

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HERITAGE POWER, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 23-90032 (CML)

(Jointly Administered)

Ref. Docket Nos. 564-566

CERTIFICATE OF SERVICE

I, DAVID RODRIGUEZ, hereby certify that:

1. I am employed as a Senior Case Manager by Epiq Corporate Restructuring, LLC, with their principal office located at 777 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On October 3, 2023, I caused to be served the following:
 - a. “Debtors' Emergency Motion for Entry of an Order Authorizing the Debtors to File the Asset Management Services Agreement and Operations and Maintenance Services Agreement Under Seal,” filed October 3, 2023 [Docket No. 564],
 - b. *a customized version of the* “Debtors’ Witness and Exhibit List for Hearing on October 4, 2023 at 2:00 P.M. (Prevailing Central Time),” filed October 3, 2023 [Docket No. 565], a sample of which is annexed hereto as Exhibit A, and
 - c. “Agenda of Matters Set for Hearing on October 4, 2023, at 2:00 P.M. (Central Time),” filed October 3, 2023 [Docket No. 566],

by causing true and correct copies to be:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Heritage Power, LLC (9775); Blossburg Power, LLC (3538); Brunot Island Power, LLC (8482); Gilbert Power, LLC (2872); Hamilton Power, LLC (6256); Heritage Power Intermediate Holdings, LLC (8767); Heritage Power Marketing, LLC (3891); Hunterstown Power, LLC (4065); Mountain Power, LLC (6709); New Castle Power, LLC (8606); Niles Power, LLC (6766); Orrtanna Power, LLC (8863); Portland Power, LLC (3465); Sayreville Power, LLC (6167); Shawnee Power, LLC (3714); Shawville Power, LLC (8264); Titus Power, LLC (6547); Tolna Power, LLC (8431), and Warren Generation, LLC (8699). The location of the Debtors’ service address is: 1360 Post Oak Blvd., Suite 2000, Houston, TX 77056.

- i. enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit B, and
 - ii. delivered via electronic mail to those parties listed on the annexed Exhibit C.
3. All envelopes utilized in the service of the foregoing contained the following legend:
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

/s/ David Rodriguez
David Rodriguez

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

)	
In re:)	Chapter 11
)	
HERITAGE POWER, LLC, <i>et al.</i> , ¹)	Case No. 23-90032 (CML)
)	
Debtors.)	(Jointly Administered)
)	

**DEBTORS’ AMENDED WITNESS AND EXHIBIT LIST FOR HEARING
ON OCTOBER 4, 2023 AT 2:00 P.M. (PREVAILING CENTRAL TIME)**

Heritage Power, LLC and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) file this *Debtors’ Witness and Exhibit List for Hearing on October 4, 2023 at 2:00 p.m. (Prevailing Central Time)* (the “Witness and Exhibit List”) with respect to matters set for hearing on October 4, 2023 at 2:00 p.m. (Prevailing Central Time) (the “Hearing”). The only change from the original Witness and Exhibit List is with respect to Item no. 9 – the Notice of Filing of Amended Plan Supplements which reflects additional comments the Debtors received from various parties in interest concerning certain plan supplement documents.

WITNESSES

1. David Freysinger, President of the Debtors;
2. Landon Kenworthy, Senior Director with Alvarez & Marsal North America, LLC;
3. Aaron Stai, Managing Director with Alvarez & Marsal Disputes and Investigations;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Heritage Power, LLC (9775); Blossburg Power, LLC (3538); Brunot Island Power, LLC (8482); Gilbert Power, LLC (2872); Hamilton Power, LLC (6256); Heritage Power Intermediate Holdings, LLC (8767); Heritage Power Marketing, LLC (3891); Hunterstown Power, LLC (4065); Mountain Power, LLC (6709); New Castle Power, LLC (8606); Niles Power, LLC (6766); Orrtanna Power, LLC (8863); Portland Power, LLC (3465); Sayreville Power, LLC (6167); Shawnee Power, LLC (3714); Shawville Power, LLC (8264); Titus Power, LLC (6547); Tolna Power, LLC (8431); and Warren Generation, LLC (8699). The location of the Debtors’ service address is: 1360 Post Oak Blvd., Suite 2000, Houston, TX 77056.

4. Stephenie Kjontvedt, Vice President, Senior Consultant of Epiq Corporate Restructuring, LLC;
5. Any witness designated by any other party; and
6. Any rebuttal or impeachment witnesses.

