

**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

CPV Shore, LLC

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Docket No. EC14-___ - ___

**APPLICATION FOR AUTHORIZATION FOR DISPOSITION OF
JURISDICTIONAL FACILITIES AND REQUESTS FOR EXPEDITED ORDER
AND PRIVILEGED TREATMENT OF EXHIBIT I**

I. INTRODUCTION

Pursuant to Section 203(a)(1)(A) of the Federal Power Act (“FPA”)¹ and Part 33 of the Federal Energy Regulatory Commission’s (“FERC” or “Commission”) regulations,² CPV Shore, LLC (“CPV Shore” or “Applicant”) hereby requests prior authorization for the disposition of jurisdictional facilities that will result from the transfer of certain indirect membership interests in Applicant from Shore Co-Investment Holdings, LLC (“Shore Co-Investment Holdings”), a wholly-owned indirect subsidiary of ArcLight Energy Partners Fund V, L.P. (“ArcLight Fund V”), to John Hancock Life Insurance Company (U.S.A.) (“JHLIC”) or an affiliate of JHLIC (“Purchaser”).³ Following the proposed transaction (“Transaction”), Purchaser will own a non-managing 11.22% membership interest in CPV Shore Holdings, LLC (“CPV Shore Holdings”), which directly owns 100% of Applicant. The remaining indirect membership interests in

¹ 16 U.S.C. § 824b(a)(1)(A) (2012).

² 18 C.F.R. Part 33 (2013).

³ Even if Purchaser were deemed to be a holding company within the meaning of FPA section 203(a)(2), notwithstanding its non-managing limited liability investments in exempt wholesale generators (“EWGs”), qualifying facilities (“QFs”), or foreign utility companies (“FUCOs”), the Transaction qualifies for blanket authorization under section 203(a)(2) of the FPA. *See* 18 C.F.R. § 33.1(c)(8) (blanket authorization for a holding company that is a holding company solely by virtue of owning one or more EWGs, QFs, or FUCOs to acquire additional securities of EWGs, QFs, or FUCOs).

Applicant held by CPV Shore Investment, LLC (“CPV Shore Investment”) and Toyota Tsusho Shore, LLC (“TT Shore”) will not be affected by the Transaction.

As demonstrated herein, there are no substantive issues raised by the Transaction, and the Commission should find that this Application satisfies the requirements of 18 C.F.R. § 2.26 and expeditiously grant authorization without the imposition of any non-standard conditions. Purchaser and its affiliates do not own 10% or more of the voting securities in or otherwise control any electric generation facilities in the relevant market – the PJM Interconnection, L.L.C. (“PJM”) balancing authority area (“BAA”), including the PJM-East Submarket. Therefore, following the Transaction, there will be no overlap in the generating capacity owned or controlled by Applicant and its existing affiliates and Purchaser and its affiliates in the relevant market. Accordingly, the Application does not raise any market power concerns. In addition, the Transaction will have no adverse effect on rates or regulation, and will not result in cross-subsidization.⁴

Purchaser will acquire non-managing investment interests in Applicant’s parent company that do not convey control over Applicant with respect to matters under the Commission’s jurisdiction. Applicant nevertheless seeks Commission authorization for the Transaction under Section 203(a)(1)(A), because it involves a transfer of an 11.22% indirect membership interest in Applicant to an unaffiliated entity, and requests approval without addressing the jurisdictional question.⁵ The jurisdictional facilities of Applicant include Applicant’s market-based rate schedule on file with the Commission and related books and records, and limited generation-side interconnection facilities and the

⁴ See 18 C.F.R. § 2.26.

⁵ See *Central Vermont Public Service Corporation*, 39 FERC ¶ 61,295 (1987); see also *Central Illinois Public Service Company*, 42 FERC ¶ 61,073 (1988); *United Illuminating Company*, 90 FERC ¶ 62,232 (2000); *Public Service Company of New Mexico*, 95 FERC ¶ 62,296 (2001).

interconnection agreement necessary to connect Applicant's generation facility to the transmission system.

Pursuant to FPA Section 203(a)(4), the Commission must approve a transaction if the Commission finds that it (i) is consistent with the public interest (*i.e.*, no adverse effect on competition, rates, or regulation), and (ii) will not result in the cross-subsidization of a non-utility associate company or a pledge or encumbrance of utility assets for the benefit of an associate company, or if the transaction will result in any of the foregoing, the Commission determines that it is consistent with the public interest. As demonstrated in this Application, the Transaction is consistent with the public interest and it does not raise any cross-subsidization concerns.

The parties intend to close the Transaction during the fourth quarter of 2013 as soon as possible after obtaining Commission authorization. Applicant submits that expedited consideration of this Application is warranted under the Commission's regulations to the extent that the Application is not contested, because the Transaction does not involve a merger of any traditional utility with a franchised service territory or captive customers, is consistent with Commission precedent, and does not require an Appendix A analysis.⁶ Therefore, Applicant respectfully requests a 21-day comment period and Commission action on this Application no later than 10 business days following the completion of the Federal Register notice and comment period.⁷

⁶ See 18 C.F.R. § 33.11(b).

⁷ *Transactions Subject to FPA Section 203*, Order No. 669, 71 Fed. Reg. 1348, 1371 (Jan. 6, 2006), FERC Stats. & Regs. Preambles 2001 - 2005 ¶ 31,200 at P 194 (2005), 113 FERC ¶ 61,315 at P 194 (2005), *order on reh'g*, Order No. 669-A, 71 Fed. Reg. 28,422, 28,441 (May 16, 2006), III FERC Stats. & Regs., Regs. Preambles 31,214 at P 155 (2006), 115 FERC ¶ 61,097 at P 155 (2006) (establishing a 21-day notice period for section 203 applications that do not require a detailed Appendix A competitive analysis and do not raise cross-subsidization concerns).

For the reasons set forth in this Application, Applicant and the parties to the Transaction request privileged treatment under 18 C.F.R. § 33.9 for the Purchase and Sale Agreement dated October 28, 2013 (“Purchase and Sale Agreement”), which sets forth the material terms pursuant to which the Transaction will be effectuated. The parties to the Transaction will file the Purchase and Sale Agreement in a separate privileged submission in this docket. Applicant and the parties to the Transaction respectfully request that the Commission Staff advise them of any proposed release of Exhibit I to any person external to the Commission before such release is undertaken.

Applicant also requests that, for the reasons set forth herein, the Commission grant limited waivers of certain of its Part 33 filing requirements because such information is not necessary or relevant to the Commission’s evaluation of the Transaction under Section 203 of the FPA.

II. COMMUNICATIONS

Communications regarding this Application should be directed to:

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III. THE TRANSACTION

A. The Parties to the Transaction

1. Applicant

Applicant is a Delaware limited liability company that is developing and will construct, own, and operate a 725 MW (nameplate) combined-cycle electric generating facility (“CPV Shore Facility”) that will be interconnected to transmission facilities owned by Jersey Central Power & Light Company and operated by PJM, in the PJM-East Submarket. Applicant also will construct and own limited interconnection facilities required to deliver Applicant’s wholesale power from the CPV Shore Facility to PJM. On February 1, 2013, in Docket No. ER13-342-001, FERC granted Applicant authority to make wholesale sales of electric energy, capacity, and certain ancillary electric services at market-based rates (“MBR Authority”), effective January 10, 2013.⁸ On March 4, 2013, in Docket No. EG13-17-000, Applicant filed a Notice of Self-Certification of Exempt Wholesale Generator (“EWG”) status with FERC. On June 7, 2013, FERC issued a Notice of Effectiveness of Exempt Wholesale Generator Status for Applicant.

Applicant participated in PJM’s 2012 Reliability Pricing Model (“RPM”) forward capacity auction and cleared 661 MW of capacity for delivery in the 2015/2016 delivery year. In PJM’s 2013 RPM auction, Applicant cleared 661 MW of capacity for delivery in the 2016/17 delivery year.⁹ Applicant will sell energy and ancillary services from the CPV Shore Facility at wholesale into the PJM market.

⁸ See *CPV Shore, LLC, et al.*, 142 FERC ¶ 61,081 (2013).

⁹ Applicant invites the Commission to treat the electrical output of Applicant’s own facility as uncommitted solely for present purposes, as a simplifying assumption, as the Applicant has done throughout this Application and in the Applicant’s MBR docket.

Applicant is a wholly-owned direct subsidiary of CPV Shore Holdings. CPV Shore Holdings currently is owned directly by CPV Shore Investment (18.75%), TT Shore (31.25%), and Shore Co-Investment Holdings (50%). CPV Shore Investment is a wholly-owned indirect subsidiary of Competitive Power Ventures Holdings, LLC (“CPV”). TT Shore is a wholly-owned and controlled subsidiary of Toyota Tsusho Power USA, Inc. (“TT-USA”). Shore Co-Investment Holdings is a wholly-owned indirect subsidiary of ArcLight Fund V. Applicant is solely managed by CPV.

