

DYNEGY INC.
Form DFAN14A
January 21, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN CONSENT STATEMENT

SCHEDULE 14A INFORMATION

Consent Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

Dynegy Inc.

(Name of Registrant as Specified in its Charter)

Edgar Filing: DYNEGY INC. - Form DFAN14A

Seneca Capital International Master Fund, L.P.

Seneca Capital, L.P.

Seneca Capital Investments, L.P.

Seneca Capital Investments, LLC

Seneca Capital International GP, LLC

Seneca Capital Advisors, LLC

Douglas A. Hirsch

(Name of Person(s) Filing Consent Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

Edgar Filing: DYNEGY INC. - Form DFAN14A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SAVING DYNEGY:
FOR ALL SHAREHOLDERS
Seneca Capital
JANUARY 21, 2011

2
DISCLAIMER
FORWARD-LOOKING STATEMENTS; STATEMENT OF SENECA CAPITAL BELIEFS; FORECASTS
This
presentation
contains
statements,

including
Seneca
Capital s
beliefs
as
to
valuation,
which
are
forward
looking
statements
about
future
events
and
sets
forth
a
presentation
of
our
beliefs.

The
forward-looking
statements
are
not
guarantees
of
future
performance,
and
we
caution
you
not
to
rely
unduly
on
them.

You
should
be
aware
that
any
forward-

looking statements are based on certain assumptions and subject to risks and uncertainties that exist in the business

environment
that
could
render
actual
outcomes
and
results
that
are
materially
different.

We
have
based
many
of
these
forward-looking statements on our beliefs, expectations and assumptions about future events that may prove to be inaccurate. While we consider these beliefs, expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to anticipate and many of which are beyond our control.

We
caution
you
that
the
forward-looking
statements
are inherently uncertain and necessarily involve risks that may affect Dynegy Inc.'s (Dynegy) business prospects and performance,
causing
actual
results
to
differ
from
those
discussed

or
presented
in
this
presentation.

Without
limiting
the

generality of the foregoing, Seneca Capital's beliefs as to future value are based on a variety of assumptions as to the future that Seneca Capital believes constitute a reasonable, potential valuation scenario that could develop within the next several years for Dynegy but which are nonetheless subject to risks and uncertainties that exist in the business environment that could render actual outcomes and results materially different than anticipated. Seneca Capital's beliefs as to current value are based on a variety of assumptions, including as to the future, that Seneca Capital believes constitute reasonable assumptions but which are nonetheless subject to risks and uncertainties that exist in the business environment that could render actual outcomes and results that are materially different.

THIRD-PARTY INFORMATION

This presentation is based on, and contains references to, third-party sources of information, and we make no representation or warranty as to the accuracy or completeness thereof. Unless otherwise provided, no such third party has (a) participated in the preparation of this presentation, (b) other than as to Ventyx and the Big 4 Accounting Firm, consented to the inclusion of such information in this presentation, or (c) endorsed the views expressed herein. Neither Ventyx nor the Big 4 Accounting Firm have provided any representation or warranty as to the accuracy of information provided in their reports and you may not rely on their reports.

3
DISCLAIMER (CONT D)
CERTAIN
INFORMATION
CONCERNING
THE
PARTICIPANTS

Seneca Capital International Master Fund, L.P., Seneca Capital, L.P., Seneca Capital Investments, L.P., Seneca Capital Invest
Seneca Capital International GP, LLC, Seneca Capital Advisors, LLC and Douglas A. Hirsch (together with each of the forego
jointly made a preliminary filing with the Securities and Exchange Commission (SEC) of a consent statement and a consent
replace two members of the Dynegy Board of Directors and to adopt certain other proposals set forth in the consent statement.

SENECA ADVISES ALL STOCKHOLDERS OF DYNEGY TO READ THE CONSENT STATEMENT AND OTHER CON
MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SU
AVAILABLE

AT
NO
CHARGE
ON
THE
SEC S
WEBSITE
AT
[HTTP://WWW.SEC.GOV.](http://www.sec.gov)

IN
ADDITION
THE
PARTICIPANTS
IN
THE
CONSENT
SOLICITATION
WILL
PROVIDE
COPIES
OF
THE
DEFINITIVE
CONSENT
STATEMENT,
ONCE
AVAILABLE,
WITHOUT
CHARGE
UPON
REQUEST.
REQUESTS
FOR
COPIES
SHOULD
BE
DIRECTED
TO
THE
PARTICIPANTS
CONSENT
SOLICITOR
AT

THE
TELEPHONE

NUMBER INCLUDED IN THE DEFINITIVE CONSENT STATEMENT, ONCE AVAILABLE.

Each of Seneca Capital International Master Fund, L.P., Seneca Capital, L.P., Seneca Capital Investments, L.P., Seneca Capital
LLC, Seneca Capital International GP, LLC, Seneca Capital Advisors, LLC and Douglas A. Hirsch is a participant in this solicitation.
Hirsch is the managing member of each of Seneca Capital Investments, LLC, Seneca Capital International GP, LLC and Seneca
LLC. The principal occupation of Mr. Hirsch is investment management. Seneca Capital Investments, LLC is the general partner of

Investments,
L.P.
Seneca
Capital
International

GP,
LLC
is
the

general
partner
of
Seneca
Capital
International

Master
Fund,
L.P.,
and
Seneca

Capital Advisors, LLC is the general partner of Seneca Capital, L.P. The principal business address of Mr. Hirsch, Seneca Capital
LLC, Seneca Capital Investments, L.P., Seneca Capital International GP, LLC, Seneca Capital International Master Fund, L.P.
Advisors,

LLC
and
Seneca
Capital,
L.P.

is
c/o
Seneca
Capital
Investments,

LP,
590
Madison
Avenue,

28th
Floor,
New
York,
New
York

10022.

As of January 20, 2011, Seneca Capital International Master Fund, L.P. beneficially owned 7,712,100 shares of Dynegy's common stock at \$0.01 per share ("Shares"), representing beneficial ownership of approximately 6.4% of the Shares. As of January 20, 2011, Seneca Capital Advisors, LLC beneficially owned 3,514,400 Shares, representing beneficial ownership of approximately 2.9% of the Shares. Each of Seneca Capital Advisors, L.P., Seneca Capital Investments, LLC, and Mr. Hirsch may be deemed to beneficially own 11,226,500 Shares, representing beneficial ownership of approximately 9.3% of the Shares, held in the aggregate by Seneca Capital International Master Fund, L.P. Seneca Capital International GP, LLC may be deemed to beneficially own 7,712,100 Shares, representing beneficial ownership of approximately 6.4% of the Shares, held by Seneca Capital International Master Fund, L.P. Seneca Capital Advisors, LLC may beneficially own 3,514,400 Shares, representing beneficial ownership of approximately 2.9% of the Shares, held by Seneca Capital Advisors, L.P. As of January 20, 2011, Seneca Capital International Master Fund, L.P. and Seneca Capital, L.P. held European-style call options with a right to purchase 2,331,400 and 1,059,600 shares, respectively at an exercise price of \$0.01 per share by delivery of notice of exercise on or before January 15, 2011.