EXHIBITS

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
1.	Declaration of David Freysinger in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief [Docket No. 17]					
2.	First Amended Joint Chapter 11 Plan of Reorganization of Heritage Power, LLC, et al [Docket No. 544]					
3.	Second Amended Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Heritage Power, LLC, <i>et al</i> [Docket No. 452] <ul style="list-style-type: none"> • Exhibit 1: Chapter 11 Plan; • Exhibit 2: Recovery Analysis; • Exhibit 3: Exit Term Loan Term Sheet; • Exhibit 4: Financial Projections; • Exhibit 5: Valuation Analysis; and • Exhibit 6: Liquidation Analysis. 					
4.	Declaration of David Freysinger in Support of (A) Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Heritage Power, LLC, et al. and (B) Debtors' Emergency Motion for Entry of an Order: (I) Authorizing the Debtors to (A) Enter into the Macquarie Engagement Letter, (B) Incur and Pay Related Fees, Indemnities, and Expenses, and (II) Granting Related Relief [Docket No. 548]					
5.	Declaration of Aaron Stai in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Heritage Power, LLC, et al. [Docket No. 549]					
6.	Declaration of Landon Kenworthy in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Heritage Power, LLC, et al. [Docket No. 550]					

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
7.	Declaration of Stephenie Kjontvedt of Epiq Corporate Restructuring, LLC Regarding the Solicitation and Tabulation of Ballots Cast on the First Amended Joint Chapter 11 Plan of Reorganization of Heritage Power, LLC, et al. [Docket No. 551]					
8.	Verification of Publication [Docket No. 477]					
9.	Notice of Filing of Amended Plan Supplements [Docket No. 561] <ul style="list-style-type: none"> • Exhibit 1: Exit Term Loan Credit Agreement [Docket No. 561-1]; • Exhibit 2: Schedule of Retained Causes of Action [Docket No. 561-2]; • Exhibit 3: Rejection Schedule [Docket No. 561-3]; • Exhibit 4: Identities of Persons Proposed to Serve on New Board of Directors and their affiliations [Exhibit 4 to Notice of Filing Plan Supplements [Docket No. 561-4]; • Exhibit 5: Limited Liability Company Agreement [Docket No. 561-5]; • Exhibit 6: Asset Management Agreement [Docket No. 561-6]; • Exhibit 7: Operation & Maintenance Agreement [Docket No. 561-7]; • Exhibit 8: Amendment to Shawville Participation Agreement [Docket No. 561-8]; and • Exhibit 9: Transaction Steps Memorandum [Docket No. 561-9]. 					
10.	Notice of Cure Claims Associated with Executory Contracts and Unexpired Leases that May be Assumed by the Debtors Pursuant to the Plan and Related Procedures in Connection Therewith [Docket No. 473]					
11.	Certificate of Service of Solicitation Documents [Docket No. 484]					
12.	Recycle The World, Inc's proof of claim [Claim No. 10062]					
13.	PJM Settlement Term Sheet [Docket No. 536]					
14.	Macquarie Engagement Letter [Docket No. 538-1]					

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases					
	Any exhibit necessary to rebut the evidence of testimony of any witness offered or designated by any other party					
	Any exhibit listed by any other party					

The Debtors reserve the right to ask the Court to take judicial notice of pleadings and transcripts and/or documents filed in or in connection with the Debtors' bankruptcy cases, to offer rebuttal exhibits, offer any exhibit listed by any other party and to supplement or amend this Witness and Exhibit List at any time prior to the Hearing. Designation of any exhibit above does not waive any objections the Debtors may have to any exhibit listed on any other party's exhibit list.

Dated: October 3, 2023

Respectfully submitted,

By: /s/ Kenric D. Kattner

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Kelli S. Norfleet (TX Bar No. 24070678)

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Counsel for the Debtors

HERITAGE POWER, LLC, *ET. AL.*

**DEBTORS' WITNESS AND EXHIBIT LIST FOR HEARING
ON OCTOBER 4, 2023 AT 2:00 P.M. (PREVAILING CENTRAL TIME)
[Docket No. 565]**

The related Exhibits associated with the Notice have been excluded from service due to the size of the document.

The excluded Exhibits are available for review and download free of charge at the website of the Debtors' Claims, Noticing and Administrative Agent, Epiq Corporate Restructuring, LLC ("Epiq") at <http://dm.epiq11.com/Heritage>.

You may also request a copy of the excluded Exhibits by contacting Epiq directly via email at HeritagePowerInfo@epiqglobal.com.