2. CPV

Through its subsidiaries, CPV develops, owns, and manages natural gas-fired and renewable generation facilities throughout North America. Warburg Pincus Private Equity IX, L.P. and Warburg Pincus Equity Partners Liquidating Trust have a collective ownership interest of 95.2% of the voting shares in CPV. Individuals beneficially hold all of the remaining outstanding ownership interests in CPV, but none owns 10% or more of the voting shares in CPV.

Except as noted below, CPV and its affiliates do not own or control electric generation, transmission, or distribution assets, or gas transportation facilities either in or first-tier to the relevant market. CPV is not a “holding company” (as defined under 18 C.F.R. § 366.1) or an “affiliate” (as defined under either 18 C.F.R. § 33.1 or § 366.1) of any franchised retail electric utility, or of any public utility (as defined under the FPA) except for Applicant and the affiliates fully disclosed on the attached Exhibit B-1.

Aside from Applicant, CPV has only one affiliate in the relevant market, CPV Maryland, LLC (“CPV Maryland”). CPV Maryland is a Delaware limited liability company, in which CPV holds a 50% indirect ownership interest, that is developing and

will construct, own, and operate a 725 MW (nameplate) combined-cycle electric generating facility to be located in Charles County, Maryland that will be interconnected to transmission facilities owned by Potomac Electric Power Company and operated by PJM. CPV Maryland also will construct and own limited interconnection facilities required to deliver CPV Maryland's wholesale power from the CPV Maryland facility to PJM. On February 1, 2013, in Docket No. ER13-343-001, FERC granted CPV Maryland MBR Authority effective January 10, 2013.¹⁰ On April 28, 2008, in Docket No. EG08-67-000, CPV Maryland filed a Notice of Self-Certification of EWG status with FERC.¹¹ While CPV Maryland is not in any way involved in the Transaction, Applicant discloses the foregoing information because the CPV Maryland facility will be located in and interconnected with the PJM BAA.

3. TT Shore

TT Shore is a wholly-owned and controlled subsidiary of TT-USA and a wholly-owned indirect subsidiary of Toyota Tsusho Corporation ("TTC"). TTC owns 60% of the interests in Eurus Energy Holdings Corporation, which wholly-owns Eurus Energy America Corporation ("EEA"). Through EEA, TTC is affiliated with Crescent Ridge LLC ("Crescent Ridge"), which owns and operates an approximately 54 MW wind-powered electric generation facility in Bureau County, Illinois that is interconnected to the transmission system owned by Commonwealth Edison Company and operated by PJM. The Crescent Ridge facility is a qualifying facility ("QF") under the Public Utility Regulatory Policies Act of 1978, as amended ("PURPA").¹² Crescent Ridge also is an

¹⁰ See *CPV Shore, LLC, et al.*, 142 FERC ¶ 61,081 (2013).

¹¹ Docket No. EG08-67-000, Notice of Effectiveness of EWG status, issued July 31, 2008.

¹² See *Crescent Ridge LLC*, Notice of Self-Certification, Docket No. QF02-102-000 (filed July 23, 2002).

EWG¹³ with market-based rate authority.¹⁴ Crescent Ridge sells the entire output of the Crescent Ridge facility under a long-term power purchase agreement with Exelon Generation Company, LLC.

Other than its indirect ownership interests in Applicant and Crescent Ridge, TTC does not directly or indirectly own or control any energy assets in the PJM BAA. TT-USA from time to time holds various investments in the United States, but TT-USA does not hold (and is not presently proposed to hold) any direct or indirect voting or equivalent interest in any public utility or electric utility in the United States other than as disclosed on the attached Exhibit B-2.

Affiliates of TTC may own or control inputs to electric power production, as defined in section 35.36 of the Commission's regulations,¹⁵ in various markets. However, none of these inputs are located in the PJM BAA. TTC is not affiliated with any public utility with a franchised electric service territory in the United States.

4. The ArcLight Funds

Shore Co-Investment Holdings is a wholly-owned indirect subsidiary of ArcLight Fund V. ArcLight Fund V is a private equity investment fund with a focus on the independent power sector. ArcLight Fund V is managed by ArcLight Capital Partners, LLC ("ArcLight Capital"). In addition to ArcLight Fund V, ArcLight Capital also manages and controls ArcLight Energy Partners Fund I, L.P., ArcLight Energy Partners Fund II, L.P., ArcLight Energy Partners Fund III, L.P., ArcLight Energy Partners Fund IV, L.P., and ArcLight Liquid Energy Opportunities Fund, L.P. (collectively with

¹³ See *Crescent Ridge LLC*, 100 FERC ¶ 62,132 (2002).

¹⁴ See *Crescent Ridge LLC*, Docket No. ER02-2310-000 (Sept. 6, 2002) (unpublished letter order).

¹⁵ 18 C.F.R. § 35.36.

ArcLight Fund V, the “ArcLight Funds”), which also are private equity investment funds with a focus on the independent power sector.

The ArcLight Funds are affiliated with ArcLight Energy Marketing, LLC (“AEM”), a marketer of electric power and natural gas. The Commission has authorized AEM to sell energy, capacity, and ancillary services at market-based rates.¹⁶ AEM does not own or control any electric generation, transmission, or distribution facilities in the United States.

In the PJM BAA, the ArcLight Funds are affiliated with Panther Creek Power Operating, LLC (“Panther Creek”), the lessee and jurisdictional operator of a 94 MW (nameplate) electric generation facility located in Nesquehoning, Pennsylvania.¹⁷ The Panther Creek facility is a QF under PURPA¹⁸ The Panther Creek facility is interconnected to the transmission system owned by Metropolitan Edison Company and operated by PJM, and is located outside of the PJM-East Submarket. The Commission has authorized Panther Creek to sell energy, capacity, and ancillary services at market-based rates.¹⁹

The ArcLight Funds also are affiliated with Scrubgrass Generating Company, L.P. (“Scrubgrass”). Scrubgrass owns and operates a 94.7 MW (nameplate) electric generation facility located in Kennerdell, Pennsylvania. The Scrubgrass facility is interconnected to the transmission system owned by Pennsylvania Electric Company (“Penelec”) and operated by PJM, and is located outside of the PJM-East Submarket.

¹⁶ See *ArcLight Energy Mktg., LLC*, Docket No. ER07-1106-000 (July 25, 2007) (unpublished letter order).

¹⁷ Panther Creek controls the Panther Creek facility. In addition to its affiliation with Panther Creek, affiliates of the ArcLight Funds also indirectly hold certain beneficial owner participant interests in the Panther Creek facility.

¹⁸ See Docket No. QF87-59.

¹⁹ See *Panther Creek Power Operating, LLC*, Docket No. ER12-2570-000 (Oct. 9, 2012) (unpublished letter order).

The Scrubgrass facility is a QF under PURPA.²⁰ Scrubgrass currently sells the facility's energy and capacity to Penelec under a long-term power purchase agreement that was in effect as of March 17, 2006. The Commission has authorized Scrubgrass to sell energy and capacity at market-based rates.²¹

In addition, the ArcLight Funds also are affiliated with Westwood Generation, LLC ("Westwood"), the owner of a 36 MW (nameplate) coal-fired, fluidized bed electric generating facility located in Tremont, Pennsylvania, in the PJM BAA, outside of the PJM-East Submarket. Westwood is an EWG²² with Commission authorization to sell energy, capacity, and ancillary services at market-based rates.²³ Westwood also has a rate schedule for reactive supply and voltage control from generation resources on file with the Commission.²⁴

The ArcLight Funds are affiliated with certain radial generator lead lines located outside of the relevant market, which are used solely to interconnect individual generating facilities to the grid and are not part of the integrated transmission system. As noted in Exhibit B-3, the Alta Wind Energy Center located in the California Independent System Operator Corporation ("CAISO") BAA includes six shared generator lead lines (collectively, the "Alta Lines"). The Commission has found that the Alta Lines are

²⁰ See Docket No. QF88-406. Scrubgrass also is an EWG under the Public Utility Holding Company Act of 2005 (PUHCA). See *Scrubgrass Generating Co., L.P.*, 84 FERC ¶ 62,028 (1998).

²¹ See *Scrubgrass Generating Company, L.P.*, Docket No. ER13-821-000 (Mar. 19, 2013) (unpublished letter order).

²² See *Cin. Serv.*, 87 FERC ¶ 62,158 (1999).

²³ See *WPS Westwood Generation, LLC*, Docket No. ER01-1114-000 (May 3, 2001) (unpublished letter order); *Rockingham Power, LLC, et al.*, 86 FERC ¶ 61,337 (1999); see also *Westwood Generation, LLC*, Docket No. ER13-618-000 (Feb. 11, 2013) (unpublished letter order accepting Notice of Non-Material Change in Status and Notice of Name Change).

