

PENDING PETITION MEMO

Date: 10/24/2008

TO : OGC
OEGW
OEEE
OAF

FROM: CENTRAL OPERATIONS

UTILITY: NOBLE ALTONA WINDPARK, LLC

SUBJECT: 08-E-1267

Petition of Noble Altona Windpark, LLC, Noble Chateaugay Windpark, LLC, Noble Wethersfield Windpark, LLC, and EFS Noble II, LLC for a Declaratory Ruling Regarding Transfer of Membership Interests and Regulation.

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Via Hand Delivery

October 24, 2008

Hon. Jaclyn A. Brillling
Secretary

New York State Public Service Commission
Executive Office 14th Floor
3 Empire State Plaza
Albany, New York 12223-1350

2008 OCT 24 PM 12:20

Re: Case 08-E-____ - In the Matter of the Petition of Noble Altona Windpark, LLC, Noble Chateaugay Windpark, LLC, Noble Wethersfield Windpark, LLC, and EFS Noble II, LLC for Declaratory Ruling Regarding Transfer of Membership Interests and Regulation.

Dear Secretary Brillling:

Please find enclosed for filing with the New York State Public Service Commission ("Commission") an original and five copies of the "Verified Petition for Declaratory Ruling Regarding Transfer of Membership Interests and Regulation" on behalf of Noble Altona Windpark, LLC, Noble Chateaugay Windpark, LLC, Noble Wethersfield Windpark, LLC, and EFS Noble II, LLC.


The Petitioners respectfully request that the Commission expedite approval of this Petition and act as soon as possible, but in any event, by December 10, 2008.

If you have any questions concerning this filing, please contact the undersigned.

Very truly yours,

READ AND LANIADO, LLP
Attorneys for Noble Altona Windpark, LLC,
Noble Chateaugay Windpark, LLC, Noble
Wethersfield Windpark, LLC

By:


David B. Johnson

ORIGINAL

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

In the Matter of the Petition of Noble Altona Windpark, LLC, Noble Chateaugay Windpark, LLC, Noble Wethersfield Windpark, LLC, and EFS Noble II, LLC for Declaratory Ruling Regarding Transfer of Membership Interests and Regulation.

Case: 08-E-_____

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**VERIFIED PETITION FOR DECLARATORY RULING
REGARDING TRANSFER OF MEMBERSHIP INTERESTS AND REGULATION**

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Dated: **October 24, 2008**
Albany, New York

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

In the Matter of the Petition of Noble Altona Windpark, LLC, Noble Chateaugay Windpark, LLC, Noble Wethersfield Windpark, LLC, and EFS Noble II, LLC for Declaratory Ruling Regarding Transfer of Membership Interests and Regulation.

Case: 08-E-_____

**VERIFIED PETITION FOR DECLARATORY RULING
REGARDING TRANSFER OF MEMBERSHIP INTERESTS AND REGULATION**

I. INTRODUCTION

Pursuant to Part 8 of the New York State Public Service Commission's ("Commission") Rules and Regulations, 16 NYCRR Part 8, Noble Altona Windpark, LLC ("Noble Altona"), Noble Chateaugay Windpark, LLC ("Noble Chateaugay"), and Noble Wethersfield Windpark, LLC ("Noble Wethersfield") (together, the "Noble Wind Companies"), and EFS Noble II, LLC ("EFS II" and together with the Noble Wind Companies, "Petitioners"), hereby petition the Commission for a declaratory ruling that the Commission will not review, under Section 70 of the Public Service Law ("PSL"), a proposed transfer of certain membership interests in the Noble Wind Companies' upstream owner, Noble Environmental Power 2008 Hold Co, LLC ("NEP 2008") to EFS II. As a result of this transfer, which will occur in connection with an equity contribution from EFS II to NEP 2008, Noble Environmental Power 2008 Hold Co, Prime, LLC ("Noble Holdco") will hold all of the managing Class B membership interests in NEP 2008 and EFS II will hold all of the passive, non-controlling Class A interests in NEP 2008

(the “Transfer”)¹ and neither any of the Class B interests nor any associated management rights. In addition, Petitioners hereby request that the Commission declare that EFS II and certain of its affiliates will not become electric corporations under the PSL as a result of their ownership of the Class A interests in NEP 2008.

