

UNITED STATES COURT OF APPEALS
FOR DISTRICT OF COLUMBIA CIRCUIT

UNITED STATES COURT OF APPEALS
FOR DISTRICT OF COLUMBIA CIRCUIT
FILED DEC 18 2015
CLERK

DEC 18 2015

IN THE
UNITED STATES COURT OF APPEALS
FOR THE DISTRICT OF COLUMBIA CIRCUIT

RECEIVED

GENON MID-ATLANTIC, LLC; INDIAN)
RIVER POWER LLC; LOUISIANA)
GENERATING LLC; MIDWEST)
GENERATION, LLC; NRG CHALK POINT)
LLC; NRG POWER MIDWEST LP; NRG)
REMA LLC; NRG TEXAS POWER LLC; NRG)
WHOLESALE GENERATION LP; VIENNA)
POWER LLC,)

Petitioners,

v.

UNITED STATES ENVIRONMENTAL)
PROTECTION AGENCY; and GINA)
MCCARTHY, ADMINISTRATOR, UNITED)
STATES ENVIRONMENTAL PROTECTION)
AGENCY,)

Respondents.

No. 15-1470

December 18, 2015

PETITION FOR REVIEW

Pursuant to Federal Rule of Appellate Procedure 15(a) and Clean Air Act

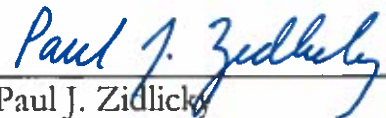
§ 307(b)(1), 42 U.S.C. § 7607(b)(1), GenOn Mid-Atlantic, LLC; Indian River Power

ORIGINAL

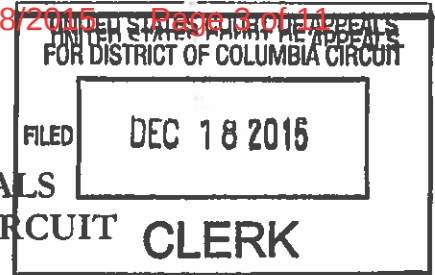
LLC; Louisiana Generating LLC; Midwest Generation, LLC; NRG Chalk Point LLC; NRG Power Midwest LP; NRG Rema LLC; NRG Texas Power LLC; NRG Wholesale Generation LP; and Vienna Power LLC hereby petition this Court for review of a nationally applicable rule of respondent the United States Environmental Protection Agency. The Agency adopted the final rule, “Carbon Pollution Emission Guidelines for Existing Stationary Sources: Electric Utility Generating Units,” on August 3, 2015, and it was published in the Federal Register on October 23, 2015. 80 FR 64662 (Oct. 23, 2015). Respondents issued this rule pursuant to Clean Air Act § 111(d), 42 U.S.C. § 7411(d); it is to be codified in 40 C.F.R. Part 60, subpart UUUU.

Petitioners seek review of the final rule on the grounds, *inter alia*, that portions (or possibly all) of the rule are arbitrary and capricious, contrary to the United States Constitution and the Clean Air Act and regulations promulgated thereunder, and otherwise contrary to law. Petitioners request that this Court hold unlawful, vacate, enjoin, and set aside portions (or possibly all) of the final rule, and that the Court provide such additional relief as may be necessary and appropriate.

Respectfully submitted,



Paul J. Zidlicko
SIDLEY AUSTIN, LLP
1501 K St., NW
Washington, DC 20005
202.736.8000
Counsel for Petitioners



DEC 18 2015
IN THE
UNITED STATES COURT OF APPEALS
RECEIVED THE DISTRICT OF COLUMBIA CIRCUIT

GENON MID-ATLANTIC, LLC; INDIAN)
RIVER POWER LLC; LOUISIANA)
GENERATING LLC; MIDWEST)
GENERATION, LLC; NRG CHALK POINT)
LLC; NRG POWER MIDWEST LP; NRG)
REMA LLC; NRG TEXAS POWER LLC;)
NRG WHOLESALE GENERATION LP;)
VIENNA POWER LLC,)

Petitioners,)

v.)