²⁴ See *WPS Westwood Generation, LLC*, 103 FERC ¶ 61,298 (2003); see also Notice of Name Change, Docket Nos. ER02-2361-000, *et al.* (filed Dec. 20, 2012).

limited and discrete transmission facilities under the Commission's precedent,²⁵ and function as components of generating companies that are EWGs. Accordingly, the Commission granted the requests of the owners of the Alta Lines for waiver from the requirement to file an open access transmission tariff ("OATT") until such time that they receive a valid third party request for transmission service.²⁶ The owners of the Alta Lines have committed to file an OATT within 60 days of receiving a valid, bona fide request for transmission service from a third party.

In addition to the Alta Lines, the ArcLight Funds are affiliated with the 212-mile 230 kV radial generator lead line ("DV Line") owned by Terra-Gen Dixie Valley, LLC ("Dixie Valley"). The DV Line currently is used solely to interconnect Dixie Valley's 60.5 MW QF to the transmission grid owned by Southern California Edison Company and operated by CAISO. Dixie Valley has an OATT on file with the Commission with respect to third party service on the DV Line.²⁷

Aside from the Alta Lines and DV Line, none of the ArcLight Funds or any of their affiliates owns a 10% or greater voting interest in or controls any other electric transmission facilities in the United States, except for the limited equipment necessary to interconnect individual generating facilities to the transmission grid.

Affiliates of the ArcLight Funds own or control sites for new generation capacity development in various markets, including the PJM BAA.²⁸ None of the ArcLight Funds

²⁵ See *Alta Wind I, LLC, et al.*, 134 FERC ¶ 61,109 (2011); *Alta Wind VII, LLC, et al.*, 140 FERC ¶ 61,096 (2012).

²⁶ See *id.*

²⁷ See *Terra-Gen Dixie Valley, LLC, et al.*, 132 FERC ¶ 61,215 (2010); see also *Terra-Gen Dixie Valley, LLC*, 135 FERC ¶ 61,134 (2011).

²⁸ To the extent that affiliates of the ArcLight Funds own or control sites for new generation capacity development that trigger the requirement to file a land acquisition report pursuant to section 35.42(d) of the Commission's regulations, 18 C.F.R. § 35.42(d), such affiliates have submitted the required land

or any of their affiliates owns or controls any other inputs to electric power production, as defined in section 35.36 of the Commission's regulations,²⁹ in the PJM BAA. The list of the ArcLight Funds' U.S. energy affiliates included in Exhibit B-3 identifies those affiliates of the ArcLight Funds that own or control natural gas intrastate pipelines, distribution facilities, or storage facilities in other markets. The ArcLight Funds are not affiliated with any public utility with a franchised electric service territory.

5. Purchaser

JHLIC is a wholly-owned indirect subsidiary of Manulife Financial Corporation, a Canadian-based financial services company publicly traded on the Toronto and New York Stock Exchanges. Neither Purchaser nor any of its affiliates is primarily engaged in any energy-related business activities, is a traditional franchised utility, or owns or operates energy facilities located in the PJM BAA, including in the PJM-East Submarket, other than passive, non-managing interests of the type described in the following paragraph.

Affiliates of Purchaser own passive, non-managing, limited partnership or limited liability company interests (or similar passive interests) in entities that are engaged directly or indirectly in electric generation, transmission, and other energy-related businesses. Affiliates of Purchaser also own passive, non-managing, limited partnership or limited liability company interests (or similar passive interests) in private investment funds (such as private equity funds), some of which funds may have direct or indirect ownership interests in entities that are engaged in electric generation and other energy-

acquisition reports to the Commission. *See, e.g.*, the land acquisition report filed by affiliates of the ArcLight Funds on January 30, 2013 in Docket No. LA12-4-000 (accepted for filing on May 7, 2013).

²⁹ 18 C.F.R. § 35.36 defines "inputs to electric power production" as "intrastate natural gas transportation, intrastate natural gas storage or distribution facilities; sites for generation capacity development; physical coal supply sources and ownership of or control over who may access transportation of coal supplies."

related businesses. The investments described in the preceding two sentences may be transitory holdings. Management control of such entities, investment companies, and investment funds resides solely with the relevant general partner or managing member and in no case is any such controlling general partner or managing member affiliated with Purchaser.³⁰ Thus, Purchaser is not a “public utility” or a “holding company” within the meaning of FPA Section 203(a)(2) and does not require approval under that section to consummate the Transaction.

IV. REQUEST FOR PRIVILEGED AND CONFIDENTIAL TREATMENT

The parties to the Transaction will separately file a copy of the Purchase and Sale Agreement as Exhibit I. Pursuant to 18 C.F.R. § 388.112 (2013), Applicant and the parties to the Transaction request privileged and confidential treatment of Exhibit I, because it contains sensitive commercial and financial information that is privileged or confidential and not publicly available. Should this exhibit become public, it would likely harm the parties in future negotiations for similar transactions and in structuring future investments. A proposed form of protective order that complies with the Commission’s model protective order is attached to this Application.

V. THE TRANSACTION

CPV Shore Holdings currently has a single class of members, each of which holds Class A membership interests. Pursuant to the Transaction, Shore Co-Investment Holdings will transfer an 11.22% Class A membership interest in CPV Shore Holdings to

³⁰ See *AES Creative Resources*, 129 FERC ¶61,239, at PP 25-26 (2009) (finding that consent or veto rights that give investors “only those limited rights necessary to protect their ... investments” are passive investment interests that do not confer control over a public utility or allow the investors to participate in the public utility’s day-to-day operations); see also *Order No. 669 at P 144* (granting blanket authorization for the purchase of “any non-voting security that does not convey sufficient veto rights over management actions so as to convey control”); 18 C.F.R. § 33.1(c)(2)(i) (same).

Purchaser. As a result, Purchaser will own an 11.22% indirect membership interest in Applicant. The remaining indirect membership interests in Applicant will be owned by Shore Co-Investment Holdings (38.78%), CPV Shore Investment (18.75%), and TT Shore (31.25%).³¹

Pursuant to CPV Shore Holdings' limited liability company agreement, management of CPV Shore Holdings is vested solely in a Board of Managers, which is authorized to take action on 33 enumerated matters, none of which include wholesale power sales or day-to-day operation of the CPV Shore Facility.³² Action on any of the enumerated matters requires the affirmative vote of at least 85% of the Class A membership interests. The voting threshold for action by the Board of Managers will increase to 90% in the future at such time when Shore Co-Investment Holdings no longer owns any membership interest in CPV Shore Holdings. Nevertheless, at all times, CPV will retain the day-to-day rights to manage Applicant's operations and wholesale power sales from the CPV Shore Facility. Thus, Purchaser will not acquire operational control with respect to any jurisdictional activities of Applicant or the CPV Shore Facility.

The details of the Transaction are set forth in the Purchase and Sale Agreement, a copy of which will be separately filed by the parties to the Transaction as confidential Exhibit I. The Purchase and Sale Agreement reflects the material terms of the Transaction, and the parties commit that the Transaction will be consummated on terms equivalent to those set forth therein.

³¹ The indirect membership interests in Applicant held by CPV and TTC will not be affected by the Transaction.

³² The 33 matters that require voting by the Board of Managers are of a type that is customary to protect the financial interests of investors, such as major budgetary matters, dispositions of substantially all of the assets of CPV Shore Holdings, the filing of petitions for bankruptcy, and other actions of a business, financial, or organizational nature.

As described below, the Transaction will have no adverse effect on competition, rates, or regulation, and does not raise any cross-subsidization issues. Accordingly, Applicant requests that the Commission issue an order approving the Transaction as described herein.

VI. THE TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

In determining whether a transaction proposed in a Section 203 application is consistent with the public interest, the Commission applies a three-part test established in Order No. 592, the Commission's *Merger Policy Statement*,³³ and codified in Section 33.2(g) of the Commission's regulations.³⁴ As explained in Order 642 and the *Merger Policy Statement*, the Commission examines three factors in analyzing whether a Transaction is consistent with the public interest: (i) its prospective effect (upon and following consummation) on competition; (ii) its prospective effect (upon and following consummation) on rates; and (iii) its prospective effect (upon and following consummation) on regulation. Additionally, pursuant to Section 203(a)(4) of the FPA and the Commission's implementing rules,³⁵ the Commission must approve a transaction if it finds that, in addition to being in the public interest based on the three factors above, it will not result in the cross-subsidization of a non-utility associate company or a pledge or encumbrance of utility assets for the benefit of an associate company or, if the

³³ *Inquiry Concerning the Commission's Merger Policy Under the Federal Power Act: Policy Statement*, Order No. 592, 61 Fed. Reg. 68595 (Dec. 30, 1996), FERC Stat. & Regs. (Regs. Preambles) ¶ 31,044 (1996), *on reconsideration*, Order No. 592-A, 79 FERC ¶ 61,321 (1997) ("*Merger Policy Statement*").

