

DYNEGY INC.
Form SC 13D/A
March 13, 2015

CUSIP NO.
26817R108
Page 1 of 15

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13) *

DYNEGY INC.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

26817R108
(CUSIP Number)

Edgar Filing: DYNEGY INC. - Form SC 13D/A

Maria Gray
Vice President and Secretary
Franklin Resources, Inc.
One Franklin Parkway
San Mateo, CA 94403 1906
800 632 2350

Authorized to (Name, Address and Telephone Number of Person
Receive Notices and Communications)

March 9, 2015
(Date of Event Which Requires Filing of this
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the

subject of this Schedule 13D, and is filing this schedule because of §§240.13d 1(e), 240.13d 1(f) or

240.13d 1(g), check the following box.[]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule,

including all exhibits. See §240.13d 7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form

with respect to the subject class of securities, and for any subsequent amendment containing information

Edgar Filing: DYNEGY INC. - Form SC 13D/A

which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the

purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities

of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes hereto).

CUSIP
NO. 26817R108
Page 2 of 15

1. NAMES OF REPORTING PERSONS.

Franklin Resources, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e) []

Edgar Filing: DYNEGY INC. - Form SC 13D/A

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,307,773 [1]

Edgar Filing: DYNEGY INC. - Form SC 13D/A

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.7%

14. TYPE OF REPORTING PERSON

HC, CO (See Item 5)

[1] Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

CUSIP
NO. 26817R108
Page 3 of 15

1. NAMES OF REPORTING PERSONS.

Charles B. Johnson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,307,773 [2]

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

Edgar Filing: DYNEGY INC. - Form SC 13D/A

CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.7%

14. TYPE OF REPORTING PERSON

HC,IN (See Item 5)

[2] Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

CUSIP
NO. 26817R108
Page 4 of 15

1. NAMES OF REPORTING PERSONS.

Rupert H. Johnson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e) []

Edgar Filing: DYNEGY INC. - Form SC 13D/A

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,307,773 [3]

Edgar Filing: DYNEGY INC. - Form SC 13D/A

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.7%

14. TYPE OF REPORTING PERSON

HC,IN (See Item 5)

[3] Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

CUSIP NO.
26817R108
Page 5 of 15

1. NAMES OF REPORTING PERSONS.

Franklin Advisers, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e) []

Edgar Filing: DYNEGY INC. - Form SC 13D/A

6. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

17,116,178

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

17,307,773

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,307,773 [4]

Edgar Filing: DYNEGY INC. - Form SC 13D/A

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.7%

14. TYPE OF REPORTING PERSON

IA,CO (See Item 5)

[4] Includes 1,533,887 shares of Common Stock issuable on the exercise of the Warrants as described and defined in Item 3.

CUSIP

NO. 26817R108

Page 6 of 15

This Amendment No. 13 amends and supplements the Schedule 13D originally filed by the reporting persons with the Securities and Exchange Commission (the "SEC") on October 11, 2012 (the "Original Schedule 13D", together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, and Amendment No. 12 to the Original Schedule 13D, collectively, the "Schedule 13D") and the information herein is provided and is correct as of March 10, 2015. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Original Schedule 13D.

Item 1. Security and Issuer

This statement relates to the new common stock, par value \$.01 per share (the "Common Stock"), issued in the restructuring of Dynegy Inc., a Delaware corporation (the "Issuer"), under the Modified Third Amended Chapter 11 Plan of Reorganization for Dynegy Holdings, LLC Proposed by Dynegy Holdings, LLC and the Issuer (the "Plan"). The Plan was described in the Issuer's Current Report on Form 8-K filed on July 13, 2012. The Issuer's principal executive offices are located at 601 Travis Street, Suite 1400, Houston, TX 77002.

Item 2. Identity and Background

(a)-(c), (f) The persons filing this Statement and the citizenship of such filers are listed on the cover pages hereto. The directors and principal executive officers of Franklin Resources, Inc. ("FRI") and its indirectly wholly-owned subsidiary, Franklin Advisers, Inc. ("FAV"), their present principal occupations, citizenship and business addresses, and the business addresses of the filers are listed on Exhibit A.

Edgar Filing: DYNEGY INC. - Form SC 13D/A

(d) During the last five years, none of the filers, and to the best knowledge of the filers, none of the persons listed on Exhibit A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the filers, and to the best knowledge of the filers, none of the persons listed on Exhibit A was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The Common Stock was issued in connection with the Issuer's emergence from Chapter 11 bankruptcy under the Plan. Unsecured notes and lease guaranty claims beneficially owned by one or more open- or closed-end investment companies or other managed accounts that are clients (collectively, "Clients") of FAV were exchanged for the Common Stock pursuant to the Plan. Such liabilities were cancelled and annulled under the Plan.

