

SO ORDERED

Date signed November 10, 2003



Paul Mannes

PAUL MANNES
U. S. BANKRUPTCY JUDGE

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

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

**ORDER UNDER FED. R. BANKR. P. 3003 (c)(3) FIXING
DEADLINE FOR FILING PROOFS OF CLAIM AND APPROVING
FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion dated October 17, 2003 for an order establishing a deadline for the filing of proofs of claims in this case and approving the form and manner of notice thereof (the "Motion") filed by USGen New England, Inc., debtor and debtor in possession (the "Debtor"); and the Court having determined that the relief requested in the Motion is in the best interest of the Debtor, its estate, creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation and sufficient cause appearing therefor; it is, by the United States Bankruptcy Court for the District of Maryland, hereby:

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. All capitalized terms used in this Order have the meaning given to them in the Motion unless otherwise provided in this Order.
3. The deadline for filing proofs of claims in this case is January 9, 2004 (the “Bar Date”).
4. The notice of the Bar Date, substantially in the form attached hereto as Exhibit A (the “Bar Date Notice”), and the manner of providing notice of the Bar Date, as set forth in the Motion and this Order, are approved and are deemed to satisfy the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.
5. The Debtor shall serve all known creditors with the following documents:
(i) the Bar Date Notice; and (ii) a proof of claim form, substantially in the form of Official Bankruptcy Form No. 10. Such notice shall be served by first-class mail on or before November 20, 2003.
6. Proofs of claim shall be accompanied by supporting documentation or, if voluminous, a summary thereof, and may be submitted in person or by courier service, hand delivery or mail. Facsimile submissions will not be accepted.
7. The following persons or entities are **not** required to file a proof of claim on or before the Bar Date:
 - a. any affiliate of the Debtor except those identified on Exhibit B annexed hereto (i.e., the affiliates listed on Exhibit B must file a proof of claim on or before the Bar Date);

- b. any current employee of the Debtor regarding a claim arising in the ordinary course of their employment with the Debtor (e.g., for wages, PTO, ordinary course bonuses, etc.);
- c. any person or entity that has properly filed, with the Clerk of the United States Bankruptcy Court for the District of Maryland (Greenbelt Division), a proof of claim against the Debtor utilizing a claim form that substantially conforms to Official Form No. 10;
- d. any person or entity (i) whose claim is listed on the Debtor's Schedules, (ii) whose claim is **not** described as "disputed," "contingent," or "unliquidated," **and** (iii) who does not dispute the amount or nature of the claim for such person or entity as set forth in the Schedules;
- e. any person or entity whose claim has been paid or otherwise satisfied by the Debtor; and
- f. any person or entity that holds a claim that has been allowed by an order (other than an order allowing such claim for voting purposes) of this Court entered on or before the Bar Date.

8. Any claim respecting the postpetition rejection of an unexpired lease or executory contract of the Debtor (a "Contract"), must be filed by the later of (a) thirty (30) days after the date of any order authorizing the Debtor to reject such Contract, and (b) the Bar Date unless the Order authorizing the rejection of such unexpired lease or executory Contract provides for an earlier or later date in which case such earlier or later date shall govern in all respects; provided, however, that if an Agreement is not rejected prior to the time such Agreement expires, such claims must be filed by the later of (i) the Bar Date, and (ii) thirty (30) days after such date of expiration.

9. Any claim holder required by this Order to file a proof of claim that fails to file its proof of claim on or before the Bar Date shall be forever barred, estopped, and permanently enjoined from (i) asserting such claim, whether directly or indirectly, against the Debtor, its successors and assigns and its property (or filing a proof of claim with respect

thereto), (ii) participating in any distribution in this chapter 11 case on account of such claim, and (iii) receiving further notices regarding such claim.

10. The Debtor, or its agent, shall cause notice of the Bar Date to be published on or before November 20, 2003, in the national edition of The Wall Street Journal and The Washington Post.

11. Nothing in this Order shall be deemed to prejudice the rights of the Debtor or any other party in interest to dispute, or to assert offsets or defenses to, any claim as to amount, liability, classification or otherwise, or to designate subsequently any claim as disputed, contingent, or unliquidated.

12. The Debtor is authorized to take such actions as may be reasonable to implement and effectuate the terms of this Order, including, but not limited to, incurring and paying all expenses associated with providing the notices described herein.

13. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

END OF ORDER

cc:

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

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

NOTICE OF BAR DATE FOR FILING PROOFS OF CLAIM

PLEASE TAKE NOTE OF THE FOLLOWING:

PLEASE TAKE NOTICE that on July 8, 2003, USGen New England, Inc., debtor and debtor in possession (the "Debtor"), filed a voluntary petition for relief under chapter 11 of title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Maryland (the "Court").

PLEASE TAKE FURTHER NOTICE that on _____, 2003, the United States Bankruptcy Court for the District of Maryland (the "Bankruptcy Court") entered an order fixing _____, **2003** (the "Bar Date") as the deadline for filing proofs of claim and approving the form and manner of notice thereof (the "Bar Date Order").