³⁴ *Revised Filing Requirements Under Part 33 of the Commission's Regulations*, Order No. 642, 65 Fed. Reg. 70983 (Nov. 28, 2000), FERC Stats. & Regs. (Regs. Preambles) ¶ 31,111, at 31,874-75 (2000) (hereafter referred to as "Order 642").

³⁵ *See* Order No. 669, *on reh'g*, Order No. 669-A, 71 Fed. Reg. 28422 (May 16, 2006) (hereafter referred to as "Order No. 669-A"), *on reh'g*, Order No. 669-B, 71 Fed. Reg. 42579.

transaction will result in any of the foregoing, the Commission determines that it is consistent with the public interest.³⁶

As demonstrated below, the Transaction is consistent with the public interest with respect to each of the three above factors and will not result in any cross-subsidization concerns.

A. No Adverse Effect on Competition

The Transaction will have no adverse effect on competition. In Docket Nos. EC13-111 and EC13-112, the Commission recently found that Applicant and its existing affiliates through CPV, TTC, and the ArcLight Funds do not raise any horizontal or vertical market power issues in the relevant market – the PJM BAA, including the PJM-East Submarket.³⁷ None of Applicant, CPV, TTC, or the ArcLight Funds has become affiliated with any additional generation capacity in the relevant market since the Commission’s recent finding. As discussed above, neither Purchaser nor any of its affiliates owns any non-passive interests in or controls any electric generation facilities in the relevant market, and Purchaser advises Applicant that it has no “energy affiliates” or “energy subsidiaries” in the PJM BAA, including the relevant PJM-East Submarket. In addition, CPV will retain full control over the operation of the CPV Shore Facility and any wholesale power sales from the facility. Therefore, the Transaction will not result in any new combination of electric generating assets that could have an impact on the

³⁶ Section 203(a)(4) states that the term “associate company” has the meaning set forth in PUHCA. Section 1262(2) of PUHCA states that “an ‘associate company’ of a company means any company in the same holding company system with such company.” The Commission defines a “non-utility associate company” as “any associate company in a holding company system other than a public utility or electric utility company that has wholesale or retail customers served under cost-based rate regulation.” 18 C.F.R. §33.1(b)(2).

³⁷ *CPV Shore, LLC*, 144 FERC ¶ 62,013 (2013); *CPV Shore, LLC*, 144 FERC ¶ 62,014 (2013).

competitive situation in the relevant market. Accordingly, the Transaction will have no adverse effect on horizontal market power.

The Transaction also will not raise any vertical market power issues. Neither Purchaser nor any of its affiliates owns or controls any electric transmission or distribution facilities in the United States, aside from limited generator interconnection facilities. Purchaser and its affiliates also do not own or control any inputs to electric power production, as defined in section 35.36 of the Commission's regulations, in the relevant market. Therefore, the Transaction will not have any adverse effect on competition.

B. No Adverse Effect on Rates

In assessing the effect that a Transaction could have on rates, the Commission's primary concern is "the protection of wholesale ratepayers and transmission customers."³⁸ Applicant has MBR Authority and intends to sell power from the CPV Shore Facility in the PJM market pursuant to negotiated rates under its market-based rate tariff. The Transaction will not affect the rates that Applicant is authorized to charge under its individual MBR Authority, and the Commission has concluded that market-based rate sales do not raise any concerns about a transaction's possible adverse effect on rates.³⁹ Moreover, Applicant does not have any transmission rates or transmission customers and the Transaction does not involve any transmission rates or transmission customers. Accordingly, the Transaction will have no adverse effect on wholesale ratepayers or transmission customers.

³⁸ *New England Power Co.*, 82 FERC ¶ 61,179, at 61,659, *on reh 'g*, 83 FERC ¶ 61,275 (1998). *See Merger Policy Statement, supra*, at 30,123 (concern is to protect ratepayers from rate increases because of a merger).

³⁹ In the present context, the Commission's ratepayer protection concerns do not apply to customers charged market-based rates. *See, e.g., NorAm Energy Servs., Inc.*, 80 FERC ¶ 61,120 at 61,382-83 (1997).

C. No Adverse Effect on Regulation

The Transaction will not affect the manner or extent to which the Commission, any state, or any other federal agency may regulate Applicant. The extent to which Applicant and its affiliates are subject to the jurisdiction of the Commission (or any other regulatory agency or office) will not change as a result of the Transaction.

D. No Potential for Cross-Subsidization

Section 203(a)(4) of the FPA requires the Commission to determine whether a transaction will “result in cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company and, if so, whether the cross-subsidy, pledge, or encumbrance will be consistent with the public interest.” The Commission has stated that the concern over cross-subsidization is principally a concern over the effect of a Transaction on captive ratepayers.⁴⁰ Because neither Applicant nor Purchaser currently is affiliated with a traditional public utility associate company that has captive ratepayers in the United States or that owns or provides transmission service over jurisdictional transmission facilities in the United States, the Transaction is within the scope of the “safe harbor” for transactions in which “no franchised public utility with captive customers is involved”⁴¹ in the transaction and does not raise any issue with respect to cross-subsidization. Further, because neither Applicant nor Purchaser is affiliated with any public utility associate company that has captive customers in the United States or that owns or provides transmission service over jurisdictional transmission facilities in the United States, neither Applicant nor Purchaser

⁴⁰ Order No. 669 at ¶ 167.

⁴¹ *FPA Section 203 Supplemental Policy Statement*, 120 FERC ¶ 61,060 (2007) at P 17.

nor any of their affiliates has any existing pledges or encumbrances of public utility assets.

In Order Nos. 669, 669-A, and 669-B, the Commission established a four-part test that applicants must satisfy in order to demonstrate that the Transaction will not result in improper cross-subsidization, or the pledge or encumbrance of utility assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities. Under this test, the Commission examines whether, at the time of the transaction or in the future, the Transaction will result in: (i) any transfer of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company; (ii) any new issuance of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; (iii) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or (iv) any new affiliate contract between a non-utility associate company and a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under Sections 205 and 206 of the FPA.⁴² None of these circumstances is present in this case.

⁴² *See id.* at P 169 (stating that such verifications may be accepted in lieu of any other explanation with respect to cross-subsidization and encumbrance concerns).

Consistent with the requirements of Order Nos. 669-A and 669-B, Applicant includes a verification regarding each of these factors in Exhibit M to this Application, which relates to the time of the Transaction as well as the future, and is based on facts and circumstances known or reasonably foreseeable to Applicant. Accordingly, the Transaction does not raise any cross-subsidization concerns.

VII. INFORMATION AND EXHIBITS REQUIRED BY SECTION 33.2 OF THE COMMISSION'S REGULATIONS

In compliance with Section 33.2 of the Commission's Regulations, 18 C.F.R. § 33.2, Applicant submits the following required information:

A. Section 33.2(a): The Exact Name Of Applicant And Its Principal Business Address

The exact legal name of Applicant and its principal business address is as follows:

CPV Shore, LLC
c/o Competitive Power Ventures, Inc.
8403 Colesville Road
Suite 915
Silver Spring, Maryland 20910

B. Section 33.2(b): The Names And Addresses Of The Persons Authorized To Receive Notices And Communications Regarding The Application, Including Phone And Fax Numbers, And E-Mail Addresses

Mark C. Williams	Robert W. Burke, Jr., Esq.
Heather L. Feingold	Competitive Power Ventures, Inc.
BINGHAM McCUTCHEN LLP	8403 Colesville Road
2020 K Street, N.W.	Suite 915
Washington, D.C. 20006	Silver Spring, Maryland 2091
mark.williams@bingham.com	rburke@cpv.com

C. Section 33.2(c): Description Of Applicant

1. Section 33.2(c)(1): All business activities of the Applicant, including authorizations by charter or regulatory approval.

See the foregoing text. To the extent deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit A.

2. Section 33.2(c)(2): A list of Applicant's energy subsidiaries and energy affiliates, percentage ownership interest in such subsidiaries and affiliates, and a description of the primary business in which each energy subsidiary and affiliate is engaged.

See Exhibit B-1 (CPV), Exhibit B-2 (TTC), and Exhibit B-3 (the ArcLight Funds). Because Purchaser does not have any energy subsidiaries or affiliates in the relevant market, Applicant requests a waiver of the requirement to file an Exhibit B for Purchaser.

3. Section 33.2(c)(3): Organizational charts depicting Applicant's current and proposed post-transaction corporate structures (including any pending authorized but not implemented changes) indicating all parent companies, energy subsidiaries and energy affiliates of Applicant unless Applicant demonstrates that the Transaction does not affect the corporate structure of any party to the transaction.

See Exhibit C to this Application.

4. Section 33.2(c)(4): A description of all joint ventures, strategic alliances, tolling arrangements or other business arrangements, including transfers of operational control of transmission facilities to Commission-approved Regional Transmission Organizations, both current, and planned to occur within a year from the date of filing, to which Applicant or its respective parent companies, energy subsidiaries, and energy affiliates is a party, unless Applicant demonstrates that the Transaction does not affect any of their business interests.

