

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 08/30/2013</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 08/30/2013	
1b Three-digit plan number (PN) ▶	002				
1c Effective date of plan 08/30/2013					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BRAYTON POINT ENERGY, LLC 601 TRAVIS STREET SUITE 1400 HOUSTON, TX 77002	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 06-1766694</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 713-507-6400</td> </tr> <tr> <td>2d Business code (see instructions) 221100</td> </tr> </table>	2b Employer Identification Number (EIN) 06-1766694	2c Plan Sponsor's telephone number 713-507-6400	2d Business code (see instructions) 221100	
2b Employer Identification Number (EIN) 06-1766694					
2c Plan Sponsor's telephone number 713-507-6400					
2d Business code (see instructions) 221100					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	RICHARD KELLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	RICHARD KELLY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	153
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	149
a(2) Total number of active participants at the end of the plan year		6a(2)	140
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	9
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	149
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	149
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	149
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☐ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BRAYTON POINT ENERGY, LLC	D Employer Identification Number (EIN) 06-1766694	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB INVESTMENT MGMT CO.

94-3106735

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CHERNOFF DIAMOND & CO., LLC

11-2836994

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 17 37 50 64	NONE	6482	Yes ☒ No ☐	Yes ☐ No ☒	16501	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	6126	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHERNOFF DIAMOND & CO., LLC	11 15 17 37 50 64	16501
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CHARLES SCHWAB & CO., INC. 94-1737782	MUTUAL FUND REVENUE RECAPTURE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB BANK	19	6126
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CHERNOFF DIAMOND & CO., LLC 11-2836994	CUSTODIAL AND TRUST FEE PAID BY CHERNOFF DIAMOND	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRAYTON POINT ENERGY, LLC</u>		D Employer Identification Number (EIN) <u>06-1766694</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	608	186
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	222148	371945
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	418553	318722
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	6647272	8422784
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7288581	9113637

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7288581	9113637
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1394193	
(B) Participants	2a(1)(B)	1464080	
(C) Others (including rollovers)	2a(1)(C)	206451	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3064724

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	33	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	14246	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14279

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	263473	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		263473

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		395797
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3738273

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1800405	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1800405
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	6482	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6482
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1806887

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1931386
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		106330

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BLUM, SHAPIRO & CO.

(2) EIN: 06-1009205

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
BRAYTON POINT ENERGY, LLC 401(K) PLAN	06-1766694	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRAYTON POINT ENERGY, LLC</u>	D Employer Identification Number (EIN) <u>06-1766694</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>06-1766694</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR
BARGAINING EMPLOYEES**

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES

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Accounting | Tax | Business Consulting

Independent Auditors' Report

To the Plan Administrator
Brayton Point Energy, LLC 401(K) Plan for Bargaining Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Brayton Point Energy, LLC 401(K) Plan for Bargaining Employees, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014 and for the period from August 30, 2013 through December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Plan's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2014 and 2013, for the year ended December 31, 2014 and for the period ended December 31, 2013 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplemental Information

The supplemental schedules of assets (held at end of year) as of December 31, 2014 and 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Blum, Shapiro & Company, P.C.

West Hartford, Connecticut
June 14, 2015

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments		
Money market funds	\$ 371,945	\$ 222,148
Mutual funds	<u>8,422,784</u>	<u>6,647,272</u>
Total investments	8,794,729	6,869,420
Receivables		
Notes receivable from participants	318,722	418,553
Cash	<u>186</u>	<u>608</u>
Total assets	9,113,637	7,288,581
LIABILITIES		
Accounts Payable and Accrued Expenses	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u><u>\$ 9,113,637</u></u>	<u><u>\$ 7,288,581</u></u>

The accompanying notes are an integral part of the financial statements

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014 AND FOR THE
PERIOD FROM AUGUST 30, 2013 THROUGH DECEMBER 31, 2013**