In an order issued on December 18, 2007, the Commission determined that the transfer of Class A membership interests in Noble Environmental Power 2006 Hold Co, LLC (“NEP 2006”), the owner of the Noble Wind Companies’ affiliates Noble Clinton Windpark I, LLC (“Noble Clinton”), Noble Ellenburg Windpark, LLC (“Noble Ellenburg”), and Noble Bliss Windpark, LLC (“Noble Bliss”) (collectively, the “Noble 2006 Wind Companies”), to EFS Noble Holdings, LLC (“EFS”) would not enable EFS to exercise control over, or influence, the operations of the Noble 2006 Wind Companies through NEP 2006.² The Commission therefore declared that “the transfer of Class A membership interests is not a transfer of ownership interests within the meaning of PSL § 70,” and need not be reviewed under PSL § 70.³ As it did in *Noble Clinton*, the Commission should declare that no review or approval of the Transfer is necessary under Section 70 because EFS II will be a passive investor in the Noble Wind Companies and will not be able to exercise control over, or influence, the operations of the Noble Wind Companies through NEP 2008.

¹ EFS II may assign the right to acquire up to approximately fifty (50) percent of the Class A units to its affiliate GE Capital Markets, Inc. (“GECM”).

² Case 07-E-1283, *Noble Clinton Windpark I, LLC et al.*, Declaratory Ruling on Review of an Ownership Interest Transfer (December 18, 2007) at 5 (“*Noble Clinton*”) (citing Case 06-E-1106 *et al.*, *PPM Energy, Inc., et al.*, Declaratory Ruling on Regulation of Intra-Corporate and Other Transactions (October 19, 2006) at 4-5).

³ *Id.*

Even if EFS II could exercise control, the Commission has held that there is a presumption that it will not review or regulate under Section 70 of the PSL a transfer of upstream ownership interests in lightly regulated wholesale merchant generating facilities unless there is a potential for harm to the interests of captive utility ratepayers, including the exercise of market power, sufficient to override the presumption.⁴ The Transfer does not raise the potential for the exercise of market power or pose any other detriment to captive New York ratepayers. The Transfer will have no adverse effect on competition. Accordingly, the presumption should prevail and the Commission should issue a declaratory ruling that it will not review or regulate the Transfer under Section 70 of the PSL.

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The Petitioners respectfully request that the Commission expedite approval of this Petition and act as soon as possible, but in any event, by December 10, 2008.

II. BACKGROUND

A. Description of the Noble Wind Companies

Each of the Noble Wind Companies is a Delaware limited liability company, with a principal place of business located in Essex, Connecticut. The Noble Wind Companies are wholly-owned subsidiaries of NEP 2008. NEP 2008 is a wholly-owned subsidiary of Noble Holdco, which is a wholly-owned subsidiary of Noble Environmental Power, LLC (“Noble Environmental”). Various direct or indirect subsidiaries of Noble Environmental are engaged in

⁴ See, Case 03-E-1136, *Re Sithe Energies, Inc.*, Declaratory Ruling on Review of Ownership Transactions (October 28, 2003); Case 02-E-1184, *Sithe Energies, Inc. and Apollo Energy, LLC.*, Declaratory Ruling on Review of Stock Transaction (November 26, 2002); Case 01-E-1680, *Reliant Resources et al.*, Declaratory Ruling on Review of Stock Transfer, (December 20, 2001); Case 00-E-2017, *GPU International, Inc. and MEP Investments, LLC*, Declaratory Ruling on Review of Stock Transfer (January 4, 2001); Case 00-E-1585, *Sithe Energies, Inc., Exelon (Fossil) Holdings, Inc. and PECO Energy Company*, Order on Review of Stock Transfer and Other Transactions (November 16, 2000); Case 91-E-0350, *Wallkill Generating Company, L.P.*, Petition on Regulation, Order Establishing Regulatory Regime (April 11, 1994).

the development of wind projects throughout the United States. Noble Environmental is, in turn, owned by JPMP Noble Wind Energy, LLC (“JPMP Noble”) and certain individuals, trusts and limited liability companies. Each of the Noble Wind Companies is developing a wind-powered generation plant within the control area of the New York Independent System Operator, Inc. (“NYISO”).