WE URGE YOU NOT TO TENDER
YOUR SHARES AT \$5.50 / SHARE

We
believe
Dynegy
is
worth

\$7.50

-

\$8.50

/

share

today

and

\$18

-

\$20

/

share

in

a

recovery

Big 4 Accounting Firm studied cost cutting / Ventyx analyzed power prices

Premier vehicle to play power recovery given operational / financial gearing and

asymmetric upside to natural gas

Significant flexibility in debt structure and cost cutting provide levers to support equity

value independent of commodity markets movements

Stock underperformed IPP peers by ~30% and S&P by ~40% since announcement of

reverse split on 3/12/10

Special

Committee

decided

to

sell

BEFORE

even

beginning

careful

standalone

restructuring

analysis

promised

to

investors

on

November

23

rd

Significant

positive

catalysts

upcoming

with

potential

EPA

HAPS/MACT

rules

in
March,
PJM capacity auction in May and potential MISO capacity structure by June
\$36mm management change of control severance payments (~6% of equity value)
largely irrespective of deal price and a Board that has purchased only 16,000 shares

Go-Shop
conducted over Christmas unlikely to maximize participation with restrictive
confidentiality arrangements
IEP \$0.50/sh increase represents less than 2% of enterprise value versus two
Blackstone deals that were overwhelmingly rejected by shareholders

4
WRONG
PRICE
WRONG
TIME
WRONG
REASONS

Disclaimer: Seneca Capital's beliefs regarding current and future value are based upon assumptions, including as to the future
however, substantial risks and uncertainties exist such that actual performance may deviate materially from Seneca Capital's f

82%

10

AFTER THE TRAGIC
UNDERPERFORMANCE

5

(1)

Includes CPN, NRG and GEN.

\$2.50
\$3.00
\$3.50
\$4.00
\$4.50
\$5.00
\$5.50
\$6.00
\$6.50
\$7.00
\$7.50
\$8.00
\$8.50
\$9.00
3/12
4/11
5/11
6/10
7/10
8/9
9/8
10/8
11/7
12/7
1/6
32%
42%
52%
62%
72%
112%
Current Icahn Bid
S&P 500
IPP Index
(1)
3/12: 5 for 1
Reverse stock
split proposed
5/25: 5 for 1
Reverse stock
split effective
8/13: Blackstone
\$4.50/share proposed
merger announced close
to virtual all-time low
11/17: Blackstone
increases offer to
\$5.00/share in face
of defeat
11/23: Blackstone and Dynegy

terminate proposed merger after only
26% of shareholders voting in support
12/15: IEP announces \$5.50/share
cash tender (\$1.10 pre-split)

DYN

~

30%

Under-
performance

AND SERIAL ATTEMPTS TO SELL WITHOUT
A CAREFUL STANDALONE REVIEW

6

Blackstone Transaction #1 (Aug. 12, 2010 @ \$4.50 per share)

Cash deal at 1/3 of replacement cost at low point in the cycle after sharp and anomalous
stock price underperformance

Granted exclusive rights to 1/3 of Dynegy assets

\$50mm / \$16mm break-up fees and Blackstone right to match
Blackstone Transaction #2 (Nov. 16, 2010 @ \$5.00 per share)

Virtually
unprecedented

Recess
of
shareholder

meeting
Additional \$16mm break-up fee in the face of defeat of transaction
Only 26% voted in favor of sale at \$5.00 per share

Post-Blackstone

(Nov.
23,
2010

Dec.
15,
2010)

Poison pill to freeze top shareholders

Abandoned promise to carefully review its standalone restructuring alternatives

Icahn Enterprises Transaction (Dec. 15, 2010 @ \$5.50 per share)

Rushed to sell company for low price (deferred due diligence to post-signing)

Yet another \$16mm break-up fee

Gained pledge of largest holder (IEP) not to support pending consent solicitation for directors

Willing

to
spend
more
than
\$100mm

(15%
of
equity
value)

to
sell
the
company

(1)

(1)

Includes (a) \$16.3 mm break-up fee + \$10 mm expense reimbursement per the Proposed Blackstone Merger, plus (b) \$23 mm per the proposed IEP Merger, plus (d) \$36 mm change of control arrangements.

A DIFFERENCE IN ALIGNMENT
DRIVES A DIFFERENCE OF OPINION
VALUE

-

Seller at \$4.50/\$5.00/\$5.50 per share
(\$0.90/\$1.00/\$1.10 pre-reverse split)

-

Bought nearly 30% of stock in August
09 from LS Power at \$9.65 per share

-

12% economic interest in Dynegy
(9.3% voting stock)

-

Only motivation is increasing
shareholder
value

fully

aligned

Dynegy

Seneca

STRATEGY

FIDUCIARY DUTY

-

Board purchased only 16,000 shares
with own money

-

\$36mm change of control severance
available to management

ALIGNMENT

-

Value at \$7.50 \$8.50/sh today
increasing to \$18-\$20/sh in recovery

-

Supported by Big 4 cost cutting study
and Ventyx power price analysis

-

Sell at \$4.50/\$5.00/\$5.50 per share
as quickly as possible

-

Abandoned promise of careful
standalone restructuring analysis

-

DO NOT SELL \$4.50/\$5.00/\$5.50

-

Believes in aligning directors/mgmt w/
shareholders

-

Should explore value enhancing steps
to optimize balance sheet, costs

-

Offer incremental break fees of
\$32mm to IEP/Blackstone combined

-

BOD owning stock limits objectivity

-

Poison pill to freeze top holders from

adding equity at greater than \$5.50

-

Reject IEP \$5.50 per share tender

-

Many of existing BOD should resign
given lack of alignment

-

Waive pill to enable shareholders to
buy at greater than \$5.50

7

Disclaimer: Seneca Capital's beliefs regarding current and future value are based upon assumptions, including as to the future
however, substantial risks and uncertainties exist such that actual performance may deviate materially from Seneca Capital's f

2010
Maint
Unlevered
Net
Valuation
EBITDA
(1)
Capex
(2)
FCF
MWs
\$/KW
\$MMs
Valuation Commentary and Assumptions
Midwest Coal
Scrubbed Coal
(\$45)
2,241
\$700
\$1,569
Based on DCF Analysis
(3)
, including NPV ~\$300mm of environmental capex
Unscrubbed Coal
446
\$250
\$112

DCF

(3)

assumes retirement in 2015; Zero value for Trona

Mothballed Coal

(4)

(\$9)

457

Zero site value

Total Midwest Coal

\$288

(\$54)

\$234

3,144

\$534

\$1,680

Implied Unlevered Free Cash Flow Yield

13.9%

Midwest CCGT

Kendall

(\$11)

1,200

\$500

\$600

DCF is supported by Casco Bay valuation of \$500/kw (NRG Deal)

Ontelaunee

(\$5)

580

\$800

\$464

Based on DCF Analysis

(3)

; MAAC cleared at \$226/mwd in latest RPM auction

Total Midwest CCGT

\$113

(\$16)

\$96

1,780

\$598

\$1,064

Implied Unlevered Free Cash Flow Yield

9.1%

Midwest Peaking

Midwest Peaking/Other

\$18

(\$1)