See the foregoing text. The Transaction involves no jurisdictional business arrangements to which Applicant or any of its affiliates is a party apart from those described in this Application. To the extent deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit D.

5. Section 33.2(c)(5): The identity of common officers or directors of parties to the Transaction.

The Transaction does not create any new jurisdictional interlocks. There are no common officers or directors among the parties to the Transaction. To the extent deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit E.

6. Section 33.2(c)(6): A description and location of wholesale power sales customers and unbundled transmission services customers served by the applicant or its parent companies, subsidiaries, affiliates and associate companies.

See the foregoing text. Applicant will sell all of the energy and capacity of the CPV Shore Facility as described in the text of this application. To the extent deemed necessary, Applicant requests

waiver of the requirement to submit this information as a separate Exhibit F.

D. Section 33.2(d): A Description Of Jurisdictional Facilities Owned, Operated, Or Controlled By Applicant Or Its Parent Companies, Subsidiaries, Affiliates, And Associate Companies.

See the foregoing text. For the reasons set forth herein, the Applicant requests a limited waiver of any requirement of 18 C.F.R. §33.2(d) to separately re-state the information as a separate Exhibit G.

E. Section 33.2(e): Narrative Description of the Transaction.

This Application describes the Transaction. To the extent otherwise deemed necessary, Applicant requests waiver of the requirement to re-state and submit this information as a separate Exhibit H.

F. Section 33.2(f): Contracts Related to the Transaction.

See confidential Exhibit I. Consistent with Section 388.112 of the Commission's regulations, 18 C.F.R. § 388.112, Applicant and the parties to the Transaction request privileged, non-public treatment for the Purchase and Sale Agreement submitted as Exhibit I. This document contains commercially sensitive terms and conditions, the disclosure of which could have a material adverse effect on the parties to those agreements, and adversely affect their ability to negotiate similar transactions in the future. As required by Section 33.9 of the Commission's regulations, 18 C.F.R. § 33.9, Applicant has included a protective order, which is based on the Commission's model protective order, under which Exhibit I is designated as protected.

Applicant requests a waiver of any requirement to provide other, purely incidental documents that may be executed in connection with the Transaction because Applicant does not believe that such documents would provide the Commission with information relevant to its public interest evaluation of the Transaction.⁴³

Applicant designates the following individuals to be contacted regarding the request for confidential treatment and access to documents subject to the protective order:

For Applicant:
Mark C. Williams
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006

⁴³ The Commission routinely grants such waiver. *See, e.g., EIF Berkshire Holdings, LLC*, 116 FERC ¶ 61,273 (2006).

Tel.: (202) 373-6181
mark.williams@bingham.com

For ArcLight Fund V:
Jessica C. Friedman
Van Ness Feldman, LLP
1050 Thomas Jefferson St., N.W.
Washington, DC 20007
Tel: (202) 298-1800
jcf@vnf.com

For JHLIC:
Raymond B. Wuslich
Winston & Strawn LLP
1700 K Street, N.W.
Washington, DC 20006-3817
Tel: (202) 282-5725
rwuslich@winston.com

G. Explanatory Statement Demonstrating that the Transaction is Consistent with the Public Interest.

This Application contains an explanatory statement that the Transaction is consistent with the public interest. To the extent otherwise deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit J.

H. Section 33.2(h): If The Transaction Involves Physical Property Of Any Party, Applicant Must Provide A General Or Key Map Showing In Different Colors The Properties Of Each Party To The Transaction.

Because the Transaction does not involve a merger or the direct disposition of physical facilities and Applicant's only physical jurisdictional facilities are only minor interconnection facilities, Applicant requests a waiver of any requirements to provide a map and an Exhibit K.

I. Section 33.2(i): If Applicant is Required To Obtain Licenses, Orders, Or Other Approvals From Other Regulatory Bodies In Connection With The Transaction, Applicant Must Identify The Regulatory Bodies And Indicate The Status Of Other Regulatory Actions, And Provide A Copy Of Each Order Of Those Regulatory Bodies That Relates To The Transaction.

Applicant is not required to obtain any licenses, orders, or approvals from any other federal, state, or local regulatory bodies in connection with the Transaction. Accordingly, Applicant requests a waiver of the requirement to file Exhibit L.

J. Section 33.2(j): An Explanation, With Appropriate Evidentiary Support For Such Explanation, Of How The Transaction Will Not Result In Cross-

Subsidization Of A Non-Utility Associate Company Or The Pledge Or
Encumbrance Of Utility Assets For The Benefit Of An Associate Company.

See Exhibit M hereto and the text of this Application.

VIII. ACCOUNTING TREATMENT

Applicant is not required by the Commission to maintain its books of account in accordance with the Commission's Uniform System of Accounts in Part 101 of the Commission's regulations. Therefore, Applicant is not required pursuant to 18 C.F.R. §33.5 to present proposed accounting entries to its books or financial statement showing the effects of the Transaction to the extent there may be any such effects. Consequently, Applicant has no proposed accounting treatment to submit.

IX. VERIFICATION

An authorized representative of Applicant and each of the parties to the Transaction have provided verifications as required under Section 33.7 of the Commission's Regulations⁴⁴ in Attachment 1 hereto.

X. LIST OF ATTACHMENTS

In addition to the Exhibits described above, the following Attachments are attached to this Application:

1. Verifications
2. Protective Order

⁴⁴ 18 C.F.R. § 33.7.

XI. CONCLUSION

For the reasons stated herein, Applicant respectfully requests that the Commission approve this Application without modification or condition, subject to the reporting conditions proposed herein, and grant privileged treatment to the Purchase and Sale Agreement in Exhibit I. Applicant respectfully requests that the Commission review this Application expeditiously, provide for a shortened public notice period, and issue an order no later than ten days following the conclusion of the notice period, to the extent possible.

Respectfully submitted,

/S/

Mark C. Williams
Heather L. Feingold
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel.: (202) 373-6181
mark.williams@bingham.com

Counsel to Applicant

October 29, 2013

Exhibits A, D, E, F, G, H, J, K, and L

Applicant has requested a waiver of the requirement to file
Exhibits A, D, E, F, G, H, J, K, and L