	<u>2014</u>	<u>2013</u>
Additions to Net Assets Attributed to		
Investment income:		
Net appreciation in fair value of investments	\$ 395,797	\$ 247,506
Interest and dividend income	<u>263,506</u>	<u>115,459</u>
Net investment income	<u>659,303</u>	<u>362,965</u>
Interest income on notes receivable from participants	<u>14,246</u>	<u>4,501</u>
Contributions:		
Employee - pre-tax deferrals	1,372,502	425,823
Employee - Roth deferrals	91,578	25,862
Employee - rollovers	206,451	6,160,260
Employer - matching	648,555	209,178
Employer - profit sharing	<u>745,638</u>	<u>232,802</u>
Total contributions	<u>3,064,724</u>	<u>7,053,925</u>
Total additions	<u>3,738,273</u>	<u>7,421,391</u>
Deductions from Net Assets Attributed to		
Benefits paid to participants	1,800,405	131,885
Administrative expenses	<u>6,482</u>	<u>925</u>
Total deductions	<u>1,806,887</u>	<u>132,810</u>
Transfer Out of Plan		
Transfer to Brayton Point Energy, LLC 401(K) Plan	<u>106,330</u>	<u>-</u>
Net Increase in Net Assets	1,825,056	7,288,581
Net Assets Available for Benefits - Beginning of Year	<u>7,288,581</u>	<u>-</u>
Net Assets Available for Benefits - End of Year	<u><u>\$ 9,113,637</u></u>	<u><u>7,288,581</u></u>

The accompanying notes are an integral part of the financial statements

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 - DESCRIPTION OF PLAN

The Brayton Point Energy, LLC 401(K) Plan for Bargaining Employees (the Plan) was established on August 30, 2013. This report covers the period of August 30, 2013 through December 31, 2013 (the period ended December 31, 2013) as well as the year ended December 31, 2014.

The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan established to provide retirement benefits for full-time employees of Brayton Point Energy, LLC (the Company) whose employment is governed by a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On August 21, 2014, the Company signed a stock purchase agreement to be acquired by Dynegy Resource II, LLC, a wholly owned subsidiary of Dynegy Inc. (Dynegy). The sale of the Company to Dynegy was finalized on April 1, 2015.

Contributions - Participants may contribute up to 20% of their compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may designate all or a portion of their deferrals as Roth contributions. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers). The Company makes a matching contribution equal to 100% of each participant's elective deferral contribution up to a maximum of 5% of eligible compensation. In addition, the Company may make additional profit-sharing contributions at the discretion of the Board of Directors. The discretionary profit-sharing contribution was 5.33% of each participant's eligible compensation for the year ended December 31, 2014 and for the period ended December 31, 2013. All contributions are subject to certain limitations imposed by the Plan and the Internal Revenue Code (the Code).

Participant Accounts - Each participant's account is credited with the participant's contributions and Company contributions, and allocations of plan earnings. Participant accounts are charged with an allocation of administrative expenses paid by the Plan. Allocations of Company contributions, investment income and administrative expenses are based on participants' compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Investment Options - Participants may direct their contributions into any of the funds offered by the Plan, which are held at Charles Schwab Bank (Schwab). These funds include a variety of investment options with various objectives and degrees of financial risk.

Vesting - Participants are immediately vested in their deferral, rollover and Company matching and profit-sharing contributions, including the earnings on those amounts.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance. Loan terms range from one to five years, except for loans to purchase a primary residence, which may be offered over a term of up to thirty years. The loans are secured by the balance in the participants' accounts and bear interest at a rate commensurate with local prevailing rates, as determined by the plan administrator. The notes currently bear interest at rates ranging from 4.25% to 6%. Participants may only have one loan outstanding at any given time. Generally, principal and interest are paid ratably through payroll deductions.

Payment of Benefits - Upon retirement, disability, death or termination of employment, the participant shall become entitled to the total value of his or her vested account. Distributions will be paid in a lump sum or in installments over a number of years, based upon election of the participant or the Plan, as defined in the Plan. If a participant terminates employment for any reason and his or her vested account balance does not exceed \$1,000, the plan administrator may distribute such amount in a lump-sum payment to the participant without consent of the participant. If the participant's balance is between \$1,000 and \$5,000, the plan administrator may roll the amount into an individual retirement account on behalf of the participant without the consent of the participant.

The Plan also provides for in-service withdrawals by participants who have attained the age of 59½. Upon financial hardship, a participant is entitled to the value of his or her deferral accounts, but not the earnings thereon, which is payable immediately in a lump-sum distribution.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded on the accrual basis. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits - Benefits to participants are recorded when paid.

Plan Expenses - Certain expenses of maintaining the Plan are paid directly by the Company. Fees related to the administration of notes receivable from participants and distributions are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in net appreciation (depreciation) in fair value of investments.

Risks and Uncertainties - The Plan provides for various investment options in money market and mutual funds. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain securities, it is at least reasonably possible that changes in the values of investments will occur in the near term and those changes could materially affect participant account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events - Subsequent events were evaluated through June 14, 2015, the date the financial statements were available to be issued.