\$16

164

\$250

\$41
Seneca Capital estimate of capacity value
Implied Unlevered Free Cash Flow Yield
NM
West
Moss Landing / Morro / Oakland
(5)
(\$30)
3,344
\$336
\$1,125
NRG bid price plus ~\$40mm incremental from increased CA power prices
Other Western Gas
(\$3)
352
\$250
\$88
Seneca Capital estimate of capacity value
Total West
\$144
(\$33)
\$111
3,696
\$328
\$1,213
Implied Unlevered Free Cash Flow Yield
9.1%
Northeast
Casco Bay
(\$5)
540
\$509
\$275
NRG bid price; Implies 12% UFCF
Independence
(\$10)
1,064
\$600
\$638
Based on DCF Analysis
(3)
; Includes value of ConEd contract
Roseton / Danskammer
(\$15)
1,693
\$200
\$339
Based on DCF Analysis
(3)
; Assumes coal retires in 2015

Total Northeast

\$190

(\$30)

\$160

3,297

\$380

\$1,252

Implied Unlevered Free Cash Flow Yield

12.8%

Low End of Incremental Identified Cost Savings

\$96

6x \$16mm low end incr. potential cost savings identified by Big 4 Accounting Firm

Corporate SG&A

(\$135)

(\$450)

6x \$75mm of corporate SG&A netting out all announced cost cuts

Total

\$617

(\$134)

12,081

\$4,896

Net Debt

(\$3,307)

As of 9/30/10 and adjusted to reflect 1/5/11 cash balance

NPV of Lease

(\$649)

As disclosed by Dynegy

Estimated Equity Value

\$940

All segments include regional overhead and tie to guidance when totaled

Shares

120.6

Estimated Equity Value / Share

~\$8.00

(7)

(6)

BUILDING BLOCKS IN PLACE

FOR DYNEGY'S VALUE TODAY

8

(\$ in millions)

Dynegy

trades at less

than 1/3rd of

replacement

cost

(1)

Dynegy public disclosure.

(2)

Assumes maintenance capex of \$20/kw-year for coal plants and \$9/kw-year for gas plants based on Seneca Capital estimates; t

(3)

See appendix for DCF assumptions.

(4)

Dynegy announced its intention to mothball Vermillion 1-2 on 12/29/10 and has indicated its intention to mothball Hennepin.

(5)

CA power prices increased ~\$6/mwh since 10/29/10 reflecting expected future costs of carbon credits (2012+).

(6)

EBITDA adds back \$50mm lease expense & \$50mm non-cash amortization disclosed by Dynegy.

(7)

Valuation and capacity totals exclude Plum Point (140MW).

Disclaimer: Seneca Capital's beliefs regarding current and future value are based upon assumptions, including as to the future exist such that actual performance may deviate materially from Seneca Capital's forecasts (see page 2 for full disclaimer). See

FOLLOW THE CASH FLOW
ROADMAP TO EQUITY VALUE
Using **EBITDA multiples**
understates
Dynegy value
because low maintenance capex
and lack of taxes result in higher

cash flow to equity

Using **book value of debt**

doesn't capture

significant

flexibility of Dynegy debt as

reflected in market prices

Illustrative impact of EPA-driven

capacity uplift demonstrates the

power of Dynegy's operational

leverage

to the upside

9

(1)

Net debt includes cash posted for collateral in broker margin account and excludes NPV of lease. EBITDA includes \$50mm of

(2)

Based on market prices of debt as of 1/14/11.

(3)

EV@Market

Price

equals market value of debt per Bloomberg plus market value of equity.

(4)

Amortization of intangible asset related to capacity agreement with ConEdison, as described in Note 11 of Dynegy 2006 10-K,

(5)

Assumes

the

\$85mm

per

year

Market

Recovery

Assumption

(as

noted

in

the

Dynegy

Presentation

to

Proxy

Advisory

Firms

dated

October

27,

2010

page

19)

is

reduced

by

the
change
between (a) 2013
forecasted
EBITDA
(as
noted
in
Dynegy's
14D-9
filed
on
December
30, 2010)
and (b)
the
2013
forecasted
EBITDA
in
original
Merger
Proxy
for
Proposed
Blackstone
Deal.

(6)

Based on 2,241 MW of scrubbed coal capacity and 1,200 MW of combined cycle gas capacity (Kendall). \$150/MW-day is for

2011

2012

2013

Stock Price

\$5.50

\$5.50

\$5.50

Shares

121

121

121

Equity Value

\$663

\$663

\$663

Net Debt as of 9/30/10

(1)

\$3,307

\$3,307

\$3,307

Enterprise Value

\$3,970
 \$3,970
 \$3,970
 Market Price vs. Book Value of Debt
 (2)
 (\$889)
 (\$889)
 (\$889)
 EV @ Market Price
 (3)
 \$3,081
 \$3,081
 \$3,081
 Adj
 EBITDA in Merger Proxy
 \$418
 \$308
 \$483
 Sithe
 Purchase Accounting Adjustment
 (4)
 \$50
 \$50
 \$50
 Removal of Market Recovery Assumption
 (5)

 (\$30)
 Adj
 Cash EBITDA Without Market Recovery
 \$468
 \$358
 \$503
 Maintenance Capex
 in proxy
 (\$119)
 (\$113)
 (\$119)
 Unlevered Free Cash Flow
 \$349
 \$245
 \$384
 Benefit of \$150/MWd Increase in MISO/RTO
 (6)
 \$188
 \$188
 \$188
 Cash EBITDA with Illustrative Capacity Uplift
 \$656

\$546

\$691

Unlevered Free Cash Flow with Illustrative Capacity Uplift

\$537

\$433

\$572

Without Capacity Uplift:

Unlevered Free Cash Flow / EV @ Mkt

Price

11.3%

8.0%

12.5%

EV @ Market Price / Cash EBITDA

6.6x

8.6x

6.1x

Unlevered Free Cash Flow / Enterprise Value

8.8%

6.2%

9.7%

Enterprise Value / Cash EBITDA

8.5x

11.1x

7.9x

With Illustrative Capacity Uplift:

Unlevered Free Cash Flow / EV @ Mkt

Price

17.4%

14.1%

18.6%

EV @ Market Price / Cash EBITDA

4.7x

5.6x

4.5x

Unlevered Free Cash Flow / Enterprise Value

13.5%

10.9%

14.4%

Enterprise Value / Cash EBITDA

6.0x

7.3x

5.7x

A BIG 4

ACCOUNTING FIRM

SEES FURTHER COST CUTTING

Seneca retained a Big Four accounting / consulting firm to analyze the potential cost cutting opportunity at Dynegy (Big 4 Report)

Utilized various benchmarking techniques and publicly available information on Dynegy and industry peers in a Top Down

analysis (see appendix for fuller description of methodology)

Big

4

Report

identified

between

\$82mm

and

\$157mm

of

incremental

cost

cutting

potential

starting from 9/30/10 financials (12 months ending 9/30/10)

Big

4

Report

states

that

this

implies

an

additional

\$16mm

\$103mm

of

cost

savings

potential

on

top of the cost structure that Dynegy utilized in their proxy forecast; applying a 6x multiple yields

~\$1 -

\$5/share potential value from incremental cost cutting

10

Cost Reductions Could Provide Meaningful Value to Dynegy Equity

(\$ in millions)

~\$1-

\$5 / Share

Potential Value

From Addl.