In addition, FAV received on behalf of certain of the Clients warrants to purchase Common Stock (the "Warrants"), pursuant to that certain Warrant Agreement dated October 1, 2012, a copy of which is incorporated by reference herein as Exhibit D. The Warrants were received on account of the Issuer's class of common stock, par value \$.01 per share (the "Old Common Stock") held by FAV on behalf of these Clients, which was extinguished, cancelled and discharged on the effective date of the Plan. The Warrants became exercisable on the effective date of the Warrant Agreement and entitle the holders thereof to purchase, at any time after such date and before the fifth anniversary of such date, the amount of Common Stock provided in the Warrant Agreement on the terms provided therein. Nevertheless, a holder may not exercise any Warrant if it would cause such holder's beneficial ownership of Common Stock and any other equity securities of the Issuer on parity (with respect to dividends) with such Common Stock (when aggregated with that of any of the holder's affiliates) to require the prior permission (including the expiration of applicable waiting periods) of any governmental or regulatory authority applicable to the Issuer, unless such holder and the Issuer have made all filings and registrations with, and obtained such permission (including the expiration of any such waiting periods) from, any such governmental and regulatory authorities, as are necessary or advisable. The amount of Common Stock issuable on the exercise of the Warrants is included in the number of shares reported on line 11 of each cover page of this Schedule 13D and in Item 5, assuming such amount is not

limited as described in the preceding sentence.

Item 4. Purpose of Transaction

FAV acquired the Old Common Stock and the Common Stock for the Clients for investment. The Common Stock is a new class of securities and is not an additional beneficial ownership interest in the Old Common Stock, as evidenced by, among other things, the fact that the Common Stock has a different CUSIP number from the Old Common Stock. The Common Stock and the Old Common Stock were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the intent to have the effect of changing or influencing the control of the Issuer, and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or with the intent of having that effect. None of FAV and any of the other reporting persons covered by this Schedule 13D currently has any plans or proposals that relate to or would result in any of the actions described in paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D, or any present plans or intentions to acquire or dispose of any securities of the Issuer other than on behalf of the Clients.

Pursuant to the Plan, the Issuer's board of directors had seven members who were selected by a committee of representatives from certain creditor groups, including FAV and the Clients (the "Franklin Entities"). Richard L. Kuersteiner, one of the directors that the committee selected, was proposed by the Franklin Entities. More information about the selection of the directors is attached as an exhibit to the Issuer's report on Form 8-K filed August 15, 2012, and is incorporated herein by reference as Exhibit E. Mr. Kuersteiner was an employee of FRI until his retirement on April 30, 2012, and served in various capacities at FRI from 1990 until then, including Director of Restructuring, Managing Corporate Counsel, Associate

CUSIP NO. 26817R108

Page 7 of 15

General Counsel, and served as an officer of various Franklin Templeton funds. Mr. Kuersteiner is no longer affiliated with FRI or the Franklin Entities and is not a representative of FRI or the Franklin Entities on the Issuer's board of directors.

The Issuer and FAV entered into a Registration Rights Agreement pursuant to which the Issuer agreed to cause shares of the Common Stock (including shares of Common Stock issuable on the exercise of the Warrants) to be registered under Section 5 of the Securities Act of 1933, as amended, in accordance with the terms and conditions of that Agreement. The Registration Rights Agreement became effective on October 1, 2012, and is incorporated by reference herein as Exhibit F.

FAV, on behalf of the Clients, may in the future acquire additional shares of Common Stock or other securities of the Issuer, in the open market, in privately negotiated purchases or otherwise, and may also, depending upon then current circumstances, dispose of all or part of the Common Stock or the Warrants in one or more transactions. Additionally, FAV may on behalf of the Clients, exercise any and all rights as a stockholder of the Issuer in a manner consistent with such equity interests and reserves the right from time to time to formulate plans or proposals regarding the Issuer or any of its securities, including without limitation to carry out any of the actions or transactions described in paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D, to the extent deemed advisable by FAV.

Edgar Filing: DYNEGY INC. - Form SC 13D/A

Item 5. Interest in Securities of the Issuer

(a-b) The 17,307,773 shares of Common Stock covered by this Schedule 13D (including 1,533,887 shares issuable on the exercise of the Warrants), representing 13.7% of the outstanding shares of Common Stock, may be deemed to be beneficially owned by FAV for purposes of Rule 13d-3 under the Act in its capacity as the investment adviser to the Clients pursuant to investment management contracts that grant investment and/or voting power to FAV. When an investment management contract (including a sub-advisory agreement) delegates to FAV investment discretion or voting power over the securities held in the investment advisory accounts that are subject to that agreement, FRI treats FAV as having sole investment discretion or voting authority, as the case may be, unless the agreement specifies otherwise. Accordingly, FAV reports on Schedule 13D that it has sole investment discretion and voting authority over the securities covered by any such investment management agreement. As a result, for purposes of Rule 13d-3 under the Act, FAV may be deemed to be the beneficial owner of the securities reported in this Schedule 13D.