NOTE 3 - CERTIFICATIONS BY THE INVESTMENT TRUSTEE

Information presented in the accompanying statements and schedules as of December 31, 2014 and 2013, for the year ended December 31, 2014 and for the period ended December 31, 2013, for investments, notes receivable from participants, investment income and interest income on notes receivable from participants was derived, without audit, from information certified to be complete and accurate by Schwab, the trustee, as permitted by the election made by the plan administrator under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 4 - INVESTMENTS

Investments representing 5% or more of the Plan's net assets available for benefits at December 31, 2014 and 2013, were as follows:

	<u>2014</u>	<u>2013</u>
Mutual funds:		
Schwab S&P 500 Index Fund	\$ 1,509,853	\$ 1,122,963
T Rowe Price Retirement 2030 Fund	1,183,761	768,178
T Rowe Price Retirement 2020 Fund	1,007,847	1,092,346
American Century Equity Growth Fund I	992,094	614,248
American Century Real Estate Inv	635,027	377,737
T Rowe Price Retirement 2040 Fund	564,018	*
Janus Triton Fund Class T	560,565	*
Schwab Target 2040 Fund	*	608,595
Keeley Small Cap Value Fund A	*	507,446
Eaton Vance Income Fund Boston Class A	*	385,207

* Investment was not in excess of 5% of the Plan's net assets available for benefits.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$395,797 for the year ended December 31, 2014 and \$247,506 for the period ended December 31, 2013, all of which was attributable to mutual funds.

NOTE 5 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodology used for assets measured at fair value.

Money Market and Mutual Funds - Money market and mutual funds are valued at the quoted net asset value of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013:

	2014			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 371,945	\$ -	\$ -	\$ 371,945
Mutual funds:				
Equity	4,917,472	-	-	4,917,472
Bond	730,830	-	-	730,830
Retirement date	<u>2,774,482</u>	<u>-</u>	<u>-</u>	<u>2,774,482</u>
Total Assets at Fair Value	<u>\$ 8,794,729</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,794,729</u>

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

	2013			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 222,148	\$ -	\$ -	\$ 222,148
Mutual funds:				
Equity	3,625,011	-	-	3,625,011
Bond	548,011	-	-	548,011
Retirement date	<u>2,474,250</u>	<u>-</u>	<u>-</u>	<u>2,474,250</u>
Total Assets at Fair Value	<u>\$ 6,869,420</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,869,420</u>

There were no transfers between levels of investments during the year ended December 31, 2014 or the period ended December 31, 2013.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of money market and mutual funds managed by affiliates of Schwab. Schwab is a trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Investment and administrative expenses paid by the Plan to Schwab or its affiliates totaled \$6,482 for the year ended December 31, 2014 and \$925 for the period ended December 31, 2013. Certain employees of the Company who participate in the Plan perform administrative services to the Plan at no cost to the Plan. Notes receivable from participants are also party-in-interest transactions.

NOTE 7 - INCOME TAX STATUS

The Plan has adopted a nonstandardized prototype plan that received a favorable opinion letter from the Internal Revenue Service (IRS) that it was in compliance with the applicable requirements of the Code. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the plan administrator believes the Plan was qualified and the related trust was tax exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS**

NOTE 8 - TRANSFER OUT OF THE PLAN

During the year ended December 31, 2014, four participants ceased to be eligible for the Plan as their employment became no longer governed by the terms of the collective bargaining agreement. In accordance with plan provisions, these participants became immediately eligible to participate in the Brayton Point Energy, LLC 401(K) Plan (the Non-Union Plan) and their account balances were transferred from the Plan to the Non-Union Plan. The net assets transferred out of the Plan during the year ended December 31, 2014 were as follows:

Mutual funds	\$ 70,177
Notes receivable from participants	<u>36,153</u>
Net Assets Transferred Out of the Plan	\$ <u>106,330</u>

NOTE 9 - SUBSEQUENT EVENTS

Effective May 18, 2015, the Plan changed trustees from Charles Schwab Bank to Vanguard Fiduciary Trust Company. All basic plan provisions have remained substantially the same.