EXHIBIT B-1

Energy Subsidiaries and Energy Affiliates of CPV

EXHIBIT B-2

Energy Subsidiaries and Energy Affiliates of TTC

EXHIBIT B-3

Energy Subsidiaries and Energy Affiliates of the ArcLight Funds

See Separately-housed Public Attachments

EXHIBIT C

Pre-Transaction Organizational Chart

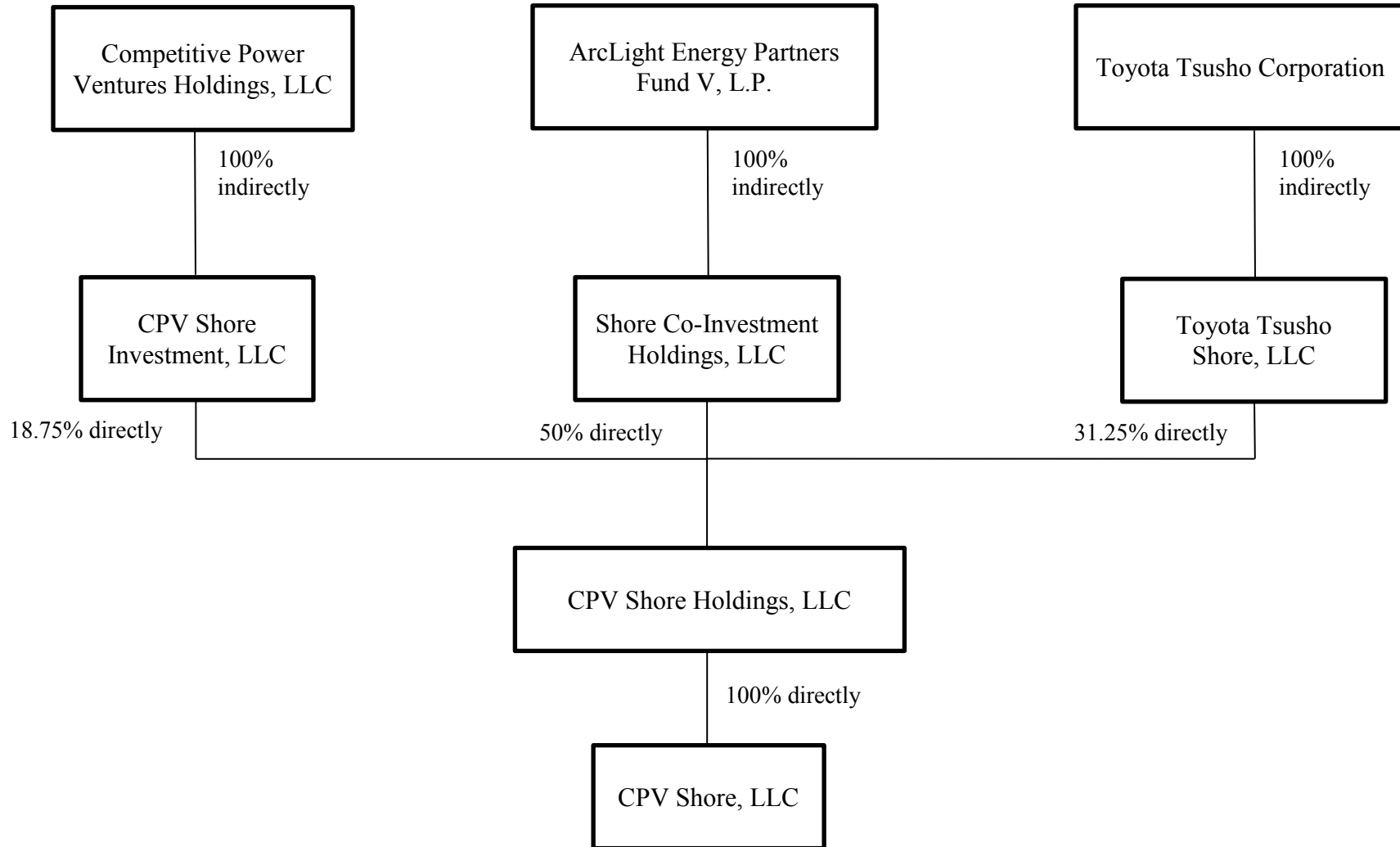


EXHIBIT C

Post-Transaction Organizational Chart

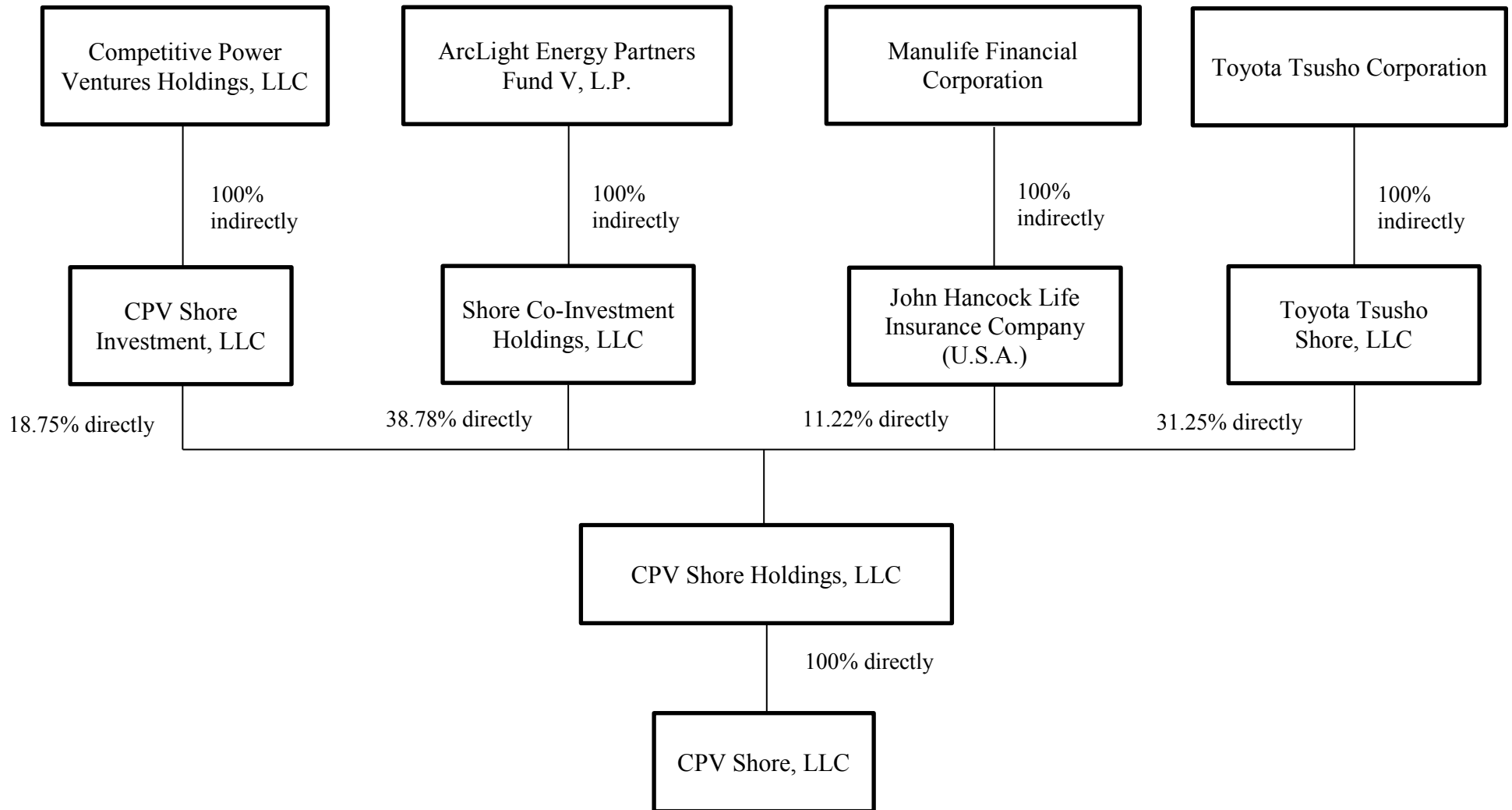


EXHIBIT I

CONTRACTS RELATED TO THE TRANSACTION

PUBLIC VERSION

**PRIVILEGED INFORMATION REMOVED
PURSUANT TO 18 C.F.R. § 388.112**

EXHIBIT M

STATEMENT REGARDING CROSS-SUBSIDIZATION

As demonstrated in the text of the Application and incorporated by reference into this Exhibit M, the Transaction raises no issues concerning cross-subsidization.

Applicant verifies with respect to itself and its affiliates, based on facts and circumstances known to it or that are reasonably foreseeable as of the date of this Application, that the Transaction will not result in, at the time of the Transaction or in the future:

(1) any transfers of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company;

(2) any new issuances of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company;

(3) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or

(4) any new affiliate contracts between a non-utility associate company and a traditional public utility associate company that has captive customers or that own or provide transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under Sections 205 and 206 of the Federal Power Act.

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC

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Docket No. EC14-__ - __

PROTECTIVE ORDER

(Issued _____)

1. This Protective Order shall govern the use of all Protected Materials produced by, or on behalf of, any Participant. Notwithstanding any order terminating this proceeding, this Protective Order shall remain in effect until specifically modified or terminated by the Presiding Administrative Law Judge (“Presiding Judge”) or the Federal Energy Regulatory Commission (“Commission”).

2. This Protective Order applies to the following two categories of materials: (A) A Participant may designate as protected those materials which customarily are treated by that Participant as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Participant or its customers to risk of competitive disadvantage or other business injury; and (B) A Participant shall designate as protected those materials which contain critical energy infrastructure information, as defined in 18 C.F.R. § 388.113(c)(1) (“Critical Energy Infrastructure Information”).

3. Definitions -- For purposes of this Order:

(a) The term “Participant” shall mean each captioned Applicant, any person or entity contemplating intervening in this proceeding to whom Protected Materials are provided by the Applicant or its affiliates prior to such intervention, and a Participant as defined in 18 C.F.R. § 385.102(b).

(b) (1) The term “Protected Materials” means (A) materials (including depositions) provided by a Participant as part of any application or other pleading filed with the Commission or in response to discovery requests, and designated by such Participant as protected; (B) any information contained in or obtained from such designated materials; (C) any other materials which are made subject to this Protective Order by the Presiding Judge, by the Commission, by any court or other body having appropriate authority, or by agreement of the Participants; (D) notes of Protected Materials; and (E) copies of Protected Materials. The Participant producing the Protected Materials shall physically mark them on each page as “CONTAINS PRIVILEGED INFORMATION-DO NOT RELEASE” or “PROTECTED MATERIALS” or with words of similar import as long as the term “Protected Materials” is included in that designation to indicate that they are Protected Materials. If the Protected Materials contain Critical Energy Infrastructure Information, the Participant producing such information shall additionally mark on

each page containing such information the words “Contains Critical Energy Infrastructure Information - Do Not Release.”

(2) The term “Notes of Protected Materials” means memoranda, handwritten notes, or any other form of information (including electronic form) which copies or discloses materials described in Paragraphs 3(b)(1) or 5. Notes of Protected Materials are subject to the same restrictions provided in this order for Protected Materials except as specifically provided in this order.