1. **Noble Altona**

Noble Altona is the owner and operator of a proposed 97.5 megawatt (“MW”) wind generation project in the Town of Altona, Clinton County, New York. In an order issued on November 9, 2006, the Commission granted Noble Altona a certificate of public convenience and necessity (“CPCN”) authorizing the construction and operation of the Altona Project and ruled that Noble Altona would be lightly regulated as an electric corporation under the PSL.⁵

2. **Noble Chateaugay**

Noble Chateaugay is the owner and operator of a proposed 106.5 MW wind generation project in the Town of Chateaugay, Franklin County, New York. In an order issued on November 19, 2007, the Commission granted Noble Chateaugay a CPCN authorizing the construction and operation of the Chateaugay Project and ruled that Noble Chateaugay would be lightly regulated as an electric corporation under the PSL.⁶

⁵ Case 06-E-0216, *Petition of Noble Altona Windpark, LLC*, Order Granting a Certificate of Public Convenience and Necessity and Providing for Lightened Regulation (November 9, 2006).

⁶ Case 07-E-0257, *Petition of Noble Chateaugay Windpark, LLC for a Certificate of Public Convenience and Necessity and an Order Providing for Lightened Regulation*, Order Granting a Certificate of Public Convenience and Necessity and Providing For Lightened Regulation (November 19, 2007).

3. Noble Wethersfield

Noble Wethersfield is the owner and operator of a proposed 126 MW wind generation project in the Towns of Wethersfield and Eagle, Wyoming County, New York. In an order issued on December 18, 2007, the Commission granted Noble Wethersfield a CPCN authorizing the construction and operation of the Wethersfield Project and ruled that Noble Wethersfield would be lightly regulated as an electric corporation under the PSL.⁷

B. Description of EFS II and GE

EFS II is an indirect, wholly owned subsidiary of General Electric Company (“GE”), a New York corporation.⁸ Through a number of subsidiaries, including GE Energy Financial Services, Inc., GE offers structured equity, leveraged leasing, partnerships, project finance, and broad-based commercial finance to the global energy industry from wellhead to wall socket. GE is the owner of passive, indirect investments in a number of generating facilities in the United States, but neither GE nor any affiliate exercises control over, operates, or sells power from these passively-held interests. In those cases, a subsidiary of GE or a financing institution either (a) holds title to the facility for the benefit of GE and leases the facility to another entity, or (b) holds some other interests in the facility, but does not directly or indirectly make or manage any sale of power or transmission service associated with the facility. In each case, the lessee or owner-manager, and not GE or a GE affiliate, has complete control over the management, operation, and maintenance of the facility.

⁷ Case 07-E-0258, *Petition of Noble Wethersfield Windpark, LLC for a Certificate of Public Convenience and Necessity and an Order Providing for Lightened Regulation*, Order Granting a Certificate of Public Convenience and Necessity and Providing For Lightened Regulation (December 18, 2007).

⁸ The description of EFS II is also applicable to GECM, which is also an indirect, wholly owned subsidiary of GE.

In addition, as shown on Exhibit A, GE is affiliated with, and has non-passive ownership interests in, several generating projects in the United States. Only one of these projects, Cogen Technologies Linden Ventures, L.P. (“CT Linden”), sells power into the NYISO market area.⁹ CT Linden owns a gas-fueled cogeneration facility in Linden, New Jersey, which is interconnected with the NYISO grid. CT Linden’s merchant power sales into the NYISO market are limited to 177 MW of capacity and associated energy.¹⁰

With the exception of the CT Linden project, no generating project in which GE holds any non-passive interest is interconnected with the NYISO grid. Similarly, no such GE-affiliated project entity has non-passive ownership interests in, operates, or controls any transmission facilities in the NYISO market area. Finally, no such GE affiliate (and none of the Noble projects) holds an exclusive franchise or exclusive service territory for the transmission, distribution, or sale of electric power in the U.S.