EXHIBIT B

Claim Name	Address Information
AIRGAS USA LLC	ATTN: MARCELO FIORANELLI, CEO 259 NORTH RADNOR-CHESTER ROAD SUITE 100 RADNOR PA 19087-5283
AIRMATIC COMPRESSOR SYSTEMS INC	ATTN: WILLIAM VOWTERAS, PRESIDENT & CEO 700 WASHINGTON AVE CARLSTADT NJ 07072-3007
ALLEGHENY FIELD SERVICES	ATTN DEAN GINDLESPERGER, MANAGING PARTNER 629 ELDER STREET JOHNSTOWN PA 15902
BATTERY SYSTEMS INC	ATTN: TERRY BROADDRICK, PRESIDENT 490 CRILE ROAD WASHINGTON PA 15301
BERNSTEIN-BURKLEY, PC	(COUNSEL TO DUQUESNE LIGHT CO & DQE COMMUNICATIONS LLC) ATTN KERI P EBECK 601 GRANT ST, 9TH FL PITTSBURGH PA 15219
BRANDSAFWAY INDUSTRIES LLC	ATTN BRENDAN DUNPHY 501 ROBB ST MCKEES ROCKS PA 15136-2882
CLARK HILL PLC	(COUNSEL TO PENN PRODUCTION GROUP, LLC PPG SHAWVILLE PIPELINE LLC) ATTN ROBERT P FRANKE, ANDREW G EDSON, AUDREY L HORNISHER 901 MAIN ST, STE 6000 DALLAS TX 75202-3794
CLEARY GOTTLIEB STEEN & HAMILTON LLP	(COUNSEL TO J. ARON & COMPANY LLC) ATTN: SEAN O'NEAL ONE LIBERTY PLAZA NEW YORK NY 10006
COZEN O'CONNOR	(COUNSEL TO PJM INTERCONNECTION, LLC & PJM SETTLEMENT, INC.) ATTN JOHN T CARROLL, III 1201 N. MARKET ST, STE 1001 WILMINGTON DE 19801
COZEN O'CONNOR	(COUNSEL TO PJM INTERCONNECTION, LLC & PJM SETTLEMENT, INC.) ATTN FREDERICK E SCHMIDT, JR LYONDELLBASELL TOWER 1221 MCKINNEY ST, STE 2900 HOUSTON TX 77010
DAVIS POLK & WARDWELL LLP	(COUNSEL FOR GENON AND SVP) ATTN: DAMIAN S SCHAIBLE, ELI J VONNEGUT, STELLA MENG LI 450 LEXINGTON AVENUE NEW YORK NY 10017
EASTERN GAS TRANSMISSION & STORAGE	ATTN LOUIS T JACQUET 6603 WEST BROAD ST., 6TH FL. RICHMOND VA 23230
ELIZABETHTOWN GAS COMPANY	ATTN: CHRISTIE MCMULLEN, PRESIDENT AND CHIEF OPERATIONS OFFICER 520 GREEN LANE UNION NJ 07083
EQUIPMENT & CONTROLS INC	ATTN: DAN SMITH, PRESIDENT 2 PARK DRIVE LAWRENCE PA 15055
FASTENAL CO	ATTN: DANIEL FLORNESS, PRESIDENT & CEO 2001 THEURER BLVD WINONA MN 55987
GAI CONSULTANTS INC	ATTN: GARY DEJIDAS, PRESIDENT AND CEO; LARRY GENDZIER, CORPORATE COUNSEL 385 EAST WATERFRONT DR HOMESTEAD PA 15120-5005
HOWLEY LAW PLLC	(COUNSEL TO BHE GT&S, LLC) ATTN TOM A HOWLEY, ERIC TERRY PENNZOIL PLACE - SOUTH TOWER 711 LOUISIANA ST., STE 1850 HOUSTON TX 77002
HYDROTEX DYNAMICS INC	ATTN: AARON JOHNSON, PRESIDENT 6320 CUNNINGHAM ROAD HOUSTON TX 77041
INTERNAL REVENUE SERVICE	CENTRALIZED INSOLVENCY OPERATION PO BOX 7346 PHILADELPHIA PA 19101-7346
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INTERNAL REVENUE SERVICE	ATTN INSOLVENCY 1919 SMITH STREET HOUSTON TX 77002
JEFFERIES FINANCE LLC	ATTN: ACCOUNT MANAGER 520 MADISON AVENUE NEW YORK NY 10022
JERSEY CENTRAL POWER & LIGHT	ATTN: SAM BELCHER, SENIOR VICE PRESIDENT 76 SOUTH MAIN STREET AKRON OH 44308
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LAW FIRM OF RUSSELL R. JOHNSON III, PLC	(COUNSEL TO OHIO EDISON CO, PENNSYLVANIA POWER CO, PENNSYLVANIA ELECTRIC CO, JERSEY CENTRAL POWER & LIGHT CO & METROPOLITAN EDISON CO) ATTN RUSSELL R JOHNSON III, JOHN M CRAIG, ESQS 2258 WHEATLANDS DR. MANAKIN-SABOT VA 23103
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP	(COUNSEL TO HARRIS COUNTY) ATTN TARA L GRUNDEMEIER PO BOX 3064 HOUSTON TX 77253-3064
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MALARK LOGISTICS INC	ATTN SHERYL MALARK, PRESIDENT 9200 FORESTVIEW LN N MAPLE GROVE MN 55369
MILBANK LLP	(COUNSEL TO THE AD HOC COMMITTEE) ATTN: ABHILASH M. RAVAL, MICHAEL W. PRICE, ANDREW C. HARMEYER 55 HUDSON YARDS NEW YORK NY 10001-2163
MILBANK LLP	ATTN: ABILASH RAVAL, MICHAEL PRICE, ANDREW HARMEYER, AND DANIEL PORAT 55