(3) Protected Materials shall not include (A) any information or document contained in the files of the Commission, or any other federal or state agency, or any federal or state court, unless the information or document has been determined to be protected by such agency or court, or (B) information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order, or (C) any information or document labeled as “Non-Internet Public” by a Participant, in accordance with Paragraph 30 of FERC Order No. 630, FERC Stats. & Regs. ¶ 31,140. Protected Materials do include any information or document contained in the files of the Commission that has been designated as Critical Energy Infrastructure Information.

(c) The term “Non-Disclosure Certificate” shall mean the certificate annexed hereto by which Participants who have been granted access to Protected Materials shall certify their understanding that such access to Protected Materials is provided pursuant to the terms and restrictions of this Protective Order, and that such Participants have read the Protective Order and agree to be bound by it. All Non-Disclosure Certificates shall be served on all parties on the official service list maintained by the Secretary in this proceeding.

(d) The term “Reviewing Representative” shall mean a person who has signed a Non-Disclosure Certificate and who is:

(1) Commission Litigation Staff;

(2) an attorney who has made an appearance in this proceeding for a Participant;

(3) attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in Paragraph (2);

(4) an expert or an employee of an expert retained by a Participant for the purpose of advising, preparing for or testifying in this proceeding;

(5) a person designated as a Reviewing Representative by order of the Presiding Judge or the Commission; or

(6) employees or other representatives of Participants appearing in this proceeding with significant responsibility for this docket.

4. Protected Materials shall be made available under the terms of this Protective Order only to Participants and only through their Reviewing Representatives as provided in Paragraphs 7-9.

5. Protected Materials shall remain available to Participants until the later of the date that an order terminating this proceeding becomes no longer subject to judicial review, or the date that any other Commission proceeding relating to the Protected Material is concluded and no longer subject to judicial review. If requested to do so in writing after that date, the Participants shall, within fifteen days of such request, return the Protected Materials (excluding Notes of Protected Materials) to the Participant that produced them, or shall destroy the materials, except that copies of filings, official transcripts and exhibits in this proceeding that contain Protected Materials, and Notes of Protected Material may be retained, if they are maintained in accordance with Paragraph 6, below. Within such time period each Participant, if requested to do so, shall also submit to the producing Participant an affidavit stating that, to the best of its knowledge, all Protected Materials and all Notes of Protected Materials have been returned or have been destroyed or will be maintained in accordance with Paragraph 6. To the extent Protected Materials are not returned or destroyed, they shall remain subject to the Protective Order.

6. All Protected Materials shall be maintained by the Participant in a secure place. Access to those materials shall be limited to those Reviewing Representatives specifically authorized pursuant to Paragraphs 8-9. The Secretary shall place any Protected Materials filed with the Commission in a non-public file. By placing such documents in a nonpublic file, the Commission is not making a determination of any claim of privilege. The Commission retains the right to make determinations regarding any claim of privilege and the discretion to release information necessary to carry out its jurisdictional responsibilities. For documents submitted to Commission Litigation Staff ("Staff"), Staff shall follow the notification procedures of 18 C.F.R. § 388.112 before making public any Protected Materials.

7. Protected Materials shall be treated as confidential by each Participant and by the Reviewing Representative in accordance with the certificate executed pursuant to Paragraph 9. Protected Materials shall not be used except as necessary for the conduct of this proceeding, nor shall they be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding. Reviewing Representatives may make copies of Protected Materials, but such copies become Protected Materials. Reviewing Representatives may make notes of Protected Materials, which shall be treated as Notes of Protected Materials if they disclose the contents of Protected Materials.

8. (a) If a Reviewing Representative's scope of employment includes the marketing of energy, the direct supervision of any employee or employees whose duties include the marketing of energy, the provision of consulting services to any person whose duties include the marketing of energy, or the direct supervision of any employee or employees whose duties include the marketing of energy, such Reviewing Representative may not use information contained in any Protected Materials obtained through this proceeding to give any Participant or any competitor of any Participant a commercial advantage.

(b) In the event that a Participant wishes to designate as a Reviewing Representative a person not described in Paragraph 3 (d) above, the Participant shall seek agreement from the Participant providing the Protected Materials. If an agreement is reached that person shall be a Reviewing Representative pursuant to Paragraphs 3(d) above with respect to those materials. If no

agreement is reached, the Participant shall submit the disputed designation to the Presiding Judge for resolution.

9. (a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Protected Materials pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate provided that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of each Non-Disclosure Certificate shall be provided to counsel for the Participant asserting confidentiality prior to disclosure of any Protected Material to that Reviewing Representative.

(b) Attorneys qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this order.

10. Any Reviewing Representative may disclose Protected Materials to any other Reviewing Representative as long as the disclosing Reviewing Representative and the receiving Reviewing Representative both have executed a Non-Disclosure Certificate. In the event that any Reviewing Representative to whom the Protected Materials are disclosed ceases to be engaged in these proceedings, or is employed or retained for a position whose occupant is not qualified to be a Reviewing Representative under Paragraph 3(d), access to Protected Materials by that person shall be terminated. Even if no longer engaged in this proceeding, every person who has executed a Non-Disclosure Certificate shall continue to be bound by the provisions of this Protective Order and the certification.

11. Subject to Paragraph 17, the Presiding Administrative Law Judge shall resolve any disputes arising under this Protective Order. Prior to presenting any dispute under this Protective Order to the Presiding Administrative Law Judge, the parties to the dispute shall use their best efforts to resolve it. Any participant that contests the designation of materials as protected shall notify the party that provided the protected materials by specifying in writing the materials whose designation is contested. This Protective Order shall automatically cease to apply to such materials five (5) business days after the notification is made unless the designator, within said 5-day period, files a motion with the Presiding Administrative Law Judge, with supporting affidavits, demonstrating that the materials should continue to be protected. In any challenge to the designation of materials as protected, the burden of proof shall be on the participant seeking protection. If the Presiding Administrative Law Judge finds that the materials at issue are not entitled to protection, the procedures of Paragraph 17 shall apply. The procedures described above shall not apply to protected materials designated by a Participant as Critical Energy Infrastructure Information. Materials so designated shall remain protected and subject to the provisions of this Protective Order, unless a Participant requests and obtains a determination from the Commission's Critical Energy Infrastructure Information Coordinator that such materials need not remain protected.

12. All copies of all documents reflecting Protected Materials, including the portion of the hearing testimony, exhibits, transcripts, briefs Forward Energy and other documents which refer to Protected Materials, shall be filed and served in sealed envelopes or other appropriate

containers endorsed to the effect that they are sealed pursuant to this Protective Order. Such documents shall be marked "PROTECTED MATERIALS" or "CONTAINS PRIVILEGED INFORMATION-DO NOT RELEASE" and shall be filed under seal and served under seal upon the Presiding Judge and all Reviewing Representatives who are on the service list. Such documents containing Critical Energy Infrastructure Information shall be additionally marked "Contains Critical Energy Infrastructure Information - Do Not Release." For anything filed under seal, redacted versions or, where an entire document is protected, a letter indicating such, will also be filed with the Commission and served on all parties on the service list and the Presiding Judge. Counsel for the producing Participant shall provide to all Participants who request the same, a list of Reviewing Representatives who are entitled to receive such material. Counsel shall take all reasonable precautions necessary to assure that Protected Materials are not distributed to unauthorized persons.

13. If any Participant desires to include, utilize or refer to any Protected Materials or information derived therefrom in testimony or exhibits during the hearing in these proceedings in such a manner that might require disclosure of such material to persons other than reviewing representatives, such participant shall first notify both counsel for the disclosing participant and the Presiding Judge of such desire, identifying with particularity each of the Protected Materials. Thereafter, use of such Protected Material will be governed by procedures determined by the Presiding Judge.

Nothing in this Protective Order shall be construed as precluding any Participant from objecting to the use of Protected Materials on any legal grounds.

14. Nothing in this Protective Order shall preclude any Participant from requesting the Presiding Judge, the Commission, or any other body having appropriate authority, to find that this Protective Order should not apply to all or any materials previously designated as Protected Materials pursuant to this Protective Order. The Presiding Judge may alter or amend this Protective Order as circumstances warrant at any time during the course of this proceeding.

15. Each party governed by this Protective Order has the right to seek changes in it as appropriate from the Presiding Judge or the Commission.

16. All Protected Materials filed with the Commission, the Presiding Judge, or any other judicial or administrative body, in support of, or as a part of, a motion, other pleading, brief, or other document, shall be filed and served in sealed envelopes or other appropriate containers bearing prominent markings indicating that the contents include Protected Materials subject to this Protective Order. Such documents containing Critical Energy Infrastructure Information shall be additionally marked "Contains Critical Energy Infrastructure Information – Do Not Release."