No GE affiliate owns, operates, or controls any site for the construction of new generation capacity, interstate, or intrastate natural gas transmission lines in or into the NYISO control area, or any other essential resources or inputs that could be used to restrict market entry by competing power suppliers in this market.

⁹ While the Noble Bliss, Noble Clinton, and Noble Ellenburg facilities are located in New York, the interests held in those entities by EFS are purely passive, as described above. Noble Clinton, Noble Ellenburg and Noble Bliss sell a combined 282 MW of capacity and associated energy into the NYISO market.

¹⁰ Five units of the CT Linden facility, with a collective maximum installed capacity of 822 MW, deliver 645 MW of capacity and associated energy to Consolidated Edison Company of New York, Inc., a franchised retail utility, under firm contract obligations in effect until 2017. The remaining 177 MW of capacity and associated energy is available for sale into the NYISO market. Other electricity produced by another unit of the CT Linden facility is delivered to an industrial offtaker, and excess electricity is available for sale into the PJM market. *See generally, Cogen Technologies Linden Ventures, L.P.*, 119 FERC ¶ 62,013 (2007).

III. THE TRANSFER

The Transfer is structured in the same manner as the transfer of membership interests described in *Noble Clinton*. Pursuant to the Equity Contribution Agreement, EFS II will make cash-only capital contributions to NEP 2008, in exchange for 100% of the passive, non-controlling Class A membership units of NEP 2008.¹¹ Such Class A membership units provide only limited rights such as veto and/or consent rights necessary for EFS II to protect its economic investment interests, and those rights will not affect the ability of the Noble Wind Companies to conduct their jurisdictional activities. The Noble Wind Companies will conduct their jurisdictional activities without any day-to-day involvement on the part of EFS II.

Following the Transfer, Noble Holdco will hold all of the Class B membership interests in NEP 2008. EFS II will not, by virtue of its Class A investment, become the managing members of any of the Noble Wind Companies or Noble Holdco. Instead, EFS II's Class A units will entitle the investor to receive certain tax benefits and a fixed percentage of profit allocations until a "Flip Point" is achieved.¹² Holding the Class A units will not entitle EFS II to exercise day-to-day management, control, or similar rights over the Noble Wind Companies or their jurisdictional facilities. Instead, the holder of the Class B membership units (*i.e.*, Noble Holdco) will have day-to-day decision-making responsibility for NEP 2008 (and, indirectly, for the Noble Wind Companies).

¹¹ GE Capital Corporation or another GE affiliate is expected to play an administrative role in the Transfer and may from time to time hold nominal rights in the Class A interests solely to facilitate the Transfer or related transactions.

¹² The Flip Point is defined as the date of realization of a calculated rate of return for EFS II (together with the satisfaction of certain other obligations, which do not involve the management, control, or power output of the Project Companies) or the later of two particular financial benchmarks described in the attached confidential exhibit, whichever comes first. Once the Flip Point is reached, EFS II will have reduced rights to vote its interests and to receive profit allocations.

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IV. **THE COMMISSION SHOULD DECLARE THAT IT NEED NOT REVIEW THE TRANSFER UNDER SECTION 70 OF THE PSL.** !

Section 70 of the PSL requires Commission approval before an electric corporation can transfer its franchise, works or system.¹³ The Commission has ruled that it need not review or approve a transfer of ownership interests in a jurisdictional facility to a passive investor that cannot exercise control over the facility because the transfer is not as a transfer of ownership within the meaning of Section 70 of the PSL.¹⁴ As it did in *Noble Clinton*, the Commission should declare that no review or approval of the Transfer is necessary under Section 70 because EFS II will be a passive investor in the Noble Wind Companies and will have no control over the day-to-day operation of the Noble Wind Companies' projects. ??