Beneficial ownership by FAV and other affiliates of FRI is being reported in conformity with the guidelines articulated by the SEC staff in Release No. 34 39538 (January 12, 1998) relating to organizations, such as FRI, where related entities exercise voting and investment powers over the securities being reported independently from each other. The voting and investment powers held by Franklin Mutual Advisers, LLC ("FMA"), an indirect wholly owned investment management subsidiary of FRI, are exercised independently from FRI and from all other investment management subsidiaries of FRI (FRI, its affiliates and the investment management subsidiaries other than FMA are, collectively, "FRI affiliates"). Furthermore, internal policies and procedures of FMA and FRI establish informational barriers that prevent the flow between FMA and the FRI affiliates of information that relates to the voting and investment powers over the securities owned by their respective investment management clients. Consequently, FMA and the FRI affiliates report the securities over which they hold investment and voting power separately from each other for purposes of Section 13 of the Act.

Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own in excess of 10% of the outstanding Common Stock of FRI and are the principal stockholders of FRI. FRI and the Principal Shareholders may be deemed to be, for purposes of Rule 13d 3 under the Act, the beneficial owners of securities held by persons and entities for whom or for which FRI's subsidiaries provide investment management services. The number of shares that may be deemed to be beneficially owned and the percentage of the class of which such shares are a part are reported in Items 11 and 13 of the cover pages for FRI and each of the Principal Shareholders. FRI, the Principal Shareholders and FAV disclaim any pecuniary interest in any of the Common Stock. In addition,

Edgar Filing: DYNEGY INC. - Form SC 13D/A

the filing of the Schedule 13D on behalf of the Principal Shareholders, FRI and FAV should not be construed as an admission that any of them is, and each disclaims that it is, the beneficial owner, as defined in Rule 13d 3, of any of the Common Stock.

FRI, the Principal Shareholders, and FAV believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and that they are not otherwise required to attribute to each other the beneficial ownership of the Common Stock held by any of them or by any persons or entities for whom or for which FAV provides investment management services.

CUSIP
 NO. 26817R108
 Page 8 of 15

The number of shares of Common Stock as to which each reporting person on this Schedule 13D and other Investment Management Subsidiaries has:

(i)	Sole power to vote or to direct the vote of the Common Stock:	
	Franklin Resources, Inc.:	0
	Charles B. Johnson:	0
	Rupert H. Johnson, Jr.:	0
	Franklin Advisers, Inc.:	17,116,178
(ii)	Shared power to vote or to direct the vote of the Common Stock:	0
(iii)	Sole power to dispose or to direct the disposition of the Common Stock:	
	Franklin Resources, Inc.:	0
	Charles B. Johnson:	0
	Rupert H. Johnson, Jr.:	0
	Franklin Advisers, Inc.:	17,307,773
(iv)	Shared power to dispose or to direct the disposition of the Common Stock:	

Edgar Filing: DYNEGY INC. - Form SC 13D/A

(c) Other than the transactions described in Exhibit G, none of the reporting persons nor, to the best of their knowledge, any of the persons listed in Exhibit A, have effected any transactions in the Common Stock during the past sixty days.

(d) No person other than the Clients is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock, except Franklin Income Fund, a series of Franklin Custodian Funds, an investment company registered under the Investment Company Act of 1940, has an interest in 14,490,136 shares of Common Stock (including 1,143,273 shares issuable on the exercise of the Warrants), or 11.5% of the class.

(e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the

Issuer

Other than as disclosed above, no person named in Item 2, nor to the best of any such person's knowledge, no person listed in Exhibit A, has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any of the Issuer's securities, including, but not limited to, transfer or voting of any of the securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or giving or withholding proxies.

CUSIP NO.
26817R108
Page 9 of 15

Item 7. Material to Be Filed as Exhibits

Exhibit A: Principal Executive Officers and Directors of FRI and FAV

Exhibit B: Joint Filing Agreement, dated as of March 13, 2015

Exhibit C: Limited Powers of Attorney

Exhibit D: Form of Warrant Agreement, incorporated herein by reference to Exhibit 10.2 of the Issuer's Current Report on Form 8-K filed October 4, 2012

Exhibit E: Information Regarding Selection of New Board of Directors of Reorganized Dynegy, incorporated herein by reference to Exhibit 99.8 of the Issuer's Current Report on Form 8-K filed August 15, 2012

Exhibit F: Form of Registration Rights Agreement incorporated herein by reference to Exhibit 4.1 of the Issuer's Current Report on Form 8-K filed October 4, 2012

Exhibit G: Transactions in the past 60 Days.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set

forth in this statement is true, complete and correct.