In connection with the Company's acquisition by Dynegy on April 1, 2015, the Benefit Plans Committee of Dynegy has voted to terminate the Plan when the current collective bargaining agreement expires in May 2017.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2014

Employer Identification Number: 06-1766694
Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Money market fund:			
*	Schwab Investor Money Fund	Money market fund, 371,945 shares	**	\$ 371,945
	Mutual funds:			
*	Schwab S&P 500 Index Fund	Mutual fund, 46,948 shares	**	1,509,853
	T. Rowe Price Retirement 2030 Fund	Mutual fund, 51,423 shares	**	1,183,761
	T. Rowe Price Retirement 2020 Fund	Mutual fund, 48,665 shares	**	1,007,847
	American Century Equity Growth Fund I	Mutual fund, 32,274 shares	**	992,094
	American Century Real Estate Inv	Mutual fund, 21,396 shares	**	635,027
	T. Rowe Price Retirement 2040 Fund	Mutual fund, 23,579 shares	**	564,018
	Janus Triton Fund Class T	Mutual fund, 23,915 shares	**	560,565
	Eaton Vance Income Fund Boston Class A	Mutual fund, 71,026 shares	**	416,213
	Mainstay ICap Select Equity Class I	Mutual fund, 8,453 shares	**	388,330
	Metropolitan West Total Return Bond M	Mutual fund, 28,838 shares	**	314,617
	Wells Fargo Advantage Asia Pacific Fund	Mutual fund, 22,592 shares	**	265,223
	Blackrock Global Small Cap Class A	Mutual fund, 8,308 shares	**	197,397
	Oakmark Equity Income Fund	Mutual fund, 5,102 shares	**	162,797
	Oakmark International Fund	Mutual fund, 5,387 shares	**	125,733
	Harbor Capital Appr Fd Investor Class	Mutual fund, 1,404 shares	**	80,453
	T. Rowe Price Retirement 2010 Fund	Mutual fund, 1,064 shares	**	18,856
	Total mutual funds			<u>8,422,784</u>
*	Participant loans	Interest rates of 4.25% to 6%		<u>318,722</u>
				\$ <u><u>9,113,451</u></u>
*	Party-in-interest			
**	Cost omitted for participant-directed investments			

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2013

Employer Identification Number: 06-1766694
Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Money market fund:			
*	Schwab Investor Money Fund	Money market fund, 222,148 shares	**	\$ 222,148
	Mutual funds:			
*	Schwab S&P 500 Index Fund	Mutual fund, 38,924 shares	**	1,122,963
*	Schwab Target 2020 Fund	Mutual fund, 80,025 shares	**	1,092,346
*	Schwab Target 2030 Fund	Mutual fund, 51,314 shares	**	768,178
	American Century Equity Growth Fund I	Mutual fund, 19,969 shares	**	614,248
*	Schwab Target 2040 Fund	Mutual fund, 38,300 shares	**	608,595
	Keeley Small Cap Value Fund A	Mutual fund, 13,222 shares	**	507,446
	Eaton Vance Income Fund Boston Class A	Mutual fund, 63,566 shares	**	385,207
	American Century Real Estate Inv	Mutual fund, 16,163 shares	**	377,737
	Mainstay ICap Select Equity Class I	Mutual fund, 6,150 shares	**	303,520
	Wells Fargo Advantage Asia Pacific Fund	Mutual fund, 25,330 shares	**	289,264
	Metropolitan West Total Return Bond M	Mutual fund, 15,432 shares	**	162,804
	Third Avenue Value Fund Institutional	Mutual fund, 2,320 shares	**	132,846
	Marsico International Opportunities Fund	Mutual fund, 6,883 shares	**	108,747
	Oakmark Equity Income Fund	Mutual fund, 2,688 shares	**	87,762
	Marsico 21st Century Fund	Mutual fund, 4,052 shares	**	80,478
*	Schwab Target 2010 Fund	Mutual fund, 432 shares	**	5,131
	Total mutual funds			<u>6,647,272</u>
*	Participant loans	Interest rates of 4.25% to 6%		<u>418,553</u>
				<u>\$ 7,287,973</u>
*	Party-in-interest			
**	Cost omitted for participant-directed investments			

ACLD, INC. 401(K) RETIREMENT PLAN
Information for Form 5500, Schedule C
For January 1, 2014 - December 31, 2014

Appendix 1 - Shareholder Servicing Payment Rates :

Charles Schwab & Co., Inc. and its affiliates ("Schwab") may receive indirect compensation from fund companies or their affiliates for shareholder related services. The rate received by Schwab may change from time to time as changes are made by fund companies. Outlined below is an illustration of rates received by Schwab as of the end of the reporting period for funds held in your plan at that time.