Cost Cutting

(1)

Includes O&M Expense and SG&A Expense for the 12 months ending 9/30/10.

(2)

Base

Case

uses

average

of
2013

2015
O&M
and
SG&A
costs,
Stretch
Case
uses
average
of
2012

-
2015.
Calculated
as
the
difference
between
Gross
Margin
and
Adjusted
EBITDA

in
Dynege s
Merger
Proxy.

Disclaimer:

Seneca
Capital s
beliefs
regarding
current
and
future
value
are
based
upon
assumptions,
including
as
to
the
future,
that
Seneca

Capital
believes

to
be
reasonable,
however,
substantial
risks
and
uncertainties
exist

such that actual performance may deviate materially from Seneca Capital's forecasts (see page 2 for full disclaimer).

Disclaimer: Big 4 Report has been provided in preliminary form, and notes further investigation, validation and diligence is required to be established by the American Institute of Certified Public Accountants and firm has not otherwise verified the information obtained.

Potential Incremental Cost Savings

Base Case

Stretch Case

Non-Fuel O&M

\$48

\$94

SG&A

\$28

\$51

Fuel Procurement

\$6

\$11

Total Potential Savings Identified by Big 4 Accounting Firm

\$82

\$157

12

Months

Ending

9/30/10

(Baseline

for

Big

4

Report)

(1)

\$631

Pro Forma Cost Base According to Big 4 Report

\$549

\$474

Average Cost Base Assumed in Proxy

(2)

\$566

\$577

Savings Potential Incremental to the Current Business Forecasts in proxy

\$16

\$103

VENTYX ANALYSIS DEMONSTRATES
THE POWER OF PLANT RETIREMENTS

11
New
EPA
Clean
Air

Rules

Are

A

Massive

Potential

Value

Driver

for

Dynegy

Seneca retained Ventyx (Energy Velocity) to analyze the impact of the EPA's potential

HAPS/MACT

rules

on

Dynegy's

MISO/PJM

coal

and

CCGT

plants

Ventyx

used

its

Fall

2010

Reference

Case

and

dynamic

dispatch

model

(5)

Reduced natural gas prices to match market prices as of January 5, 2011

Modeled

coal

plant

retirements

based

upon

Credit

Suisse

mid-case

(4)

Ventyx

provided

plant-level

EBITDA

forecast

through

2020

(5)

Seneca
applied
long-term
DCF
analysis
to
Ventyx
plant
EBITDA

Applied company disclosed assumptions on maintenance and environmental capital expenditures to arrive at implied \$/KW valuations above

(1)
Ventyx Case refers to Seneca application of long-term DCF to Ventyx plant EBITDA calculations.

(2)
See sum of the parts valuation on page 8.

(3)
Only includes Wood River 4-5 and assumes Hennepin and Vermillion 1-2 are retired.

(4)
See

Credit

Suisse

Report

Growth

From

Subtraction

dated

September

23,

2010

and

appendix

for

more

detail.

(5)
Ventyx plant-by-plant output and assumptions included in Appendix.

Disclaimer: Seneca Capital's beliefs regarding current and future value are based upon assumptions, including as to the future substantial risks and uncertainties exist such that actual performance may deviate materially from Seneca Capital's forecasts (

Net

\$/KW Valuation (DCF Based)

Uplift to Base Valuation

MWs

Ventyx

Case

(1)

Base Case

(2)

Difference

\$MMs

\$/Share

Scrubbed Coal

2,241

\$1,320

\$700

\$620

\$1,390

\$11.52

Unscrubbed

Coal

(3)

446

\$877

\$250

\$627

\$278

\$2.31

Kendall

1,200

\$557

\$500

\$57

\$68

\$0.56

Ontelaunee

580

\$867

\$800

\$67

\$39

\$0.32

Additional Upside Identified Above Base Case

\$1,775

~\$15.00

Base Case

(2)

\$7.50 -

\$8.50

Total

Dynegy

Value

Implied

in

Ventyx

Case

\$22.50 -

\$23.50

(-)

(=)

(=)

(x)

12
WITH STEPS LEADING TO
DYNEGY'S VALUE IN A RECOVERY

(1)

Ventyx

Case refers to Seneca application of long-term DCF to Ventyx
plant EBITDA calculations.

Disclaimer: Seneca Capital's beliefs regarding current and future value are based upon assumptions, including as to the future substantial risks and uncertainties exist such that actual performance may deviate materially from Seneca Capital's forecasts (disclaimer regarding Big 4 Report).

Ventyx

MACT Analysis Exceeds Recovery Valuation Case

(1)

\$22.50 -

\$23.50

\$20.25

\$2.50

\$17.75

\$1.25

\$3.00

\$2.00

\$3.50

\$8.00

\$ 0

\$ 5

\$ 10

\$ 15

\$ 20

\$ 25

Base Valuation

CCGT Newbuild

Increased to

\$1,000/kw &

Market

Recovery

Accelerated

Delivered Coal

Cost Reduced

\$0.25/MMBTU

Versus Base

Case

Realization of

High End of Big

4 Accounting

Firm Cost

Savings

\$500mm Asset

Sale Proceeds

Applied to Debt

Reduction at

Current Market

Prices

Recovery

Valuation

Excluding

Improvement in

Natural Gas

Price Forecast

Gas Recovery

(\$1/mmbtu)

Recovery

Valuation

Ventyx

Case

Valuation

\$5.50/Share Tender Price

Dynegy's capital structure provides very significant flexibility, with limited secured debt and ample liquidity options. Unsecured debt has minimal covenant protections:

No limitation on asset sales

No limitation on restricted payments

No limitation on debt or lien incurrence

No change of control provisions

Facing this flexibility and lack of protections, Dynegy's unsecured debt trades in the market at a substantial discount to its face value:

13	
(\$ in millions)	
Amount	
Market	
Outstanding	
Value	
Discount	
Secured Debt (funded)	
\$68	
\$68	
\$0	
Sithe/Independence Bonds	
225	
225	
0	
Unsecured Debt	
3,462	
2,676	
786	
Subordinated Debt (SKIs)	
200	
97	
103	
Total	
\$3,955	
\$3,066	
\$889	
Discount per DYN Share	
\$7.37	

**A FLEXIBLE DEBT STRUCTURE
MAKES ALL THE DIFFERENCE**

Dynegy's Flexible Capital Structure is A Major Differentiator Versus its Peers

Note: Market value based on Bloomberg prices as of 1/14/2011.

NATURAL GAS EXPOSURE IS
SKEWED TO THE UPSIDE

14

Gas Price

Coal Price

Greater Profits

at Gas Plants

DYN Forward Gross Margins

Increased Despite Lower Gas Prices

90%

95%

100%

105%

110%

8/12

9/12

10/12

11/12

12/12

2012 CIN On-Peak is HIGHER

2012 NYMEX Gas

Forwards are Lower

2012 CAPP Coal is HIGHER

CIN On-Peak Driven Up By CAPP Coal Prices

Change in DYN Gross Margin due to Power/Gas Curve Shifts

\$ in millions, 12/31/10 vs. 8/12/10

(1)

2011 - 15

Coal Plants (3,514 MW)

\$14

Combined Cycle Gas Plants (4,404 MW)

109

Total

+123

vs.