Dated: March 13, 2015

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Franklin Advisers, Inc.

By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

Edgar Filing: DYNEGY INC. - Form SC 13D/A

Attorney in Fact for Charles B. Johnson pursuant to a Limited Power of Attorney
attached to this Schedule 13D

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to a Limited Power of
Attorney

attached to this Schedule 13D

Secretary of Franklin Advisers, Inc.

Franklin Custodian Funds on behalf of

Franklin Income Fund

By: /s/KIMBERLY H. NOVOTNY

Kimberly H. Novotny

Vice President and Assistant Secretary of Franklin Custodian Funds

CUSIP
NO. 26817R108
Page 10 of 15

EXHIBIT A

**PRINCIPAL EXECUTIVE OFFICERS, DIRECTORS AND PRINCIPAL
STOCKHOLDERS OF REPORTING PERSONS**

Except where otherwise noted, each of the individuals named below is a citizen of the

United States with a principal business address as indicated below.

Name	Principal Occupation	Residence or Business Address
Gregory E. Johnson	Chairman of the Board, Chief Executive Officer, President and a Director, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Rupert H. Johnson, Jr	Vice Chairman, a Director and a Principal Stockholder, FRI Director, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Jennifer M. Johnson	Executive Vice President and Chief Operating Officer, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Kenneth A. Lewis	Executive Vice President and Chief Financial Officer, FRI Chief Financial Officer, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Craig S. Tyle		

Edgar Filing: DYNEGY INC. - Form SC 13D/A

	Executive Vice President and General Counsel, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
	Chief Legal Officer, FAV	
William Y. Yun	Executive Vice President - Alternative Strategies, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
	Executive Vice President, FAV	
Vijay C. Advani	Executive Vice President - Global Advisory Services, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
	Executive Vice President - Investment Management, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
John M. Lusk	Vice President and Director, FAV	
	Director, FRI; Retired	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Peter K. Barker		
Mariann Byerwalter	Director, FRI; Chairman of the Board, SRI International	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
	Director, FRI; Founder and Managing Member, Tano Capital, LLC	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Charles E. Johnson		
Mark C. Pigott	Director, FRI; Executive Chairman and Director, PACCAR Inc.	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906

CUSIP NO.
26817R108
Page 11 of 15

Name	Principal Occupation	Residence or Business Address
Chutta Ratnathicam	Director, FRI; Retired	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Laura Stein	Director, FRI; Senior Vice President - General Counsel, The Clorox Company	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Seth H. Waugh	Director, FRI; Vice Chairman, Florida East Coast Industries, LLC	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Geoffrey Y. Yang	Director, FRI; Managing Director and Founding Partner, Redpoint Ventures	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Charles B. Johnson	Principal Stockholder, FRI	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Edward B. Jamieson	President and Chief Investment Officer and a Director, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA

Edgar Filing: DYNEGY INC. - Form SC 13D/A

Madison S. Gulley	Executive Vice President, FAV	94403-1906 Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Christopher J. Molumphy	Executive Vice President and Director, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Edward D. Perks	Executive Vice President, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Michael J. Hasenstab	Executive Vice President, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Michael P. McCarthy	Executive Vice President, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Norman R. Frisbie, Jr.	Executive Vice President, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906
Breda M. Beckerle	Chief Compliance Officer, FAV	Franklin Resources, Inc. One Franklin Parkway San Mateo, CA 94403-1906

FRI: Franklin Resources, Inc.

One Franklin Parkway

San Mateo, CA 94403 1906

FRI is primarily engaged, through various subsidiaries, in providing investment management to the open-end investment companies in the Franklin Group of Funds and the Templeton Family of Funds and to domestic and international managed and institutional accounts. FRI's principal line of business is providing investment management, administration, distribution and

Edgar Filing: DYNEGY INC. - Form SC 13D/A

related services to the Franklin Templeton Funds, managed accounts and other investment products.

FRI is the direct parent entity to FAV (see further description below).

FAV: Franklin Advisers, Inc.

One Franklin Parkway

San Mateo, CA 94403-1906

An investment adviser registered with the SEC and investment manager or sub-adviser to a number of U.S.

registered open-end and closed-end investment companies in the Franklin Templeton Group of Funds,

non-U.S. investment funds and private client accounts.

CUSIP
NO. 26817R108
Page 12 of 15

EXHIBIT B

JOINT FILING AGREEMENT

In accordance with Rule 13d 1(k) under the Securities Exchange Act of 1934, as amended, the undersigned

hereby agree to the joint filing with each other of the attached statement on Schedule 13D and to all

amendments to such statement and that such statement and all amendments to such statement are made on

behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement as of March 13, 2015.