Even if EFS II could exercise control over the Noble Wind Companies' projects, the Commission should declare that no Section 70 review and approval is needed because the Transfer will not harm captive utility ratepayers. The Commission has determined that Section 70 applies to transactions occurring at a holding company (*i.e.*, upstream) level. In *Walkill Generating Company*, however, the Commission determined that it generally need not apply Section 70 oversight to the upstream transfer of ownership interests in wholesale generation facilities if there is little potential for harm to captive ratepayers: ?

[I]t will be presumed that Section 70 regulation does not adhere to transfer of ownership interests in entities upstream from the parents of the New York competitive electric generation

¹³ N.Y. Pub. Serv. Law § 70 (McKinney's 2000).

¹⁴ Case 07-E-1283, *Noble Clinton Windpark I, LLC et al.*, Declaratory Ruling on Review of an Ownership Interest Transfer (December 18, 2007) at 5 ("*Noble Clinton*"); Case 06-E-1106 *et al.*, *PPM Energy, Inc., et al.*, Declaratory Ruling on Regulation of Intra-Corporate and Other Transactions (October 19, 2006) at 4-5.

subsidiary, unless there is a potential for harm to the interests of captive utility ratepayers sufficient to override the presumption.¹⁵

The Commission has applied the *Wallkill* presumption to a number of transactions involving the upstream transfer of interests in wholesale generation facilities.¹⁶ In these orders, the Commission interpreted the *Wallkill* presumption to mean that no Section 70 regulation would adhere to any upstream transfer of ownership interests unless a potential for the exercise of market power sufficient to override the presumption would arise as a result of the transfer.

The Transfer will not cause the potential for market power to be exercised because EFS II's acquisition of membership interests in NEP 2008 would not materially increase electric market concentrations in New York even if the Transfer were not related to exclusively passive interests, which it is. EFS II and its affiliates hold interests in only 459 MW of generating capacity in the NYISO market, which, when combined with the Noble Wind Companies' and their affiliates' *expected* New York generating capacity of 330 MW, represents only 1.8% of installed generating capacity available to the NYISO market.¹⁷ This constitutes a *de minimis*

¹⁵ Case 91-E-0350, *Wallkill Generating Co., L.P.*, Order Establishing Regulatory Regime (April 11, 1994) ("*Wallkill*").

¹⁶ See, e.g., Case 04-E-1364, *Sithe Energies, Inc., et al.*, Declaratory Ruling on Review of Stock Transfers (January 14, 2005); Case 03-E-1136, *Re Sithe Energies, Inc.*, Declaratory Ruling on Review of Ownership Transactions (October 28, 2003); Case 02-E-1184, *Sithe Energies, Inc. and Apollo Energy, LLC.*, Declaratory Ruling on Review of Stock Transaction (November 26, 2002); Case 01-E-1680, *Reliant Resources et al.*, Declaratory Ruling on Review of Stock Transfer (December 20, 2001); Case 00-E-1585, *Sithe Energies, Inc., Exelon (Fossil) Holdings, Inc. and PECO Energy Company*, Order on Review of Stock Transfer and Other Transactions (November 16, 2000); Case 91-E-0350, *Wallkill Generating Company, L.P.*, Petition on Regulation, Order Establishing Regulatory Regime (April 11, 1994).

¹⁷ The combined capacity of Noble Altona, Noble Chateaugay, Noble Wethersfield (*i.e.*, all the Noble capacity currently expected to come on-line in the NYISO market) is 330 MW. Even if the passive nature of the GE affiliate investment were disregarded, when combined with the capacity of Noble Clinton, Noble Ellenberg, Noble Bliss and CT Linden available to the NYISO market, the total is only 789 MW, or 1.8% of the 42,691 MW of capacity reported as available to the NYISO market. See *News Release, NYISO, "Electricity Supply Sufficient for Summer 2007,"* (June 18, 2007), available at

share of generation in the relevant market, such that the Commission can determine that the Transaction does not raise any horizontal market power issues, particularly in light of the purely passive role which EFS II will play.¹⁸

Moreover, the Transfer raises no vertical market power concerns because none of the Petitioners nor any of their respective affiliates own or control any electric transmission or distribution facilities in the control area of the NYISO except for those facilities necessary to interconnect individual generators to the electric power grid. Additionally, none of the Petitioners, nor any of their respective affiliates own or control any gas facilities, or any other inputs to power generation within the NYISO control area.