Average Change in NYMEX Gas (\$ / MMBtu)

(0.26)

(1)

Based on commodity curves from BofA Merrill Lynch. See Appendix for detailed plant-by-plant assumptions.

Comparative Power Plant Economics (2012)

8/12/2010

12/31/2010

Kendall /

Coal Plant

Kendall /

Coal Plant

Ontelaunee

(CAPP)

Ontelaunee

(CAPP)

Fuel price

5.57

77.28

5.38

83.70

+/-

basis/transportation

0.08
15.00
0.08
15.00
Delivered price
\$/MMBtu
5.65
\$/ton
92.28
\$/MMBtu
5.46
\$/MMBtu
98.70
\$/ MMBtu
5.65
3.85
5.46
4.11
Heat rate
7,250
10,500
7,250
10,500
Cost of fuel (\$/MWh)
40.96
40.37
39.56
43.18
Cost
Advantage
Kendall
/
Ontelaunee
vs.
CAPP
Coal
Plant (\$ / MWh)
3.62
(0.58)

DYNEGY SHOULD BE A LEADING
BENEFICIARY OF COAL RETIREMENTS

15

% Change in Equity Value from 100 bps change in EV/Replacement Cost Valuation

% Change in Equity Value from \$25/MW-Day Change in PJM RTO / MISO Surviving Capacity

(1)

5%
10%
15%
20%
25%
DYN
GEN
NRG
CPN
(1)

Equals EBITDA uplift on unregulated capacity of CCGTs, scrubbed coal, nuclear and hydro in PJM RTO and MISO capitalization as of 1/14/2011. Dynegy market capitalization based on \$5.50 IEP offer price.

5.0%
10.0%
15.0%
20.0%
25.0%
30.0%
35.0%
40.0%
45.0%
DYN
AYE
FE
GEN
AEE
EXC
EIX

PENDING CATALYSTS TO DRIVE
MARKET SIGNALS

March 2011

HAPS/MACT RULE:

(1)

Under federal court consent decree, EPA is to issue a
proposed rule as soon as March 2011 with a final rule as soon as

November 2011

May

2011

PJM

2014/15

RPM

AUCTION

:

Could

begin

to

illustrate

the

impact

of

HAPS/MACT rules as some generators will potentially signal costs

of environmental rules

Q2

2011

MISO

Capacity:

MISO

is

likely

to

file

detailed

plans

for

a

PJM-style

capacity

auction with FERC providing an important mechanism to measure EPA rule impacts

16

Given forward dark spreads, we expect that up to 10GW of older/inefficient coal capacity should be retired before the '14/'15 without accounting for EPA-driven retirements

-

Angie Storzynski, Macquarie 1/10/11

We

continue

to

predict

roughly

25,000

MWs

in

PJM

will

have

to

choose
between
investing
in
environmental
equipment
or
retiring

[Modeling
assumptions
include]

Coal
units
under
400MWs
with
no
scrubber
installed
will
be
retired.

Also,
early
vintage
scrubbers
(built
prior
to 1985)

will not comply with upcoming EPA regulation.

We assume coal plant retirements from upcoming EPA rules; CATR and HAPS MACT will be phased in over a 3-year time with a 15% effect in the May 2011 auction, a 50% effect in the May 2012 auction, and a 100% effect in the May 2013 auction.

-
Brian Chin, Citi
Investment Research 1/18/11

MISO
will
likely
file
for
a
capacity
auction
at
FERC
in
2Q,
with
an
auction

in
early
13
for
the
13/ 14
delivery
period
At
MISO,
we
primarily
discussed the likelihood and timeframe for implementation of a formal capacity auction. While vertically integrated regulated utilities are
relatively averse to the idea, MISO's
initiative to develop a capacity auction stems from recent deliverability requirements demanded by FERC. As a
consequence,
MISO
has
indicated
to
FERC
that
it
intends
to
make
a
formal
tariff
filing
for
a
capacity
auction
by
2Q11.
The
first
auction
is
anticipated
to
take
place
in
early
2013,
for
delivery
in

the
2013/2014
delivery
year
(June
1st
2013

May
31st
2014).

-
Julien
Dumoulin-Smith, UBS 12/23/10 (After a December trip that included a meeting with MISO)
(1)
See Appendix for additional detail on EPA HAPS/MACT rule.

\$7.00
\$1.70
\$0.29
\$0.77
\$0.31
\$1.71
\$2.78

\$1.00
\$2.00
\$3.00
\$4.00
\$5.00
\$6.00
\$7.00
\$8.00
\$9.00

Pre-Deal Stock Price

New Cost Cut

Disclosure Presented
in Merger Proxy

Increase in Free Cash
Flow Guidance Since
Deal Announcement

Improvement in
Commodity Prices
Since Deal

Announcement

Friction Costs

Associated With

Failed Transaction

Uplift in Wall Street

View of Asset Value
from NRG Bid

Total of Quantifiable
Factors

~\$8/SH if Dynegy had traded in line with merchant peers since 3/12

DEFEAT OF TENDER SHOULD

REMOVE OVERHANG

17

Several materially positive developments since the stock was trading near its all time lows on
August

12

th

-

in

addition

to

the

three

bids

for

the

company

by

two

different

parties

After

shareholders

rejected

Blackstone

bid

Dynegy

stock

has

been

resilient

despite

management's

dire

warning

that

shareholders

could

lose

significant

value

(2)

\$50mm cost cuts

disclosed in

merger proxy x 6 -

\$25mm costs to

achieve & 25%

discount

2010 FCF

guidance improved

\$38mm from 8/6 to

11/8

NPV of change

gross margin for

the 2011-15 period

from 8/12/10

through 12/31/10

Assumes \$35mm

costs related to

deal expenses,

and severance

Based on Citi

Investment

Research

valuation

(1)

Could be Substantial Shareholder Interest Once Tender is Defeated

(1)

Citi

Investment Research valuation of Dynegy dated February 25, 2010. Total plants sold to NRG valued at \$1,157mm and correspon

(2)

Source: Dynegy October 2010 Investor Presentation.

Disclaimer:

Seneca

Capital s

beliefs

regarding

current

and

future

value

are

based

upon

assumptions,

including

as

to

the

future,

that

Seneca

Capital

believes

to

be

reasonable,

however,

substantial

risks

and

uncertainties

exist

such that actual performance may deviate materially from Seneca Capital s forecasts (see page 2 for full disclaimer).

**MARKET PARTICIPANTS HAVE
BEGUN TO TAKE NOTICE**

If shareholders reject the BX revised offer, we believe a newly composed board and new management will likely take a rational, long-term and creative approach to breaking up the company (potentially taking several years) and realize a value closer to our \$9 per share break-apart value.