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Franklin Advisers, Inc.

By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to a Limited Power of Attorney
attached to this Schedule 13D

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to a Limited Power of
Attorney

attached to this Schedule 13D

Secretary of Franklin Advisers, Inc.

Franklin Custodian Funds on behalf of

Franklin Income Fund

By: /s/KIMBERLY H. NOVOTNY

Kimberly H. Novotny

Vice President and Assistant Secretary of Franklin Custodian Funds

CUSIP NO.
26817R108
Page 13 of 15

C

EXHIBIT

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes

and appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the

undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G

(including any amendments thereto or any related documentation) with the United

States Securities and Exchange Commission, any national securities exchanges and

Edgar Filing: DYNEGY INC. - Form SC 13D/A

Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"),
as

considered necessary or advisable under Section 13 of the Securities
Exchange Act of

1934 and the rules and regulations promulgated thereunder, as amended
from time to

time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such
attorney in fact are necessary or desirable for and on behalf of the
undersigned in
connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require,
each such
attorney in fact to act in their discretion on information provided to such
attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such
attorney in fact on
behalf of the undersigned pursuant to this Limited Power of Attorney will
be in such

form and will contain such information and disclosure as such
attorney in fact, in

his or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact
assumes (i)

any liability for the undersigned's responsibility to comply with the
requirements of

Edgar Filing: DYNEGY INC. - Form SC 13D/A

the Exchange Act or (ii) any liability of the undersigned for any failure to comply

with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from

responsibility for compliance with the undersigned's obligations under the Exchange

Act, including without limitation the reporting requirements under Section 13 of the

Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact

full power and authority to do and perform all and every act and thing whatsoever

requisite, necessary or appropriate to be done in and about the foregoing matters as

fully to all intents and purposes as the undersigned might or could do if present,

hereby ratifying all that each such attorney in fact of, for and on behalf of the

undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of

Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked

by the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 30th day of April, 2007

/s/Charles B. Johnson

Signature

B. Johnson

Name

Charles

Print

CUSIP NO.
26817R108
Page 14 of 15

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes

and appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the

undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G

(including any amendments thereto or any related documentation) with the United

States Securities and Exchange Commission, any national securities exchanges and

Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"), as

Edgar Filing: DYNEGY INC. - Form SC 13D/A

considered necessary or advisable under Section 13 of the Securities Exchange Act of

1934 and the rules and regulations promulgated thereunder, as amended from time to

time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney in fact to act in their discretion on information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney in fact, in

his or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes (i)

any liability for the undersigned's responsibility to comply with the requirements of

the Exchange Act or (ii) any liability of the undersigned for any failure to comply

with such requirements; and

Edgar Filing: DYNEGY INC. - Form SC 13D/A

(4) this Limited Power of Attorney does not relieve the undersigned from

responsibility for compliance with the undersigned's obligations under the Exchange

Act, including without limitation the reporting requirements under Section 13 of the

Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact

full power and authority to do and perform all and every act and thing whatsoever

requisite, necessary or appropriate to be done in and about the foregoing matters as

fully to all intents and purposes as the undersigned might or could do if present,

hereby ratifying all that each such attorney in fact of, for and on behalf of the

undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of

Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked

by the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 25th day of April, 2007

H. Johnson, Jr.

/s/ Rupert

Signature

Johnson, Jr.

Rupert H.

Print Name

CUSIP NO.
26817R108
Page 15 of 15

EXHIBIT G

TRANSACTIONS IN THE PAST 60 DAYS

Each of the transactions described below was a sale of Common Stock in the open market.

Date of Transaction	Number of Shares	Price per Share
		(in U.S. Dollars)
01/15/2015	747,500	31.7588
01/15/2015	2,500	32.1300
01/16/2015	250,000	31.1800
03/09/2015	100,000	26.6000
3/10/2015	53,137	26.7545

As Reported

Adjusted for Stock Split

For the Years Ended December 31,

For the Years Ended December 31,

2005

2004

2003

2005

2004

2003

Per Share Data

Basic earnings per share

Earnings from continuing operations

\$ 1.96

\$ 1.42

\$ 0.33

\$ 0.98

\$ 0.71

Edgar Filing: DYNEGY INC. - Form SC 13D/A

\$

0.17

Earnings (loss) from discontinued operations, net of income taxes

0.03

(0.01

)

0.26

0.02

(0.01

)

0.13

Gain (loss) on sale or closure of discontinued operations, net of income taxes

0.19

0.04

(0.45

)