V. **THE COMMISSION SHOULD DECLARE THAT EFS II AND ITS GE AFFILIATES WILL NOT BE SUBJECT TO REGULATION AS ELECTRIC CORPORATIONS UNDER THE PUBLIC SERVICE LAW AS A RESULT OF THE TRANSFER.** ??

In a recent order, the Commission stated that an entity owning interests in an electric corporation should not be considered an electric corporation if it cannot exert control over the operation of generation plant to the point where it “own[s], operate[s], or manages” that plant, and market power might potentially be exercised.¹⁹ The Commission has also declared that certain entities including industrial development agencies (“IDAs”) that own electric generators via sale-

http://www.nyiso.com/public/webdocs/newsroom/pressreleases/2007/pr_nyiso_electricity_supply_summer_016807.pdf (reporting 39,770 MW of in-state generation and 2,921 MW of out-of-state supply committed to New York State).

¹⁸ See e.g. Case 07-E-0462, *Joint Petition of Horizon Wind Energy LLC, f/k/a Zilkha Renewable Energy, and GS Wind Holdings LLC for Declaratory Ruling*, Declaratory Ruling on Review of Transfer Transactions (June 26, 2007) (finding a 2% generating capacity market concentration “well below any threshold level of concern.”)

¹⁹ See. Case 08-M-0659, *Proceeding on Motion of the Commission Regarding Regulation of Owners of Stock Interests in Electric and Steam Corporations*, Order Instituting Proceeding and Notice Soliciting Comments (June 23, 2008).

leaseback arrangements are not electric corporations because the IDAs are merely passive owners.²⁰ EFS II and its GE affiliates should not be deemed electric corporations because they are not acquiring ownership interests in an electric corporation's franchise, works or system. They cannot influence the operations of electric plant and therefore it would not be in the public interest to regulate them as electric corporations. Federal tax constraints require most renewable energy developers to rely on investments from large institutional investors. Regulation of passive owners as electric corporations would discourage investment in renewable resources.

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²⁰ Case 07-E-1003, *Canandaigua Power Partners II, LLC*, Order Providing for Lightened Regulation and Approving Financing (January 17, 2008); Case 07-E-0138, *Canandaigua Power Partners, LLC*, Order Granting Certificates of Public Convenience and Necessity, Providing for Lightened Regulation and Approving Financing (August 16, 2007); Case 06-E-0745, *AES Greenridge LLC*, Order on Regulation of a Pilot and Sale-Leaseback Transaction (September 29, 2009); Case 99-E-1629, *Athens Generating Company, L.P.*, Order providing For Lightened Regulation (July 12, 2000); Case 99-E-0990, *Oneida County Industrial Development Agency and Griffiss Local Development Corporation*, Declaratory Ruling On Electric Corporation Regulation (September 28, 1999); Case 99-E-0148, *AES Eastern Energy, L.P. and AES Creative Resources, L.P.*, Declaratory Ruling On Lightened Regulation (March 23, 1999).

VI. CONCLUSION

Based on the foregoing, the Petitioners respectfully request that the Commission issue a ruling declaring that it will not review the Transfer under Section 70 of the PSL, and that EFS II and its GE affiliates will not become electric corporations as a result of the Transfer. Petitioners further request that the Commission act as soon as possible, but in any event, by December 10, 2008.