No. 15-1470

UNITED STATES ENVIRONMENTAL)
PROTECTION AGENCY; and GINA)
MCCARTHY, ADMINISTRATOR, UNITED)
STATES ENVIRONMENTAL)
PROTECTION AGENCY,)

December 18, 2015

Respondents.)

ORIGINAL

CORPORATE DISCLOSURE STATEMENT

Pursuant to Fed. R. App. P. 26.1 and L.R. 26.1, GenOn Mid-Atlantic, LLC;
Indian River Power LLC; Louisiana Generating LLC; Midwest Generation, LLC;

NRG Chalk Point LLC; NRG Power Midwest LP; NRG Rema LLC; NRG Texas Power LLC; NRG Wholesale Generation LP; and Vienna Power LLC respectfully submit this Corporate Disclosure Statement and state as follows:

1. GenOn Mid-Atlantic, LLC states as follows: GenOn Mid-Atlantic, LLC exists to provide safe, reliable, and affordable electric power to consumers. It is a limited liability corporation wholly owned by NRG North America LLC, a limited liability corporation wholly owned by GenOn Americas Generation, LLC. GenOn Americas Generation, LLC is a limited liability corporation wholly owned by NRG Americas, Inc. NRG Americas, Inc. is a corporation wholly owned by GenOn Energy Holdings, Inc., a corporation wholly owned by GenOn Energy, Inc. GenOn Energy, Inc. is a corporation wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

2. Indian River Power LLC states as follows: Indian River Power LLC exists to provide safe, reliable, and affordable electric power to consumers. It is a limited liability corporation wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was

a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

3. Louisiana Generating LLC states as follows: Louisiana Generating LLC exists to provide safe, reliable, and affordable electric power to consumers. It is a limited liability corporation wholly owned by NRG South Central Generating LLC, a limited liability corporation which in turn is wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

4. Midwest Generation LLC states as follows: Midwest Generation LLC exists to provide safe, reliable, and affordable electric power to consumers. It is a limited liability corporation wholly owned by Midwest Generation Holdings II, LLC. Midwest Generation Holdings II, LLC is a limited liability corporation wholly owned by Midwest Generation Holdings I, LLC. Midwest Generation Holdings I, LLC is a limited liability corporation 95% of which is owned by Mission Midwest Coal, LLC and 5% of which is owned by Midwest Generation Holdings Limited, which in turn is wholly owned by Mission Midwest Coal, LLC. Mission Midwest Coal, LLC is a limited liability corporation wholly owned by NRG Midwest Holdings LLC, which in turn is a limited liability corporation wholly owned by Midwest Generation EME, LLC. Midwest Generation EME, LLC is a limited liability corporation wholly owned

by NRG Energy Holdings Inc., which is a corporation wholly owned by NRG Acquisition Holdings Inc. NRG Acquisition Holdings Inc. is a corporation wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

5. NRG Chalk Point LLC states as follows: NRG Chalk Point LLC exists to provide safe, reliable, and affordable electric power to consumers. It is wholly owned by GenOn Mid-Atlantic, LLC. GenOn Mid-Atlantic, LLC is a limited liability corporation wholly owned by NRG North America LLC, a limited liability corporation wholly owned by GenOn Americas Generation, LLC. GenOn Americas Generation, LLC is a limited liability corporation wholly owned by NRG Americas, Inc. NRG Americas, Inc. is a corporation wholly owned by GenOn Energy Holdings, Inc., a corporation wholly owned by GenOn Energy, Inc. GenOn Energy, Inc. is a corporation wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

6. NRG Power Midwest LP states as follows: NRG Power Midwest LP

exists to provide safe, reliable, and affordable electric power to consumers. It is a limited partnership 99% of which is owned by NRG Power Generation Assets LLC and 1% of which is owned by NRG Power Midwest GP LLC, a limited liability corporation wholly owned by NRG Power Generation Assets LLC. NRG Power Generation Assets LLC is a limited liability corporation wholly owned by NRG Power Generation LLC, which is a limited liability corporation wholly owned by NRG Americas, Inc. NRG Americas, Inc. is a corporation wholly owned by GenOn Energy Holdings, Inc., a corporation wholly owned by GenOn Energy, Inc. GenOn Energy, Inc. is a corporation wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