-

Charles Fishman, Pritchard Capital Partners, 11/17/10

18

Icahn's recent proposal to refinance DYN's credit facilities under amended terms should assuage concerns over the liquidity impact of asset sales/maintenance covenants. Seneca also recently proposed an additional four new board members,

all

of

whom

have

highly

relevant

backgrounds,

including

a

former

senior

rail

executive

We

have

incorporated

DYN's latest disclosures into our projections, adjusting our EBITDA outlook and increasing our cash flow burn through 15 to \$2.3 Bn. In contrast, DYN's sizeable operational and financial leverage could push equity value to \$12/sh on a power recovery and debt restructuring to mrkt value.

-

Julien Dumoulin-Smith, UBS 11/16/10

I believe that, even at \$5.00 per share, the proposed Blackstone acquisition undervalues Dynegy. Today's \$.50 per share

increase,

coming

only

one

day

after

Blackstone

stated

that

the

\$4.50

price

is

a

full

and

fair

valuation

reassures

my

belief that the Dynegy/Blackstone transaction leaves too much shareholder value on the table for Blackstone. I have also considered that in a November 15, 2010 report JP Morgan stated that it is introducing a December 2011 price target of \$7, up from our prior December price target of \$5.00.

-
Carl Icahn, 11/16/10 (In a statement filed with the SEC on a Schedule 13D/A)

REJECTING THE TENDER IS THE
ENABLING EVENT

Do not tender your shares for \$5.50 / share

WRONG PRICE at the WRONG TIME for the WRONG REASONS

We believe Dynegy is worth \$7.50 -

\$8.50 per share today and \$18-\$20 per share

in a recovery valuation -

trading at less than 1/3 of its replacement value

Board rushed to sell the company BEFORE conducting promised careful standalone review

\$36mm management change of control severance payments and a Board that

has purchased only 16,000 shares creates misalignment with shareholders

Dynegy is the premier vehicle to participate in a power market recovery with substantial value creation levers independent of commodity prices

Industry leading leverage to EPA-driven retirements (validated by Ventyx model)

Positive asymmetric exposure to natural gas

Flexible debt structure reflected in ~\$7/sh market value discount of debt

Big 4 Accounting Firm validated cost cutting potential

19

Defeat of Tender Can Enable Investors to Participate in Dynegy Value Creation

Disclaimer: Seneca Capital's beliefs regarding current and future value are based upon assumptions, including as to the future risks and uncertainties exist such that actual performance may deviate materially from Seneca Capital's forecasts (see page 2 of Report).

APPENDIX
20

EPA CLEAN AIR RULES CAN
CHANGE MARKET DYNAMICS

Upcoming EPA rules may force coal generators to either invest in expensive control technologies or shut down

Stringent Maximum Achievable Control Technology (MACT) Rules could require compliance as early as 2014

Environmental controls can be expensive and unlikely for many plants if

the current power price environment persists

(1)

Pursuant to the Midwest Consent Decree, Dynegy will have spent \$730 mm (out of a total of \$960 mm) of environmental capital expenditures for the Midwest fleet by the end of 2010 and will have substantially completed its environmental capital expenditure program by 2013.

(3)

21

(1)

Source
(including
for
the
table):
Credit
Suisse
report,
Growth
From
Subtraction
dated
September
23,
2010.

(2)

Ability of TrONA to meet compliance standards is still under discussion.

(3)

Source: Dynegy 2009 10-K and Merger Proxy for Proposed Blackstone Merger, page 55.

Install

Incremental

Fuel Type

Required Technology

Cost (\$/kw)

Cost (\$/MWh)

Eastern Coal

FGD + SCR

\$450 -

\$700

\$3 -

\$4

Western Coal

TrONA + Baghouse

(2)

\$150

\$5 -

\$6

**EPA RULES: HAZARDOUS AIR
POLLUTANT HAPS/MACT**

The Clean Air Act requires the EPA to develop an emission control program for hazardous pollutants, including mercury and acid gases

The EPA is mandated pursuant to consent decree to draft a proposed Maximum Achievable Control Technology (HAPS/MACT) rule as soon as March 16, 2011 and to finalize it as soon as November 16, 2011

HAPS/MACT rule will apply to all existing and future coal and oil fired capacity
HAPS/MACT requires achieving emissions levels as good as the average of the
top 12% of existing representative sources

Credit Suisse estimates that for mercury emissions, this could require a 90% removal
rate

Affected plants would have 3 years to comply (i.e., 2014 or 2015), assuming no
case by case waivers or an exemption granted by the President

In

a

more

moderate

scenario,

the

EPA

could

propose

different

sets

of

standards

based on sub-categories, such as:

Size

Boiler pressure / temperature

Coal mix

No trading between plants

22

CREDIT SUISSE MID-CASE FOR
COAL PLANT RETIRMENTS

According to Credit Suisse, 66% of the coal capacity in the US have NOT installed (or announced plans to install)

both
scrubbers
and
SCRs
and
30%
have

no
environmental
controls at all

Smaller coal plants are less likely to invest in environmental controls as the capital cost is significantly

higher
on

a
\$

/
kw
basis.

More
than
50

GW
of
small

coal
plants
have

no
environmental controls installed

Credit Suisse base case assumes that 60GW of coal capacity will be retired including all units below 300MW without any pollution control equipment

23

Coal Plant Capacity by Emission Control (Incl. Planned)

(1)
FGD &
FGD
SCR

Region
SCR

Only
Only

None
Total

CAISO

-

135

46

461

642

ERCOT
9,393
5,287
1,928
2,296
18,904
MISO
20,468
12,270
11,952
32,341
77,031
NEPOOL
1,343
214
666
652
2,875
NYISO
998
223
1,063
718
3,002
PJM
35,634
8,119
16,405
19,553
79,711
SPP
3,631
4,002
2,201
16,087
25,921
WECC
3,323
23,561
211
7,469
34,564
SERC
34,079
8,832
21,435
21,787
86,133
Other
5,940

2,331

2,318

1,448

12,037

114,809

64,974

58,225

102,812

340,820

Percent of Total

33.7%

19.1%

17.1%

30.2%

100.0%

Small (<300 MW) Coal Plant Capacity by Emission Control (Incl. Planned)

(1)

FGD &

FGD

SCR

Region

SCR

Only

Only

None

Total

CAISO

-

135

46

461

642

ERCOT

184

349

8

12

553

MISO

2,756

2,289

3,774

15,985

24,803

NEPOOL

355

214

666

252

1,486

NYISO

343

223

1,063

718

2,347

PJM

4,940

2,375

4,865

9,841

22,021

SPP

-

569

318

3,646

4,533

WECC

554

3,605

211

3,785

8,154

SERC

4,819

3,700

7,484

14,877

30,880

Other

1,090

409

251

1,008

2,757

15,040

13,867

18,685

50,584

98,176

Percent of Total

4.4%

4.1%

5.5%

14.8%

28.8%

(1)

Source: Credit Suisse report, Growth From Subtraction dated September 23, 2010.

24
AND DYNEGY'S ASSETS ARE
PRIMED TO BENEFIT
(1)
Assumptions
used
for

cost
estimates
are
per
Credit
Suisse
report Growth
from
Subtraction
dated September 23, 2010.

