperly Asserted Claims Pursuant to Section*

¹ The last four digits of Energy Future Holdings Corp.’s tax identification number are 8810. The location of the debtors’ service address is 1601 Bryan Street, Dallas, Texas 75201. Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <http://www.efhcaseinfo.com>.

² Capitalized terms used, but not otherwise defined, herein shall have the meanings ascribed to them in the Objection.

502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1 [D.I. 7815] in connection with, and in support of the relief requested, in the Objection.

2. On March 9, 2016, the Court entered the *Order Sustaining Debtors' Thirty-Seventh Omnibus (Substantive) Objection to (Certain Improperly Asserted) Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* [D.I. 7892] in connection with the Objection.

3. On July 12, 2016, the Court entered the *Order (Second) Sustaining Debtors' Thirty-Seventh Omnibus (Substantive) Objection to (Certain Improperly Asserted) Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* [D.I. 8895] in connection with the Objection.

4. On September 20, 2016, the Court entered the *Order (Third) Sustaining Debtors' Thirty-Seventh Omnibus (Substantive) Objection to (Certain Improperly Asserted) Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* [D.I. 9598] in connection with the Objection.

5. Responses to the Objection were to be filed on or before 4:00 p.m. (Eastern Standard Time) on February 23, 2016 (the "Response Deadline").

6. Prior to the Response Deadline, the Debtors received an informal response from Railworks Track Systems, Inc. ("Railworks"), with respect to claim number 6184 (the "Modify Amount and Modify Classification Claim"). The Debtors and Railworks agreed to adjourn the Objection to allow negotiations to progress.

7. On August 26, 2016, the Debtors filed the *Second Amended Plan Supplement as it Relates to the TCEH Debtors and the EFH Shared Services Debtors for the Third Amended Joint*

Plan of Reorganization of Energy Future Holdings Corp., et al., Pursuant to Chapter 11 of the Bankruptcy Code [D.I. 9376] (the “Plan Supplement”), which provides for, among other things, the Services Agreement, dated July 1, 2009, between Luminant Mining Company LLC and Railworks (the “Railworks Contract”) to be assumed and for a cure payment to be made in the amount of \$277,339.99 (the “Cure Amount”).

8. On August 29, 2016, the Court entered the *Order Confirming the Third Amended Joint Plan of Reorganization of Energy Future Holdings Corp., et al., Pursuant to Chapter 11 of the Bankruptcy Code* [D.I. 9421] (the “Confirmation Order”), which, among other things, authorized the assumption and rejection of contracts as set forth in the Plan Supplement.

9. On October 4, 2016, the Debtors assumed the Railworks Contract and paid the Cure Amount.

10. The Debtors have consensually resolved the Objection to the Modify Amount and Modify Classification Claim as follows: Railworks will have an allowed secured claim against Luminant Mining Company in the amount of \$290,041.69 and an allowed general unsecured claim against Luminant Mining Company in the amount of \$23,389.81; the aggregate amount of the Modify Amount and Modify Classification Claim is reduced by the Cure Amount, all as set forth on Exhibit 1 to Exhibit A, annexed hereto.

11. Therefore, the Debtors seek to modify the Modify Amount and Modify Classification Claim as set forth in Exhibit 1 to Exhibit A, attached hereto as originally proposed in the Objection.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, at its earliest convenience.

Dated: October 4, 2016
Wilmington, Delaware

/s/ Jason M. Madron

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Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
ENERGY FUTURE HOLDINGS CORP., <i>et al.</i> , ¹)	Case No. 14-10979 (CSS)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: D.I. 7814, 7815, 7898, 7901, 7982, 8895, 9598

**ORDER (FOURTH) SUSTAINING DEBTORS’
THIRTY-SEVENTH OMNIBUS (SUBSTANTIVE) OBJECTION
TO CERTAIN IMPROPERLY ASSERTED CLAIMS PURSUANT
TO SECTION 502(b) OF THE BANKRUPTCY CODE, BANKRUPTCY
RULES 3001, 3003, AND 3007, AND LOCAL BANKRUPTCY RULE 3007-1**

Upon the objection (the “Objection”)² and the certification of counsel (the “Certification of Counsel”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) regarding the Objection and seeking entry of an order (this “Order”), modifying the Claim set forth on **Exhibit 1**, attached hereto, all as set forth in the Objection and the Kotarba Declaration; and the Court having previously entered its *Order Sustaining Debtors’ Thirty-Seventh Omnibus (Substantive) Objection to (Certain Improperly Asserted) Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* [D.I. 7892], dated March 9, 2016 (the “Initial Order”), its *Order (Second) Sustaining Debtors’ Thirty-Seventh Omnibus (Substantive) Objection to (Certain Improperly Asserted) Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy*

¹ The last four digits of Energy Future Holdings Corp.’s tax identification number are 8810. The location of the debtors’ service address is 1601 Bryan Street, Dallas, Texas 75201. Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <http://www.efhcaseinfo.com>.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1 [D.I. 8895], dated July 12, 2016 (the “Second Order”), and its *Order (Third) Sustaining Debtors’ Thirty-Seventh Omnibus (Substantive) Objection to (Certain Improperly Asserted) Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3001, 3003, and 3007, and Local Bankruptcy Rule 3007-1* [D.I. 9598], dated September 20, 2016 (the “Third Order” and, together with the Initial Order and the Second Order, the “Prior Orders”); and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of these cases and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Objection and the opportunity for a hearing on the Objection (the “Hearing”) under the circumstances; and the Court having reviewed the Objection and the Certification of Counsel and having heard the statements in support of the relief requested therein at the Hearing, if any; and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth in the Prior Orders and herein.
2. The Modify Amount and Modify Classification Claim set forth on the attached **Exhibit 1** is hereby modified, and Allowed, as provided on the attached **Exhibit 1**.
3. The Claims Agent is authorized to modify the Claims Register to comport with the entry of this Order.

4. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

6. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Dated: October ____, 2016
Wilmington, Delaware

THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 to EXHIBIT A

Modify Amount and Modify Classification Claim

ENERGY FUTURE HOLDINGS CORP., et al.

THIRTY-SEVENTH OMNIBUS (SUBSTANTIVE): EXHIBIT 1 TO EXHIBIT A – Modify Amount and Modify Classification Claim

			<u>ASSERTED</u>		<u>MODIFIED</u>				
	<u>NAME</u>	<u>CLAIM #</u>	<u>DEBTOR</u>	<u>CLASSIFICATION</u>	<u>AMOUNT</u>	<u>DEBTOR</u>	<u>CLASSIFICATION</u>	<u>AMOUNT</u>	
1	RAILWORKS TRACK SYSTEMS, INC. C/O BECKER GLYNN MUFFLY CHASSIN HOSINSKI ATTN: MICHAEL D. MARGULIES, ESQ. 299 PARK AVENUE NEW YORK, NY 10171	6184	Luminant Mining Company LLC	Secured	\$590,771.49*	Luminant Mining Company LLC Luminant Mining Company LLC	Secured Unsecured	\$290,041.69 <u>\$23,389.81</u>	
							Subtotal	\$313,431.50	
				TOTAL	\$590,771.49*			TOTAL	\$313,431.50

REASON FOR MODIFICATION: Modified amount reflects liquidation of claim to reflect the amount owed according to Debtors' books and records; \$277,339.99 was paid to cure defaults outstanding under contract number C0623029C, which contract was assumed as of the TCEH Effective Date. Modified classification reflects further agreement between the Debtors and the Claimant.

* - Indicates claim contains unliquidated and/or undetermined amounts