On average, the rate earned with respect to your plan's fund holding(s) at Charles Schwab Bank in the fund family(ies) listed is 0.02%, as further detailed below:

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	EIN	Formula
Allianz Funds	06-1349805	Range of 0.00 - 0.02% of average daily balance of assets
American Century Investments	43-0821857	Range of 0.00 - 0.02% of average daily balance of assets
American Funds	95-1411037	Range of 0.00 - 0.02% of average daily balance of assets
Baron Capital Group	13-3122938	Range of 0.00 - 0.02% of average daily balance of assets
BlackRock	04-6171663	Range of 0.00 - 0.02% of average daily balance of assets
Invesco	58-2287224	Range of 0.00 - 0.02% of average daily balance of assets
JPMorgan	13-2624428	Range of 0.00 - 0.02% of average daily balance of assets
Metropolitan West Funds	95-4597302	Range of 0.00 - 0.02% of average daily balance of assets
MFS	04-3253929	Range of 0.00 - 0.02% of average daily balance of assets
Neuberger Berman	13-3216325	Range of 0.00 - 0.02% of average daily balance of assets
Oakmark	04-3276558	Range of 0.00 - 0.02% of average daily balance of assets
OppenheimerFunds	13-2527171	Range of 0.00 - 0.02% of average daily balance of assets
T. Rowe Price	52-2264646	Range of 0.00 - 0.02% of average daily balance of assets
Touchstone	31-0487145	Range of 0.00 - 0.02% of average daily balance of assets
Voya	95-4516049	Range of 0.00 - 0.02% of average daily balance of assets

Received by Charles Schwab Bank (EIN#42-1558009)		
Fund Family/Provider	EIN	Formula
Wilmington Funds	Not Available	Range of 0.00 - 0.02% of average daily balance of assets

Please note, the EIN for Fund Family/Provider was provided by Morningstar and is based on how the fund is marketed on the fund website or in other sales literature. Morningstar evaluates the legal entity options that are available and assigns the Provider Company EIN reflected in the above table(s). The EIN should be representative of the fund company or its affiliates, one or more of which may pay Schwab for shareholder related services.

For more details, please refer to your Schwab service, trust or custody agreements.

If you need additional information, please contact your third party administrator or recordkeeper.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2014

Employer Identification Number: 06-1766694
Plan Number: 002

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*	Schwab S&P 500 Index Fund	Mutual fund, 46,948 shares	**	1,509,853
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	Total mutual funds			<u>8,422,784</u>
*	Participant loans	Interest rates of 4.25% to 6%		<u>318,722</u>
				<u>\$ 9,113,451</u>
*	Party-in-interest			
**	Cost omitted for participant-directed investments			

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2013

Employer Identification Number: 06-1766694
Plan Number: 002

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	Keeley Small Cap Value Fund A	Mutual fund, 13,222 shares	**	507,446
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*	Schwab Target 2010 Fund	Mutual fund, 432 shares	**	5,131
	Total mutual funds			<u>6,647,272</u>
*	Participant loans	Interest rates of 4.25% to 6%		<u>418,553</u>
				<u>\$ 7,287,973</u>
*	Party-in-interest			
**	Cost omitted for participant-directed investments			

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR
BARGAINING EMPLOYEES**

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES

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Accounting | Tax | Business Consulting

Independent Auditors' Report

To the Plan Administrator
Brayton Point Energy, LLC 401(K) Plan for Bargaining Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Brayton Point Energy, LLC 401(K) Plan for Bargaining Employees, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014 and for the period from August 30, 2013 through December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

The Plan's management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2014 and 2013, for the year ended December 31, 2014 and for the period ended December 31, 2013 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplemental Information

The supplemental schedules of assets (held at end of year) as of December 31, 2014 and 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Blum, Shapiro & Company, P.C.

West Hartford, Connecticut
June 14, 2015

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments		
Money market funds	\$ 371,945	\$ 222,148
Mutual funds	<u>8,422,784</u>	<u>6,647,272</u>
Total investments	8,794,729	6,869,420
Receivables		
Notes receivable from participants	318,722	418,553
Cash	<u>186</u>	<u>608</u>
Total assets	9,113,637	7,288,581
LIABILITIES		
Accounts Payable and Accrued Expenses	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u><u>\$ 9,113,637</u></u>	<u><u>\$ 7,288,581</u></u>

The accompanying notes are an integral part of the financial statements

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014 AND FOR THE
PERIOD FROM AUGUST 30, 2013 THROUGH DECEMBER 31, 2013**