Claim Name	Address Information
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NATIONAL FUEL GAS DISTRIBUTION	ATTN: DAVID BAUER, PRESIDENT & CEO 6363 MAIN ST WILLIAMSVILLE NY 14221
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NJ DEPT. OF ENVIRONMENTAL PROTECTION	401 EAST STATE ST. TRENTON NJ 08625
OFFICE OF THE UNITED STATES TRUSTEE	FOR THE SOUTHERN DISTRICT OF TEXAS ATTN: JAYSON B. RUFF 515 RUSK STREET SUITE 3516 HOUSTON TX 77002
OH DEPT OF ENVIRONMENTAL PROTECTION	CENTRAL DISTRICT OFFICE LAZARUS GOVERNMENT CENTER 50 W TOWN ST, STE 700 COLUMBUS OH 43215
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PA DEPT. OF ENVIRONMENTAL PROTECTION	RACHEL CARSON STATE OFFICE BLDG. 400 MARKET ST. 2 PUBLIC SQUARE HARRISBURG PA 17101
PEOPLES NATURAL GAS COMPANY LLC	ATTN: MICHAEL HUWAR, PRESIDENT 375 NORTH SHORE DR SUITE 400 PITTSBURGH PA 15212
PLANT SERVICES GROUP INC	ATTN: CHRIS O'NEILL, PRESIDENT & CEO 188 BLOSE DRIVE PUNXSUTAWNEY PA 15767
PORTER HEDGES LLP	(COUNSEL TO THE AD HOC COMMITTEE) ATTN: JOHN F. HIGGINS, M. SHANE JOHNSON, MEGAN N. YOUNG-JOHN 1000 MAIN STREET, 36TH FL HOUSTON TX 77002
POWERHOUSE EQUIPMENT ENGINEERING	ATTN: MACHELLE MOREY, VICE PRESIDENT AND GENERAL COUNSEL 240 CREEK RD DELANCO NJ 08075-5202
PPG SHAWVILLE PIPELINE LLC	ATTN: ERIC KOWALSKI, CHIEF FINANCIAL OFFICER 3500 EAST COLLEGE AVE SUITE 1300 STATE COLLEGE PA 16801
PREDICTIVE MAINTENANCE SOLUTIONS INC	ATTN: AMY WYNN, VP & BUSINESS DIRECTOR 768 N. BETHLEHEM PIKE SUITE 201 LOWER GWYNEDD PA 19002
QUINN EMANUEL URQUHART & SULLIVAN, LLP	(COUNSEL FOR GENON AND SVP) ATTN: PATRICIA B TOMASCO, JOANNA CAYTAS, CAMERON KELLY 711 LOUISIANA, SUITE 500 HOUSTON TX 77002
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ROSS, SMITH & BINFORD, PC	(COUNSEL TO TENASKA POWER SERVICES CO.) ATTN: JASON BINFORD 2003 N. LAMAR BLVD., SUITE 100 AUSTIN TX 78705
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SIEMENS LARGE DRIVES LLC	ATTN: MICHAEL REICHLE, PRESIDENT & CEO 100 TECHNOLOGY DRIVE ALPHARETTA GA 30005
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STATE OF TEXAS ATTORNEY GENERAL	ATTN: KEN PAXTON PO BOX 12548 AUSTIN TX 78711-2548
STEVENS ENGINEERS & CONSTRUCTORS	ATTN: VICKI ANDERSON, CHAIRMAN & CEO 7850 FREEWAY CIRCLE SUITE 100 MIDDLEBURG OH 44130
SUSSMAN & MOORE, LLP	(COUNSEL TO OHIO EDISON CO, PENNSYLVANIA POWER CO, PENNSYLVANIA ELECTRIC CO, JERSEY CENTRAL POWER & LIGHT CO & METROPOLITAN EDISON CO) ATTN WELDON L MOORE III, ESQ 2911 TURTLE CREEK BLVD. STE 1100 DALLAS TX 75219
TEKSOLV INC	ATTN: JOHN MOUSER, OWNER 130 EXECUTIVE DR STE 5 NEWARK DE 19702-3349
TENNESSEE GAS PIPELINE COMPANY, LLC	ATTN: WAYNE SIMMONS, COO 1001 LOUISIANA STREET HOUSTON TX 77002
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Total Creditor count 77

EXHIBIT C

**Heritage Power, LLC
Case No. 23-90032 (CML)
Electronic Mail Service List**

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