Dynegy is extremely well positioned to benefit from EPA Clean Air rules given its substantial investment in pollution control equipment

Its largest, most efficient plants will have been scrubbed

We estimate pollution control equipment for Dynegy's coal fleet will have a replacement value of more than \$1.7bn upon completion

A
MAJOR
COMPETITIVE
ADVANTAGE

Source:
Dynegy
Investor
Presentation,
Q2 10

**BIG 4 ACCOUNTING FIRM
COST STUDY**

A Big 4 accounting firm analyzed Dynegy's public data to determine a baseline level of costs, for which they utilized Dynegy's LTM financial results as of Sept. 30, 2010

O&M Costs

SG&A Costs

Cost of sales / fuel procurement

Analyzed public disclosures of selected relevant public comparable companies to determine industry benchmarks for each cost category

GenOn, NRG Energy, Calpine, Constellation, AES and Public Service Enterprise Group

Compared Dynegy results to comparable company benchmarks in order to determine where cost savings

would

be

possible

within

Dynegy

relative

to

its

baseline

cost

level

in

a

base

case

and

in

a

stretch case

Reviewed financial forecasts from Dynegy's preliminary proxy statement (January 10, 2011) to determine cost levels assumed by management, including cost savings plans already announced and being implemented by management

Used gross margin less Adjusted EBITDA as a proxy for SG&A + O&M

costs

Compared baseline level of costs and total savings potential to 2012-2015 forecast period and 2013-2015 forecast period costs to determine incremental savings potential for Dynegy for 2011+

\$16 mm of potential incremental savings in base case

\$103 mm of potential incremental savings in stretch case

25

Disclaimer: Big 4 Report has been provided in preliminary form, and notes further investigation, validation and diligence is required. This report is not intended to be used as a substitute for an audit, examination or review in accordance with standards established by the American Institute of Certified Public Accountants. The auditors have not verified the information obtained or presented in their report.

VENTYX POWER ANALYSIS

Ventyx (Energy Velocity) calculated a dynamic plant-by-plant fundamental production cost model based on their Fall Reference Case that integrates commodity price assumptions, resource additions and retirements

Load forecast based on utility filings

Build-out of all known and reasonably foreseeable transmission projects

Renewable additions to meet existing state standards

MISO and PJM capacity payments reach Cost of New Entry assumptions when reserve margins drop below 15%

Coal and transportation costs are based on Ventyx Coal Sub-Module that utilizes a least cost algorithm that includes variable cost of coal producers and different modes of transport

Natural gas prices based upon NYMEX strip as of January 5, 2011

Plant-level assumptions for heat rates, capacity factors and O&M are based on

Ventyx's Energy Velocity database (based on FERC data where available)

Applied Credit Suisse Mid-Case

(1)

(60GW of retirements) MACT retirement assumptions

Retirement of coal fired units smaller than 300MW without environmental controls

Compliance with all other existing environmental legislation (CATR, RGGI, EPA Tailoring Rule, etc.)

26

(1)

Source: Credit Suisse report, "Growth From Subtraction" dated September 23, 2010.

VENTYX PLANT MARGIN

RESULTS

27

Year

2011

2012

2013

2014
2015
2016
2017
2018
2019
2020

Assumption Summary

NYMEX Gas

\$4.57
\$5.00
\$5.24
\$5.44
\$5.64
\$5.83
\$6.00
\$6.19
\$6.37
\$6.56

CIN ATC Power

\$33.10
\$36.09
\$40.07
\$42.41
\$47.37
\$51.77
\$53.18
\$55.08
\$56.75
\$58.38

PJM ATC Power

\$33.27
\$36.11
\$40.04
\$42.49
\$47.28
\$51.41
\$52.92
\$55.18
\$56.87
\$58.63

Baldwin

MWs

1,784
1,784
1,784
1,784
1,784
1,784
1,784

1,784

1,784

1,784

GWh

11,814

11,812

11,813

11,811

11,814

11,825

11,825

11,850

11,862

11,874

Energy Revenue

\$383

\$406

\$449

\$491

\$553

\$609

\$628

\$654

\$675

\$697

Capacity Revenue

\$3

\$18

\$18

\$200

\$208

\$210

\$213

\$213

\$215

Fuel Costs

(\$164)

(\$168)

(\$174)

(\$214)

(\$219)

(\$234)

(\$245)

(\$253)

(\$266)

(\$273)

O&M Costs

(\$65)

(\$68)

(\$70)

(\$73)

(\$74)

(\$76)

(\$78)

(\$80)

(\$82)

(\$84)

EBITDA

\$153

\$173

\$223

\$222

\$460

\$507

\$515

\$533

\$541

\$554

Havana 6

MWs

441

441

441

441

441

441

441

441

441

441

GWh

2,872

2,839

2,825

2,858

2,869

2,878

2,878

2,884

2,887

2,890

Energy Revenue

\$93

\$98

\$108

\$119

\$135

\$148

\$153

\$159
\$164
\$170
Capacity Revenue

\$1
\$4
\$4
\$49
\$52
\$52
\$53
\$53
\$53
Fuel Costs

(\$46)
(\$47)
(\$51)
(\$54)
(\$56)
(\$59)
(\$62)
(\$64)
(\$67)
(\$69)

O&M Costs
(\$17)
(\$19)
(\$18)
(\$18)
(\$19)
(\$19)
(\$20)
(\$20)
(\$21)
(\$21)

EBITDA
\$30
\$32
\$43
\$51
\$110
\$121
\$123
\$127
\$129
\$132

VENTYX PLANT MARGIN
RESULTS (CONT'D)

28

Year

2011

2012

2013

2014
2015
2016
2017
2018
2019
2020

Wood River 4-5

MWs

444
444
360
360
360
360
360
360
360
360
360

GWh

2,904
2,871
2,353
2,377
2,377
2,380
2,380
2,384
2,387
2,389

Energy Revenue

\$94
\$100
\$90
\$99
\$111
\$122
\$126
\$132
\$136
\$140

Capacity Revenue

\$1
\$4
\$4
\$40
\$42
\$42
\$43

\$43
\$43
Fuel Costs
(\$50)
(\$51)
(\$41)
(\$42)
(\$43)
(\$45)
(\$47)
(\$48)
(\$51)
(\$52)
O&M Costs
(\$17)
(\$19)
(\$16)
(\$17)
(\$17)
(\$18)
(\$18)
(\$19)
(\$19)
(\$20)
EBITDA
\$28
\$30
\$36
\$44
\$91
\$102
\$104
\$107
\$109
\$112
Kendall
MWs
1,224
1,224
1,224
1,224
1,224
1,224
1,224
1,224
1,224
1,224
1,224
GWh
670
624

903
934
1,217
1,389
1,321
1,213
1,220
1,174
Energy Revenue
\$38
\$40
\$68
\$71
\$97
\$122
\$119
\$117
\$120
\$119
Capacity Revenue
\$78
\$49
\$12
\$12
\$61
\$109
\$117
\$118
\$116
\$123
Fuel Costs
(\$24)
(\$24)
(\$36)
(\$39)
(\$53)
(\$62)
(\$60)
(\$58)
(\$60)
(\$59)
O&M Costs
(\$18)
(\$18)
(\$19)
(\$20)
(\$21)
(\$22)
(\$22)
(\$22)

(\$23)