	<u>2014</u>	<u>2013</u>
Additions to Net Assets Attributed to		
Investment income:		
Net appreciation in fair value of investments	\$ 395,797	\$ 247,506
Interest and dividend income	<u>263,506</u>	<u>115,459</u>
Net investment income	<u>659,303</u>	<u>362,965</u>
Interest income on notes receivable from participants	<u>14,246</u>	<u>4,501</u>
Contributions:		
Employee - pre-tax deferrals	1,372,502	425,823
Employee - Roth deferrals	91,578	25,862
Employee - rollovers	206,451	6,160,260
Employer - matching	648,555	209,178
Employer - profit sharing	<u>745,638</u>	<u>232,802</u>
Total contributions	<u>3,064,724</u>	<u>7,053,925</u>
Total additions	<u>3,738,273</u>	<u>7,421,391</u>
Deductions from Net Assets Attributed to		
Benefits paid to participants	1,800,405	131,885
Administrative expenses	<u>6,482</u>	<u>925</u>
Total deductions	<u>1,806,887</u>	<u>132,810</u>
Transfer Out of Plan		
Transfer to Brayton Point Energy, LLC 401(K) Plan	<u>106,330</u>	<u>-</u>
Net Increase in Net Assets	1,825,056	7,288,581
Net Assets Available for Benefits - Beginning of Year	<u>7,288,581</u>	<u>-</u>
Net Assets Available for Benefits - End of Year	<u><u>\$ 9,113,637</u></u>	<u><u>7,288,581</u></u>

The accompanying notes are an integral part of the financial statements

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 - DESCRIPTION OF PLAN

The Brayton Point Energy, LLC 401(K) Plan for Bargaining Employees (the Plan) was established on August 30, 2013. This report covers the period of August 30, 2013 through December 31, 2013 (the period ended December 31, 2013) as well as the year ended December 31, 2014.

The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan established to provide retirement benefits for full-time employees of Brayton Point Energy, LLC (the Company) whose employment is governed by a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On August 21, 2014, the Company signed a stock purchase agreement to be acquired by Dynegy Resource II, LLC, a wholly owned subsidiary of Dynegy Inc. (Dynegy). The sale of the Company to Dynegy was finalized on April 1, 2015.

Contributions - Participants may contribute up to 20% of their compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may designate all or a portion of their deferrals as Roth contributions. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers). The Company makes a matching contribution equal to 100% of each participant's elective deferral contribution up to a maximum of 5% of eligible compensation. In addition, the Company may make additional profit-sharing contributions at the discretion of the Board of Directors. The discretionary profit-sharing contribution was 5.33% of each participant's eligible compensation for the year ended December 31, 2014 and for the period ended December 31, 2013. All contributions are subject to certain limitations imposed by the Plan and the Internal Revenue Code (the Code).

Participant Accounts - Each participant's account is credited with the participant's contributions and Company contributions, and allocations of plan earnings. Participant accounts are charged with an allocation of administrative expenses paid by the Plan. Allocations of Company contributions, investment income and administrative expenses are based on participants' compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Investment Options - Participants may direct their contributions into any of the funds offered by the Plan, which are held at Charles Schwab Bank (Schwab). These funds include a variety of investment options with various objectives and degrees of financial risk.

Vesting - Participants are immediately vested in their deferral, rollover and Company matching and profit-sharing contributions, including the earnings on those amounts.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half of their vested account balance. Loan terms range from one to five years, except for loans to purchase a primary residence, which may be offered over a term of up to thirty years. The loans are secured by the balance in the participants' accounts and bear interest at a rate commensurate with local prevailing rates, as determined by the plan administrator. The notes currently bear interest at rates ranging from 4.25% to 6%. Participants may only have one loan outstanding at any given time. Generally, principal and interest are paid ratably through payroll deductions.

Payment of Benefits - Upon retirement, disability, death or termination of employment, the participant shall become entitled to the total value of his or her vested account. Distributions will be paid in a lump sum or in installments over a number of years, based upon election of the participant or the Plan, as defined in the Plan. If a participant terminates employment for any reason and his or her vested account balance does not exceed \$1,000, the plan administrator may distribute such amount in a lump-sum payment to the participant without consent of the participant. If the participant's balance is between \$1,000 and \$5,000, the plan administrator may roll the amount into an individual retirement account on behalf of the participant without the consent of the participant.

The Plan also provides for in-service withdrawals by participants who have attained the age of 59½. Upon financial hardship, a participant is entitled to the value of his or her deferral accounts, but not the earnings thereon, which is payable immediately in a lump-sum distribution.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded on the accrual basis. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits - Benefits to participants are recorded when paid.