0.10

0.02

51

	(0.23
)	
Net earnings	
\$	2.18
\$	1.45
\$	0.13
\$	1.09
\$	0.73
\$	0.07

Diluted earnings per share

Earnings from continuing operations

\$

1.92

Edgar Filing: DYNEGY INC. - Form SC 13D/A

\$	1.39
\$	0.32
\$	0.96
\$	0.70
\$	0.16
Earnings (loss) from discontinued operations, net of income taxes	
	0.03
	(0.01)
)	0.26
	0.02
	(0.01)
)	0.13
	54

Edgar Filing: DYNEGY INC. - Form SC 13D/A

Gain (loss) on sale or closure of discontinued operations, net of income taxes

0.19

0.04

(0.45

)

0.10

0.02

(0.23

)

Net earnings

\$

2.14

\$

1.43

\$

0.13

\$

1.07

55

\$

0.72

\$

0.07

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

The company's management, with the participation of the company's Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, the company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the company's disclosure controls and procedures are effective in recording, processing, summarizing, and reporting, on a timely basis, information required to be disclosed by the company in the reports that it files or submits under the Exchange Act, and that such information is accumulated and communicated to the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely discussions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

The company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The company's management, with the participation of the company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the company's internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the company's management has concluded that, as of December 31, 2005, the company's internal control over financial reporting was effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's assessment of the effectiveness of the company's internal control over financial reporting as of December 31, 2005 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control Over Financial Reporting

Edgar Filing: DYNEGY INC. - Form SC 13D/A

We made no change in our internal control over financial reporting during the last fiscal quarter of 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this item is incorporated by reference from the sections of the 2006 Proxy Statement captioned Section 16(a) Beneficial Ownership Reporting Compliance, Audit Committee and Election of Directors. See also Executive Officers of the Registrant in Part I hereof, which is incorporated herein by reference.

The company has a Global Ethics Policy and other policies relating to business conduct, that pertain to all employees, which can be viewed at the company's website www.manitowoc.com. The company has adopted a code of ethics that applies to the company's principal executive officer, principal financial officer, and controller, which is part of the company's Global Ethics Policy and other policies related to business conduct.

Item 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from the sections of the 2006 Proxy Statement captioned Compensation of Directors, Executive Compensation, Report of the Compensation and Benefits Committee on Executive Compensation, and Contingent Employment Agreements.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this item is incorporated by reference from the sections of the 2006 Proxy Statement captioned Ownership of Securities and the subsection captioned Equity Compensation Plans.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is incorporated by reference from the section of the 2006 Proxy Statement captioned Other Information Independent Public Accountants.

Part IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this Report.

(1) Financial Statements:

The following Consolidated Financial Statements are filed as part of this report under Item 8, Financial Statements and Supplementary Date.

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Operations for the years ended December 31, 2005, 2004 and 2003

Consolidated Balance Sheet as of December 31, 2005 and 2004

Consolidated Statements of Cash Flows for the years ended December 31, 2005, 2004 and 2003

Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss) for the years ended December 31, 2005, 2004 and 2003

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules:

Financial Statement Schedule for the years ended December 31, 2005, 2004, and 2003

Schedule	Description	Filed Herewith
II	Valuation and Qualifying Accounts	X

All other financial statement schedules not listed have been omitted since the required information is included in the Consolidated Financial Statements or the Notes thereto, or is not applicable or required under rules of Regulation S-X.

(b) Exhibits:

See Index to Exhibits immediately following the signature page of this report, which is incorporated herein by reference.

THE MANITOWOC COMPANY, INC

AND SUBSIDIARIES

Schedule II: Valuation and Qualifying Accounts

For The Years Ended December 31, 2003, 2004 and 2005

(dollars in thousands)

	Balance at Beginning of Year	Acquisition of Business	Charge to Costs and Expenses	Utilization of Reserve	Impact of Foreign Exchange Rates	Balance at end of Year
Year End December 31, 2003						
Allowance for doubtful accounts	\$ 43,156	\$ 2,089	\$ 2,674	\$ (25,104)	\$ 1,604	\$ 24,419
Inventory obsolescence reserve	\$ 43,734	\$ 459	\$ 4,824	\$ (12,277)	\$ 3,559	\$ 40,299
Deferred tax asset valuation allowance	\$ 2,044	\$ (1,021)	\$ 1,271	\$ (736)	\$	\$ 1,558
Year End December 31, 2004						
Allowance for doubtful accounts	\$ 24,419	\$	\$ 6,246	\$ (6,126)	\$ 1,769	\$ 26,308
Inventory obsolescence reserve	\$ 40,299	\$	\$ 5,313	\$ (9,454)	\$ 1,974	\$ 38,132
Deferred tax asset valuation allowance	\$ 1,558	\$	\$ 1,514	\$	\$	\$ 3,072