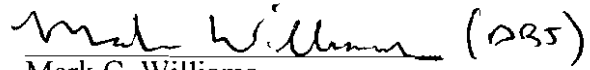
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Respectfully submitted,



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Counsel for and EFS Noble II, LLC

Dated: October 24, 2008
Albany, New York

Exhibit A

EFS NOBLE II, LLC'S ENERGY AFFILIATES

Company	Primary Business	Ownership Interest	State	MW
Oyster Creek Limited ¹	Power Generator	50%	Texas	430 (gross) (nameplate)
Cardinal Cogen, Inc.	Power Generator	100%	California	50 (nameplate)
East Coast Power Linden Holding, LLC	Power Generator	100%	New Jersey	195 (capacity limited by controls)
Cogen Technologies Linden Ventures, L.P	Power Generator	100%	New Jersey ²	800 (capacity limited by transformers)
Southern Star Central Gas Pipeline	Natural Gas Pipeline	50%	Kansas Oklahoma Missouri Wyoming Colorado Texas Nebraska Kentucky	N/A

¹ This entity is not a “public utility” under the FPA. It is located and electrically interconnected exclusively within ERCOT. Essentially all of its energy output is used “inside the fence” by Dow Chemical Company, its operator. From time to time, surplus electricity may be available for wholesale delivery within ERCOT, in *de minimis* amounts. See Oyster Creek Limited, Notice of Self-Recertification as a Qualifying Cogeneration Facility, Docket No. QF92-42-001 (filed July 15, 2004)(FERC Acc. No. 20040715-2010).

² East Coast Power Linden Holding, LLC (“East Coast Power”) and Cogen Technologies Linden Ventures, L.P. (“Cogen Technologies”) are both owners of the Linden generating facility, located in Linden, New Jersey. The portion of the Linden facility owned by Cogen Technologies includes five combustion turbines that are interconnected with the NYISO system, while the portion of the Linden facility owned by East Coast Power includes one combustion turbine which is interconnected with the PJM system. *Cogen Technologies Linden Ventures, L.P and East Coast Power Linden Holding, L.L.P.*, 119 FERC ¶ 62,013 (2007).

Company	Primary Business	Ownership Interest	State	MW
Fox Energy Co. LLC	Power Generator	100%	Wisconsin	593 (nameplate)
Birchwood Power Partners, L.P.	Power Generator	50.5%	Virginia	238.8 (summer); 242.2 (winter)
Source Gas Distribution, LLC	Natural Gas Distribution	50%	Colorado Nebraska Wyoming	N/A
Rocky Mountain Natural Gas LLC	Natural Gas Transportation	50%	Colorado	N/A
Source Gas Wattenberg LLC	Natural Gas Transportation	50%	Colorado	N/A
EFS Parlin Holdings LLC	Power Generator	100%	New Jersey	125
Shady Hills Power Company, LLC	Power Generator	100%	Florida	517 (nameplate)
Regency Energy Partners LP	Natural Gas Transportation	2% GP; 31% LP of parent company	Texas Louisiana Oklahoma Kansas	N/A
Regency Gas Marketing LLC	Gas Marketer	2% GP; 31% LP of parent company	N/A	N/A

Company	Primary Business	Ownership Interest	State	MW
Inland Empire Energy Center, LLC	Power Generator	100%	California	772 MW (nameplate)
Arkansas Western Gas Company	Local Distribution Company (natural gas)	50%	Arkansas	N/A
Aviation Services Corporation	Power Generator	100%	Mass.	55 MW (nameplate)

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

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In the Matter of the Petition of Noble Altona Windpark,
LLC, Noble Chateaugay Windpark, LLC, Noble
Wethersfield Windpark, LLC, and EFS Noble II, LLC
for Declaratory Ruling Regarding Transfer of
Membership Interests and Regulation.

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Case 08-E-_____

STATE OF Connecticut
COUNTY OF Fairfield)^{ss.:}

VERIFICATION

Donald Kyle

being duly sworn, deposed and says:

I, Donald Kyle of GE Capital Markets Inc., a co-applicant in
the captioned proceeding (the "Applicant"), do swear/affirm in my official but not
personal capacity, that I have authority to execute this verification, and that with respect
to the Applicant, I have knowledge of the matters set forth in the attached application and
they are true as to the Applicant to the best of my knowledge, information, and belief.

Donald Kyle

Sworn to, before me, this 23
day of October, 2008.

Elizabeth R. Harkin
Notary Public 5-31-2012

