

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of
KGen Power Corporation
Houston, Texas

We have audited the accompanying financial statements of KGen Power Corporation and subsidiaries (the "Company"), which comprise the consolidated statement of net assets as of June 30, 2013 (liquidation basis) and 2012 (going concern basis), the related consolidated statement of changes in net assets for the seven month period ending February 7, 2013 (going concern basis), the five month period ending June 30, 2013 (liquidation basis) and the year ending June 30, 2012 (going concern basis), and the related notes to the consolidated financial statements

Management's Responsibility for the Financial Statements

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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

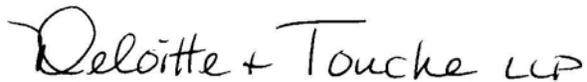
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, (1) the net assets in liquidation of KGen Power Corporation and subsidiaries as of June 30, 2013, (2) the changes in its net assets in liquidation for the period from February 7, 2013 to June 30, 2013, (3) its financial position as of June 30, 2012, and (4) the results of its operations for the year ended June 30, 2012 and for the period from July 1, 2012 to February 7, 2013, in accordance with accounting principles generally accepted in the United States of America applied on the bases described in Note 1 to the financial statements.

Emphasis of Matter Regarding Liquidation Basis of Accounting

As discussed in Note 1 to the financial statements, the stockholders of KGen Power Corporation approved a plan of liquidation on February 7, 2013, and the Company commenced liquidation shortly thereafter. As a result, the Company has changed its basis of accounting for periods subsequent to February 7, 2013 from the going concern basis to the liquidation basis. Our opinion is not modified with respect to this matter.

A handwritten signature in black ink that reads "Deloitte + Touche LLP". The signature is written in a cursive, flowing style.

September 30, 2013