Edgar Filing: DYNEGY INC. - Form SC 13D/A

Year End December 31, 2005

Allowance for doubtful accounts	\$	26,308	\$		\$	4,244	\$	(4,963)	\$	(1,807)	\$	23,782
Inventory obsolescence reserve	\$	38,132	\$		\$	7,178	\$	(6,333)	\$	(2,677)	\$	36,300
Deferred tax asset valuation allowance	\$	3,072	\$		\$	4,553	\$		\$	(219)	\$	7,406

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized:

Date: February 28, 2006

**The Manitowoc Company, Inc.
(Registrant)**

/s/ Terry D. Growcock
Terry D. Growcock
Chairman and Chief Executive Officer

/s/ Carl J. Laurino
Carl J. Laurino
Senior Vice President and Chief Financial
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons constituting a majority of the Board of Directors on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Terry D. Growcock
Terry D. Growcock, Chairman and Chief Executive Officer,
Director February 28, 2006

/s/ Carl J. Laurino
Carl J. Laurino, Senior Vice President and Chief Financial
Officer February 28, 2006

/s/ Keith D. Nosbusch
Keith D. Nosbusch, Director February 28, 2006

/s/ Dean H. Anderson
Dean H. Anderson, Director February 28, 2006

/s/ Robert S. Throop
Robert S. Throop, Director February 28, 2006

/s/ Robert C. Stift
Robert C. Stift, Director February 28, 2006

/s/ James L. Packard
James L. Packard, Director February 28, 2006

Edgar Filing: DYNEGY INC. - Form SC 13D/A

/s/ Daniel W. Duval
Daniel W. Duval, Director

February 28, 2006

/s/ Virgis W. Colbert
Virgis W. Colbert, Director

February 28, 2006

/s/ Kenneth W. Krueger
Kenneth W. Krueger, Director

February 28, 2006

Edgar Filing: DYNEGY INC. - Form SC 13D/A

THE MANITOWOC COMPANY, INC.

ANNUAL REPORT ON FORM 10-K

FOR THE YEAR ENDED DECEMBER 31, 2005

INDEX TO EXHIBITS

Exhibit No.	Description	Filed/Furnished Herewith
3.1	Amended and Restated Articles of Incorporation, as amended on November 5, 1984 (filed as Exhibit 3(a) to the company's Annual Report on Form 10-K for the year ended June 29, 1985 and incorporated herein by reference).	
3.2	Restated By-Laws (as amended through May 22, 1995) including amendment to Article II changing the date of the annual meeting (filed as Exhibit 3. (ii) to the company's current report on Form 8-K dated May 3, 2005 and incorporated herein by reference).	
4.1	Rights Agreement dated August 5, 1996 between the Registrant and First Chicago Trust Company of New York (filed as Exhibit 4 to the company's Report on Form 8-K filed on August 5, 1996 and incorporated by reference).	
4.1(a)	Amendment No. 1 to the Rights Agreement dated August 5, 1996, between the Registrant and First Chicago Trust Company of New York (filed as Exhibit 4 to the company's quarterly report on Form 10-Q for the quarter ended June 30, 2004 and incorporated herein by reference).	
4.2(a)*	Indenture, dated May 9, 2001, by and among The Manitowoc Company, Inc., the Guarantors named therein, and The Bank of New York, as Trustee (filed as Exhibit 4.2 to the company's current Report on Form 8-K dated as of May 9, 2001 and incorporated herein by reference).	
4.2(b)*	Indenture, dated August 8, 2002, by and among The Manitowoc Company, Inc., the Guarantors named therein, and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.1 to the company's current Report on Form 8-K dated as of August 8, 2002 and incorporated herein by reference).	
4.2(c)	Indenture, dated as of November 6, 2003, by and between The Manitowoc Company, Inc., the Guarantors named therein, and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.1 to the company's current Report on Form 8-K dated as of November 6, 2003 and incorporated herein by reference).	
4.4	Articles III, V, and VIII of the Amended and Restated Articles of Incorporation (see Exhibit 3.1 above)	
4.5	Five-year \$300 million multi-currency revolving credit facility dated June 10, 2005, among The Manitowoc Company, Inc., the lenders party thereto, and JP Morgan Chase Bank, N.A., as Agent (filed as Exhibit 99.1 to the company's Report on Form 8-K dated as of June 10, 2005 and incorporated herein by reference).	