Plan Expenses - Certain expenses of maintaining the Plan are paid directly by the Company. Fees related to the administration of notes receivable from participants and distributions are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in net appreciation (depreciation) in fair value of investments.

Risks and Uncertainties - The Plan provides for various investment options in money market and mutual funds. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain securities, it is at least reasonably possible that changes in the values of investments will occur in the near term and those changes could materially affect participant account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events - Subsequent events were evaluated through June 14, 2015, the date the financial statements were available to be issued.

NOTE 3 - CERTIFICATIONS BY THE INVESTMENT TRUSTEE

Information presented in the accompanying statements and schedules as of December 31, 2014 and 2013, for the year ended December 31, 2014 and for the period ended December 31, 2013, for investments, notes receivable from participants, investment income and interest income on notes receivable from participants was derived, without audit, from information certified to be complete and accurate by Schwab, the trustee, as permitted by the election made by the plan administrator under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 4 - INVESTMENTS

Investments representing 5% or more of the Plan's net assets available for benefits at December 31, 2014 and 2013, were as follows:

	<u>2014</u>	<u>2013</u>
Mutual funds:		
Schwab S&P 500 Index Fund	\$ 1,509,853	\$ 1,122,963
T Rowe Price Retirement 2030 Fund	1,183,761	768,178
T Rowe Price Retirement 2020 Fund	1,007,847	1,092,346
American Century Equity Growth Fund I	992,094	614,248
American Century Real Estate Inv	635,027	377,737
T Rowe Price Retirement 2040 Fund	564,018	*
Janus Triton Fund Class T	560,565	*
Schwab Target 2040 Fund	*	608,595
Keeley Small Cap Value Fund A	*	507,446
Eaton Vance Income Fund Boston Class A	*	385,207

* Investment was not in excess of 5% of the Plan's net assets available for benefits.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$395,797 for the year ended December 31, 2014 and \$247,506 for the period ended December 31, 2013, all of which was attributable to mutual funds.

NOTE 5 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodology used for assets measured at fair value.

Money Market and Mutual Funds - Money market and mutual funds are valued at the quoted net asset value of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013:

		2014			
		Level 1	Level 2	Level 3	Total
Money market funds	\$	371,945	\$ -	\$ -	\$ 371,945
Mutual funds:					
Equity		4,917,472	-	-	4,917,472
Bond		730,830	-	-	730,830
Retirement date		2,774,482	-	-	2,774,482
Total Assets at Fair Value	\$	<u>8,794,729</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,794,729</u>

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

	2013			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 222,148	\$ -	\$ -	\$ 222,148
Mutual funds:				
Equity	3,625,011	-	-	3,625,011
Bond	548,011	-	-	548,011
Retirement date	<u>2,474,250</u>	<u>-</u>	<u>-</u>	<u>2,474,250</u>
Total Assets at Fair Value	<u>\$ 6,869,420</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,869,420</u>

There were no transfers between levels of investments during the year ended December 31, 2014 or the period ended December 31, 2013.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of money market and mutual funds managed by affiliates of Schwab. Schwab is a trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Investment and administrative expenses paid by the Plan to Schwab or its affiliates totaled \$6,482 for the year ended December 31, 2014 and \$925 for the period ended December 31, 2013. Certain employees of the Company who participate in the Plan perform administrative services to the Plan at no cost to the Plan. Notes receivable from participants are also party-in-interest transactions.

NOTE 7 - INCOME TAX STATUS

The Plan has adopted a nonstandardized prototype plan that received a favorable opinion letter from the Internal Revenue Service (IRS) that it was in compliance with the applicable requirements of the Code. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the plan administrator believes the Plan was qualified and the related trust was tax exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
NOTES TO FINANCIAL STATEMENTS**

NOTE 8 - TRANSFER OUT OF THE PLAN

During the year ended December 31, 2014, four participants ceased to be eligible for the Plan as their employment became no longer governed by the terms of the collective bargaining agreement. In accordance with plan provisions, these participants became immediately eligible to participate in the Brayton Point Energy, LLC 401(K) Plan (the Non-Union Plan) and their account balances were transferred from the Plan to the Non-Union Plan. The net assets transferred out of the Plan during the year ended December 31, 2014 were as follows:

Mutual funds	\$ 70,177
Notes receivable from participants	<u>36,153</u>
Net Assets Transferred Out of the Plan	\$ <u>106,330</u>

NOTE 9 - SUBSEQUENT EVENTS

Effective May 18, 2015, the Plan changed trustees from Charles Schwab Bank to Vanguard Fiduciary Trust Company. All basic plan provisions have remained substantially the same.