PLEASE TAKE FURTHER NOTICE that creditors are required to file a proof of claim in this case. If any creditor (other than those identified in the next paragraph) does not file a proof of claim before the Bar Date, then pursuant to the Bar Date Order, the holder of such claim shall be forever barred from filing such claim or asserting any claim or interest against the Debtor or its estate.

PLEASE TAKE FURTHER NOTICE that the following creditors are **not** required to file a proof of claim by the Bar Date: (i) any affiliate of the Debtor except those identified on Exhibit B annexed hereto (i.e., the affiliates listed on the annexed Exhibit B must file a proof of claim on or before the Bar Date); (ii) any current employee of the Debtor regarding a claim arising in the ordinary course of their employment with the Debtor (e.g., for wages, PTO, ordinary course bonuses, etc.); (iii) any person or entity that has properly filed, with the Clerk of the United States Bankruptcy Court for the District of Maryland (Greenbelt Division), a proof of claim against the Debtor utilizing a claim form that substantially conforms to Official Form No. 10; (iv) any person or entity (a) whose claim is listed on the Debtor's schedules and statement of financial affairs filed with the Court (collectively, the "Schedules"), (b) whose claim is **not** described as "disputed," "contingent," or "unliquidated," **and** (c) who does not dispute the amount or nature of the claim for such person or entity as set forth in the Schedules; (v) any person or entity whose claim has been paid or otherwise satisfied by the Debtor; and (vi) any person or entity that holds a claim that has been allowed by an order (other

than an order allowing such claim for voting purposes) of this Court entered on or before the Bar Date.

PLEASE TAKE FURTHER NOTICE that any holder of claim against the Debtor arising from the rejection by the Debtor of an executory contract or unexpired lease must file a proof of claim for such claim before the later of (a) thirty (30) days after the date of entry of any order authorizing the Debtor to assume or reject such lease and (b) the Bar Date UNLESS the Order authorizing the rejection of such executory contract or unexpired lease provides for an earlier or later date in which case such earlier or later date shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that each proof of claim form must specifically set forth the full name and proper chapter 11 case number of the Debtor.

PLEASE TAKE FURTHER NOTICE that the claim must be filed, either by mail, by hand or in person (between 9:00 a.m. and 4:30 p.m. on business days), so that it is received on or before the Bar Date by the Clerk of the Bankruptcy Court at the following address:

(if mailed)

USGen New England, Inc. Claims Processing
P.O. Box 5285
FDR Station
New York, NY 10150-5285

(if sent by Overnight courier)

USGen New England, Inc. Claims Processing
c/o Bankruptcy Services LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

PLEASE TAKE FURTHER NOTICE THAT IF ANY CREDITOR FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE ____ P.M. PREVAILING EASTERN TIME, _____, 2003 ON ACCOUNT OF ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTOR, THEN (a) SUCH CREDITOR SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO); (b) THE DEBTOR AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM; AND (c) SUCH CREDITOR SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS FOR THE DEBTOR OR PARTICIPATE IN ANY DISTRIBUTION IN THIS CHAPTER 11 CASE ON ACCOUNT OF SUCH CLAIM.

PLEASE TAKE FURTHER NOTICE that the Schedules may be examined and inspected by interested parties at either (i) the offices of Bankruptcy Services, LLC, 757 Third Avenue, New York, New York 10017, during regular business hours; or (ii) Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Maryland (Greenbelt Division), 6500 Cherry Wood Lane, Greenbelt, Maryland 20770, during posted hours. Creditors that wish to rely on the Schedules shall have the responsibility for determining that their Claims are accurately listed therein.

PLEASE TAKE FURTHER NOTICE that if the Debtor amends the Schedules subsequent to the date hereof, the Debtor shall give notice of such amendment to the holders of the Claims affected thereby and such holders shall be afforded thirty (30) days from the date on which such notice is given (or such other time period as may be fixed by the Court) to file proofs of claim, if necessary, or forever be barred from doing so and the affected Claim shall be forever discharged. Additionally, any such holder shall not be permitted to vote on the plan of reorganization of the Debtor or participate in this chapter 11 case on account of such claim.

PLEASE TAKE FURTHER NOTICE that if you require additional information regarding the filing of a proof of claim, you may contact Bankruptcy Services LLC, by telephone at (646) 282-2500 between 9:00 a.m. and 5:00 p.m. (prevailing Eastern Time), or by writing to Bankruptcy Services LLC, 757 Third Avenue, New York, New York 10017 (Attention: USGen New England, Inc.). The claims registers for the Debtor will be available in Bankruptcy Services' offices and at the Bankruptcy Court.

Dated: October ____, 2003
_____, Maryland

BLANK ROME LLP

/s/ John Lucian

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Counsel for the Debtor and Debtor in Possession

Affiliates NOT Excluded From The Bar Date

PG&E Corporation
Pacific Gas and Electric Company
PG&E National Energy Group, LLC
Pittsfield Generating Company, L.P.