Edgar Filing: DYNEGY INC. - Form SC 13D/A

- 10.1** The Manitowoc Company, Inc. Deferred Compensation Plan effective August 20, 1993, as amended (filed as Exhibit 10.1 to the company's Report on Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference).
- 10.2** The Manitowoc Company, Inc. Management Incentive Compensation Plan (Economic Value Added (EVA) Bonus Plan Effective July 4, 1993, as amended (filed as Exhibit 10.2 to the Company's Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference).
- 10.2(a)** Short-Term Incentive Plan, Effective January 1, 2005, as amended. X(1)
- 10.3(a)** Form of Contingent Employment Agreement between the company and the following executive officers of the Company: Terry D. Growcock, Carl J. Laurino, Maurice D. Jones, Thomas G. Musial, Dean J. Nolden, and Mary Ellen Bowers (filed as Exhibit 10(a) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and incorporated herein by reference).
- 10.3(b)** Form of Contingent Employment Agreement between the company and the following executive officers of the company and certain other employees of the company: Glen E. Tellock, Timothy J. Kraus, Robert P. Herre, and Dennis E. McCloskey (filed as Exhibit 10(b) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and incorporated herein by reference).
- 10.4** Form of Indemnity Agreement between the company and each of the directors, executive officers and certain other employees of the company (filed as Exhibit 10(b) to the company's Annual Report on Form 10-K for the fiscal year ended July 1, 1989 and incorporated herein by reference).
- 10.5** Supplemental Retirement Agreement between Fred M. Butler and the company dated March 15, 1993 (filed as Exhibit 10(e) to the company's Annual Report on Form 10-K for the fiscal year ended July 3, 1993 and incorporated herein by reference).
- 10.6(a)** Supplemental Retirement Agreement between Robert K. Silva and the company dated January 2, 1995 (filed as Exhibit 10 to the company's Report on Form 10-Q for the transition period ended December 31, 1994 and incorporated herein by reference).
- 10.6(b)** Restatement to clarify Mr. Silva's Supplemental Retirement Agreement dated March 31, 1997 (filed as Exhibit 10.6(b) to the company's Report on Form 10-K for the fiscal year ended December 31, 1996 and incorporated herein by reference).
- 10.6(c)** Supplemental Retirement Agreement between Terry D. Growcock, Glen E. Tellock, Tom G. Musial, Timothy J. Kraus, and Maurice D. Jones and the company dated May 2000, as amended. X(1)

Edgar Filing: DYNEGY INC. - Form SC 13D/A

- 10.7(a)** The Manitowoc Company, Inc. 1995 Stock Plan, as amended (filed as Exhibit 10.7(a) to the company's Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference).
- 10.7(b)** The Manitowoc Company, Inc. 1999 Non-Employee Director Stock Option Plan, as amended (filed as Exhibit 10.7(b) to the company's Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference).
- 10.7(c)** The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan, as amended (filed as Exhibit 10.7(c) to the company's Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference).
- 10.7(d)** Grove Investors, Inc. 2001 Stock Incentive Plan (filed as Exhibit 99.1 to the company's Registration Statement on Form S-8, filed on September 13, 2002 (Registration No. 333-99513) and incorporated herein by reference).
- 10.7(e)** The Manitowoc Company, Inc. Non-Employee Director Stock and Award Plan (filed as Exhibit 99.1 to the company's Registration Statement on Form S-8, filed on May 28, 2004 (Registration No. 333-1115992) and incorporated herein by reference).
- 10.8** The Manitowoc Company, Inc. Incentive Stock Option Agreement with Vesting Provisions (filed as Exhibit 10.1 to the company's Report on Form 8-K dated as of February 25, 2005 and incorporated herein by reference).
- 10.9** The Manitowoc Company, Inc. Non-Qualified Stock Option Agreement with Vesting Provisions (filed as Exhibit 10.2 to the company's Report on Form 8-K dated as of February 25, 2005 and incorporated herein by reference).
- 10.10** The Manitowoc Company, Inc. Award Agreement for Restricted Stock Awards under The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan (filed as Exhibit 10.10 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, and incorporated herein by reference).
- 10.11** The Manitowoc Company, Inc. Award Agreement for the 2004 Non-employee Director Stock and Awards Plan (filed as Exhibit 10.11 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, and incorporated herein by reference).
- 11 Statement regarding computation of basic and diluted earnings per share (see Note 10 to the 2005 Consolidated Financial Statements included herein).
- 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges X(1)
- 21 Subsidiaries of The Manitowoc Company, Inc. X(1)

Edgar Filing: DYNEGY INC. - Form SC 13D/A

23.1	Consent of PricewaterhouseCoopers LLP, the company's Independent Registered Public Accounting Firm	X(1)
31	Rule 13a - 14(a)/15d - 14(a) Certifications	X(1)
32.1	Certification of CEO pursuant to 18 U.S.C. Section 1350	X(2)
32.2	Certification of CFO pursuant to 18 U.S.C. Section 1350	X(2)

(1) Filed Herewith

(2) Furnished Herewith

* Pursuant to Item 601(b)(2) of Regulation S-K, the Registrant agrees to furnish to the Securities and Exchange Commission upon request a copy of any unfiled exhibits or schedules to such documents.

** Management contracts and executive compensation plans and arrangements required to be filed as exhibits pursuant to Item 15(c) of Form 10-K.