In connection with the Company's acquisition by Dynegy on April 1, 2015, the Benefit Plans Committee of Dynegy has voted to terminate the Plan when the current collective bargaining agreement expires in May 2017.

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2014

Employer Identification Number: 06-1766694
Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Money market fund:			
*	Schwab Investor Money Fund	Money market fund, 371,945 shares	**	\$ 371,945
	Mutual funds:			
*	Schwab S&P 500 Index Fund	Mutual fund, 46,948 shares	**	1,509,853
	T. Rowe Price Retirement 2030 Fund	Mutual fund, 51,423 shares	**	1,183,761
	T. Rowe Price Retirement 2020 Fund	Mutual fund, 48,665 shares	**	1,007,847
	American Century Equity Growth Fund I	Mutual fund, 32,274 shares	**	992,094
	American Century Real Estate Inv	Mutual fund, 21,396 shares	**	635,027
	T. Rowe Price Retirement 2040 Fund	Mutual fund, 23,579 shares	**	564,018
	Janus Triton Fund Class T	Mutual fund, 23,915 shares	**	560,565
	Eaton Vance Income Fund Boston Class A	Mutual fund, 71,026 shares	**	416,213
	Mainstay ICap Select Equity Class I	Mutual fund, 8,453 shares	**	388,330
	Metropolitan West Total Return Bond M	Mutual fund, 28,838 shares	**	314,617
	Wells Fargo Advantage Asia Pacific Fund	Mutual fund, 22,592 shares	**	265,223
	Blackrock Global Small Cap Class A	Mutual fund, 8,308 shares	**	197,397
	Oakmark Equity Income Fund	Mutual fund, 5,102 shares	**	162,797
	Oakmark International Fund	Mutual fund, 5,387 shares	**	125,733
	Harbor Capital Appr Fd Investor Class	Mutual fund, 1,404 shares	**	80,453
	T. Rowe Price Retirement 2010 Fund	Mutual fund, 1,064 shares	**	18,856
	Total mutual funds			<u>8,422,784</u>
*	Participant loans	Interest rates of 4.25% to 6%		<u>318,722</u>
				<u>\$ 9,113,451</u>
*	Party-in-interest			
**	Cost omitted for participant-directed investments			

BRAYTON POINT ENERGY, LLC 401(K) PLAN FOR BARGAINING EMPLOYEES
FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2013

Employer Identification Number: 06-1766694
Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Money market fund:			
*	Schwab Investor Money Fund	Money market fund, 222,148 shares	**	\$ 222,148
	Mutual funds:			
*	Schwab S&P 500 Index Fund	Mutual fund, 38,924 shares	**	1,122,963
*	Schwab Target 2020 Fund	Mutual fund, 80,025 shares	**	1,092,346
*	Schwab Target 2030 Fund	Mutual fund, 51,314 shares	**	768,178
	American Century Equity Growth Fund I	Mutual fund, 19,969 shares	**	614,248
*	Schwab Target 2040 Fund	Mutual fund, 38,300 shares	**	608,595
	Keeley Small Cap Value Fund A	Mutual fund, 13,222 shares	**	507,446
	Eaton Vance Income Fund Boston Class A	Mutual fund, 63,566 shares	**	385,207
	American Century Real Estate Inv	Mutual fund, 16,163 shares	**	377,737
	Mainstay ICap Select Equity Class I	Mutual fund, 6,150 shares	**	303,520
	Wells Fargo Advantage Asia Pacific Fund	Mutual fund, 25,330 shares	**	289,264
	Metropolitan West Total Return Bond M	Mutual fund, 15,432 shares	**	162,804
	Third Avenue Value Fund Institutional	Mutual fund, 2,320 shares	**	132,846
	Marsico International Opportunities Fund	Mutual fund, 6,883 shares	**	108,747
	Oakmark Equity Income Fund	Mutual fund, 2,688 shares	**	87,762
	Marsico 21st Century Fund	Mutual fund, 4,052 shares	**	80,478
*	Schwab Target 2010 Fund	Mutual fund, 432 shares	**	5,131
	Total mutual funds			<u>6,647,272</u>
*	Participant loans	Interest rates of 4.25% to 6%		<u>418,553</u>
				<u>\$ 7,287,973</u>
*	Party-in-interest			
**	Cost omitted for participant-directed investments			