7. NRG Rema LLC states as follows: NRG Rema LLC exists to provide safe, reliable, and affordable electric power to consumers. It is a limited liability corporation wholly owned by NRG Northeast Generation, Inc., a corporation wholly owned by NRG Northeast Holdings Inc. NRG Northeast Holdings Inc. is a corporation wholly owned by NRG Power Generation LLC, a limited liability corporation wholly owned by NRG Americas, Inc. NRG Americas, Inc. is a corporation wholly owned by GenOn Energy Holdings, Inc., a corporation wholly owned by GenOn Energy, Inc. GenOn Energy, Inc. is a corporation wholly owned

by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

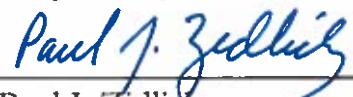
8. NRG Texas Power LLC states as follows: NRG Texas Power LLC exists to provide safe, reliable, and affordable electric power to consumers. It is a limited liability corporation wholly owned by NRG Texas LLC, which in turn is a limited liability corporation wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

9. NRG Wholesale Generation LP states as follows: NRG Wholesale Generation LP exists to provide safe, reliable, and affordable electric power to consumers. It is a limited partnership 99% owned by NRG Power Generation Assets LLC and 1% owned by NRG Wholesale Generation GP LLC, both of which are wholly owned by NRG Power Generation LLC. NRG Power Generation LLC is a limited liability corporation wholly owned by NRG Americas, Inc. NRG Americas, Inc. is a corporation wholly owned by GenOn Energy Holdings, Inc., a corporation wholly owned by GenOn Energy, Inc. GenOn Energy, Inc. is a corporation wholly

owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

10. Vienna Power LLC states as follows: Vienna Power LLC exists to provide safe, reliable, and affordable electric power to consumers. It is a limited liability corporation wholly owned by NRG Energy, Inc., a Delaware publicly-traded corporation. NRG Energy, Inc. has no parent corporation. As of the last reporting period, T. Rowe Price Associates, Inc. held a 10% or greater ownership in NRG Energy, Inc. As of the last reporting period, T. Rowe Price Associates, Inc. was a subsidiary of T. Rowe Price Group, Inc., a publicly-traded company.

Respectfully submitted,



Paul J. Zidlicky
SIDLEY AUSTIN, LLP
1501 K St., NW
Washington, DC 20005
202.736.8000
Counsel for Petitioners

CERTIFICATE OF SERVICE

I hereby certify that on this 18th day of December 2015, I will cause to be served one copy of the foregoing Petition for Review, along with the associated Corporate Disclosure Statement, upon the following:

The Honorable Gina McCarthy
Administrator
U.S. Environmental Protection Agency
Ariel Rios Building
1200 Pennsylvania Avenue, N.W.
Mail Code 1101A
Washington, D.C. 20460
By Federal Express

The Honorable Avi Garbow
General Counsel
U.S. Environmental Protection Agency
Ariel Rios Building
c/o Correspondence Control Unit
1200 Pennsylvania Avenue, N.W.
Mail Code 2311
Washington, D.C. 20460
By Federal Express

The Honorable Loretta E. Lynch
Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530
By Federal Express

Jon M. Lipshultz
U.S. Department of Justice
Environmental Defense Section
Environmental & Natural Resources Division
P.O. Box 7611, Ben Franklin Station
Washington, DC 20044-7611
Counsel for Respondents

By Priority Mail

Eric Hostetler

eric.hostetler@usdoj.gov

Norman Rave

norman.rave@usdoj.gov

United States Department of Justice

Counsel for Respondents

By Email

Scott Jordan

jordan.scott@epa.gov

Howard Hoffman

hoffman.howard@epa.gov

United States Environmental Protection Agency

Counsel for Respondents

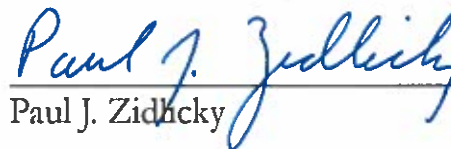
By Email

Walter Stone

walter.stone@nrg.com

NRG Energy, Inc.

By Email



Paul J. Zidicky