(\$24)

EBITDA

\$74

\$47

\$25

\$24

\$85

\$147

\$154

\$155

\$153

\$160

Ontelaunee

MWs

574

574

574

574

574

574

574

574

574

574

GWh

2,600

2,767

2,839

2,732

2,615

2,606

2,596

2,612

2,679

2,628

Energy Revenue

\$122

\$147

\$169

\$145

\$149

\$159

\$162

\$167

\$174

\$175

Capacity Revenue

\$37

\$23

\$47
\$47
\$51
\$54
\$55
\$58
\$61
\$64
Fuel Costs
(\$89)
(\$104)
(\$111)
(\$111)
(\$110)
(\$113)
(\$116)
(\$120)
(\$127)
(\$128)
O&M Costs
(\$13)
(\$14)
(\$15)
(\$15)
(\$15)
(\$15)
(\$15)
(\$15)
(\$16)
(\$16)
(\$17)
EBITDA
\$56
\$52
\$90
\$67
\$75
\$85
\$86
\$89
\$92
\$94

VENTYX BIOGRAPHY

Ventyx is a business solutions provider offering software, data and advisory services to energy, utility, communications, and other asset-intensive commercial industries. Ventyx was formed in 2007 by the merger of MDSI and Indus International and the acquisition of Global Energy Decisions and New Energy Associates during that same year. Each of these companies traces their roots to the 1970 s and have been providing clients in the energy sector with energy

planning, decision support, energy trading and operations solutions. In 2010 Ventyx was purchased by ABB, a global leader in power and automation technologies.

The Ventyx Advisory Services Practice, which performed part of the analysis in this presentation, traces its roots to the legacy Global Energy Decisions and New Energy Associates companies. The keystone product of the Ventyx Advisors Practice is the Ventyx Reference Case which is a semi-annual forecast of North American power and fuel markets. The Ventyx reference case is utilized by utilities, power generators, investment bankers and market regulators as an independent view of the current and expected state of power and fuel markets. Over the lifetime of this product offering the Ventyx reference case has become widely recognized with a large subscriber base.

29

30

**KEY DCF VALUATION
ASSUMPTIONS**

All DCF-based valuation metrics used in the Sum Of the Parts valuation on page 8 and elsewhere in this presentation included the following assumptions:

Capacity factors based on historical plant-by-plant data and management guidance from public presentations

Strip gas prices through 2015 as of 10/29/10 with a flat \$6 long-term natural gas price thereafter

Long-term CAPP coal of \$70/ton and PRB of \$12.50/ton

Increased coal transportation costs upon contract expiration

Near

term

MISO

power

prices

set

by

natural

gas

approximately

15%

of

the

time

until

equilibrium at which point gas sets MISO power prices for all on-peak hours

Dynegy unscrubbed coal plants retired in 2015

Baldwin plant-to-hub basis normalized in 2014 as a result of plant shutdowns

\$850/kw

CCGT

and

\$625/kw

peaker

newbuild

economics

by

2016

-

2018

driven

by

plant

retirements from POTENTIAL EPA HAPS/MACT rules

10% WACC on unlevered cash flows

Taxes calculated on a corporate level

All relevant capital expenditures (including environmental expenditures) included in DCFs on an NPV basis

Plant by plant model is calibrated to tie to 2010 guidance and therefore incorporates all

SG&A costs (including regional overhead expenses)

Disclaimer: Seneca Capital's beliefs regarding current and future value are based upon assumptions, including as to the future however, substantial risks and uncertainties exist such that actual performance may deviate materially from Seneca Capital's f

ASSUMPTIONS FOR ESTIMATING
CHANGE IN FORWARD GROSS MARGINS

31
2011
2012
2013
2014

2015

Capacity (MW)

Midwest Coal

3,144

2,980

2,980

2,687

2,687

Danskammer

370

370

370

370

370

Ontelaunee

580

580

580

580

580

Kendall

1,200

1,200

1,200

1,200

1,200

Casco Bay

540

540

540

540

540

Independence

1,064

1,064

1,064

1,064

1,064

Moss Landing 1&2

1,020

1,020

1,020

1,020

1,020

Capacity Factor

Midwest Coal

85.0%

85.0%

85.0%

85.0%

85.0%

Danskammer

85.0%

85.0%

85.0%

85.0%

85.0%

Ontelaunee

47.6%

47.6%

47.6%

47.6%

47.6%

Kendall

47.6%

47.6%

47.6%

47.6%

47.6%

Casco Bay

47.6%

47.6%

47.6%

47.6%

47.6%

Independence

47.6%

47.6%

47.6%

47.6%

47.6%

Moss Landing 1&2

57.1%

57.1%

57.1%

57.1%

57.1%

DYN Hedge Assumption

Midwest Coal

100%

15%

Danskammer

100%

40%

Ontelaunee

100%

15%

Kendall

100%

23%

23%

23%

23%

Casco Bay

100%

40%

Independence

100%

70%

70%

64%

Moss Landing 1&2

100%

50%

ASSUMPTIONS FOR ESTIMATING
CHANGE IN FORWARD GROSS MARGINS

32
(1)
2011
2012
2013

2014

2015

Power Price / Spark Spread (\$/MWh as of 8/12/2010)

Midwest Coal

\$32.05

\$34.21

\$36.97

\$40.37

\$44.09

Danskammer

\$48.42

\$50.30

\$53.16

\$56.40

\$58.68

Ontelaunee

\$18.03

\$17.47

\$18.65

\$20.17

\$22.90

Kendall

\$1.57

\$0.39

\$0.56

\$1.65

\$3.94

Casco Bay

\$8.37

\$8.80

\$10.18

\$12.28

\$14.75

Independence

(\$0.26)

(\$2.02)

(\$1.84)

(\$3.25)

(\$1.69)

Moss Landing 1&2

\$8.03

\$10.01

\$11.68

\$15.21

\$16.20

Power Price / Spark Spread (\$/MWh as of 12/31/2010)

Midwest Coal

\$32.39

\$35.04

\$37.82

\$40.78

\$43.29

Danskammer

\$49.02

\$50.53

\$52.58

\$54.41

\$56.37

Ontelaunee

\$20.58

\$20.60

\$21.54

\$22.40

\$23.97

Kendall

\$3.48

\$2.38

\$2.91

\$4.15

\$5.28

Casco Bay

\$10.62

\$9.97

\$10.54

\$11.20

\$11.81

Independence

\$2.46

\$1.99

\$2.33

\$2.60

\$2.77

Moss Landing 1&2

\$8.69

\$16.33

\$20.68

\$21.43

\$22.18

Change in Gross Margin (\$ mm)

Midwest Coal

\$16

\$19

\$8

(\$16)

Danskammer

\$0

(\$2)

(\$5)

(\$6)
Ontelaunee

\$6
\$7
\$5
\$3

Kendall

\$8
\$9
\$10
\$5

Casco Bay

\$2
\$1
(\$2)
(\$7)

Independence

\$5
\$6
\$9
\$20

Moss Landing 1&2

\$3
\$8
\$6
\$5
(1)

Assumes that DYN captures 18% of the spark spread improvement in 2012+ due to requirement to purchase carbon credits.