17. If the Presiding Judge finds at any time in the course of this proceeding that all or part of the Protected Materials need not be protected, those materials shall, nevertheless, be subject to the protection afforded by this Protective Order for three (3) business days from the date of issuance of the Presiding Judge's decision, and if the Participant seeking protection files an interlocutory appeal or requests that the issue be certified to the Commission, for an additional seven (7) business days. None of the Participants waives its rights to seek additional administrative or

judicial remedies after the Presiding Judge's decision respecting Protected Materials or Reviewing Representatives, or the Commission's denial of any appeal thereof. The provisions of 18 C.F.R. §§ 388.112 and 388.113 shall apply to any requests for Protected Materials in the files of the Commission under the Freedom of Information Act. (5 U.S.C. § 552).

18. Nothing in this Protective Order shall be deemed to preclude any Participant from independently seeking through discovery in any other administrative or judicial proceeding information or materials produced in this proceeding under this Protective Order.

19. None of the Participants waives the right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Protected Materials.

20. The contents of Protected Materials or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with this Protective Order and shall be used only in connection with this (these) proceeding(s). Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

**UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION**

CPV Shore, LLC

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Docket No. EC14-__-__

NON-DISCLOSURE CERTIFICATE

I hereby certify my understanding that access to Protected Materials is provided to me pursuant to the terms and restrictions of the Protective Order in this proceeding, that I have been given a copy of and have read the Protective Order, and that I agree to be bound by it. I understand that the contents of the Protected Materials, any notes or other memoranda, or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with that Protective Order. I acknowledge that a violation of this certificate constitutes a violation of an order of the Federal Energy Regulatory Commission.

By: _____
Title: _____
Representing: _____
Date: _____

**Affiliates of CPV with
Market-Based Rate Authority and Generation Assets
(as of October, 2013)**

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating
CPV Keenan II Renewable Energy Company, LLC	ER10-64	CPV Keenan II	CPV Keenan II Renewable Energy Company, LLC	CPV Keenan II Renewable Energy Company, LLC	NA	OGE	SPP	12/2010	152 (nameplate)
CPV Sentinel, LLC	ER12-911	CPV Sentinel	CPV Sentinel	CPV Sentinel	NA	CAISO	Southwest	May 2013	800 MW (nameplate)
CPV Shore, LLC	ER13-342	CPV Shore	CPV Shore	CPV Shore	NA	PJM-East	Northeast	2015 (anticipated)	725 MW (nameplate)
CPV Maryland, LLC	ER13-343	CPV Maryland	CPV Maryland	CPV Maryland	NA	PJM	Northeast	2015 (anticipated)	725 MW (nameplate)

**Affiliates of CPV with
Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities¹
(as of October, 2013)**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
CPV Shore, LLC	CPV Shore	CPV Shore	CPV Shore	NA	PJM-East	Northeast	NA - interconnection only

¹ This chart does not include affiliates operating solely within the Electric Reliability Council of Texas.

Eurus Energy America Corporation
Market-Based Rate Authority and Generation Assets

Filing entity and its energy affiliates	Docket in which market-based rate authority was granted	Generation name	Owned by	Controlled by	Date control transferred	Balancing authority area	Geographic region	In-service date	Nameplate or seasonal rating (MW)
Avenal Park LLC	ER11-2855-000	NA	Avenal Park LLC	Avenal Park LLC	NA	CAISO	Southwest	8/2011	6
Sand Drag LLC	ER11-2855-000	NA	Sand Drag LLC	Sand Drag LLC	NA	CAISO	Southwest	8/2011	19
Sun City Project LLC	ER11-2855-000	NA	Sun City Project LLC	Sun City Project LLC	NA	CAISO	Southwest	8/2011	20
Oasis Power Partners, LLC	ER05-41-000	NA	Oasis Power Partners, LLC	Oasis Power Partners, LLC	NA	CAISO	Southwest	12/2004	60
TPC Windfarms LLC	NA	NA	TPC Windfarms LLC	TPC Windfarms LLC	NA	CAISO	Southwest	12/1986	29
Mojave 3/4/5 LLC	NA	NA	Mojave 3/4/5 LLC	Mojave 3/4/5 LLC	1990, 1991, 1997, 2010	CAISO	Southwest	12/1990	75
Mojave 16/17/18 LLC	NA	NA	Mojave 16/17/18 LLC	Mojave 16/17/18 LLC	1989	CAISO	Southwest	11/1989	85
Eurus Combine Hills I LLC	ER04-135-000	NA	Eurus Combine Hills I LLC	Eurus Combine Hills I LLC	NA	Bonneville	Northwest	12/2003	41
Eurus Combine Hills II LLC	ER09-1699-000	NA	Eurus Combine Hills II LLC	Eurus Combine Hills II LLC	NA	Bonneville	Northwest	12/2009	63
Crescent Ridge LLC	ER02-2310-000	NA	Crescent Ridge LLC	Crescent Ridge LLC	NA	PJM	Northeast	11/2005	54.5

Filing entity and its energy affiliates	Docket in which market-based rate authority was granted	Generation name	Owned by	Controlled by	Date control transferred	Balancing authority area	Geographic region	In-service date	Nameplate or seasonal rating (MW)
Spearville 3, LLC	ER12-2037-000	NA	Spearville 3, LLC	Spearville 3, LLC	NA	KCPL	SPP	10/2012	100.8
Freeport Power Limited ²	N/A	Oyster Creek	Freeport Power Limited	Freeport Power Limited	N/A	ERCOT	N/A	October 1, 1994	430 MW (gross nameplate); 420 MW (net)
CPV Shore, LLC	ER13-342	CPV Shore	CPV Shore	CPV Shore	NA	PJM-East	Northeast	2015 (anticipated)	725 MW (nameplate)

Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities

Filing entity and its energy affiliates	Asset name and use	Owned by	Controlled by	Date control transferred	Balancing authority area	Geographic region	Size (miles)
Sagebrush	Sagebrush line – used to connect wind power generation in Tehachapi Region to So. Cal. Edison substation	Sagebrush Partners (capacity is allocated to partners)	Sagebrush Partners	NA	CAISO	Southwest	46

² 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. 20040715-5010).

**Affiliates of the ArcLight Funds with
Market-Based Rate Authority and Generation Assets³
(as of October, 2013)**

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
ArcLight Energy Marketing, LLC	ER07-1106	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
TGP Energy Management, LLC	ER13-1586	N/A	N/A	N/A	N/A	CAISO	Southwest	N/A	N/A
Zone J Tolling Co., LLC	ER12-1301	N/A	N/A	N/A	N/A	NYISO (including Zone J)	Northeast	N/A	N/A
Alta Wind I, LLC	ER10-2086	Alta Wind I, LLC	Alta Wind I Owner Lessors A, B, C, and D	Alta Wind I, LLC	N/A ⁵	CAISO	Southwest	10/2010	150 MW

³ This chart does not include affiliates operating solely within the Electric Reliability Council of Texas.

⁴ All capacity ratings are nameplate unless otherwise specified.

⁵ Pursuant to a sale/leaseback transaction on December 31, 2010, Alta Wind I, LLC transferred ownership but not control of its facility to the Alta Wind I Owner Lessors. The Commission has found that the Alta Wind I Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind I, LLC, 133 FERC ¶ 61,240 (2010).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Alta Wind II, LLC	ER10-2513	Alta Wind II, LLC	Alta Wind II Owner Lessors A, B, C, D, and E	Alta Wind II, LLC	N/A ⁶	CAISO	Southwest	11/2010	150 MW
Alta Wind III, LLC	ER10-2514	Alta Wind III, LLC	Alta Wind III Owner Lessor A, B, C, and D	Alta Wind III, LLC	N/A ⁷	CAISO	Southwest	12/2010	150 MW
Alta Wind IV, LLC	ER10-2515	Alta Wind IV, LLC	Alta Wind IV Owner Lessor A, B, C, and D	Alta Wind IV, LLC	N/A ⁸	CAISO	Southwest	3/2011	102 MW

⁶ Pursuant to a sale/leaseback transaction on December 30, 2010, Alta Wind II, LLC transferred ownership but not control of its facility to the Alta Wind II Owner Lessors. The Commission has found that the Alta Wind II Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

⁷ Pursuant to a sale/leaseback transaction on April 13, 2011, Alta Wind III, LLC transferred ownership but not control of its facility to the Alta Wind III Owner Lessors. The Commission has found that the Alta Wind III Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

⁸ Pursuant to a sale/leaseback transaction on May 20, 2011, Alta Wind IV, LLC transferred ownership but not control of its facility to the Alta Wind IV Owner Lessors. The Commission has found that the Alta Wind IV Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Alta Wind V, LLC	ER10-2516	Alta Wind V, LLC	Alta Wind V Owner Lessor A, B, C, and D	Alta Wind V, LLC	N/A ²	CAISO	Southwest	3/2011	168 MW
Alta Wind X, LLC	ER13-1150	Alta Wind X, LLC	Alta Wind X, LLC	Alta Wind X, LLC	N/A	CAISO	Southwest	Expected 9/2013	138 MW
Alta Wind XI, LLC	ER13-1151	Alta Wind XI, LLC	Alta Wind XI, LLC	Alta Wind XI, LLC	N/A	CAISO	Southwest	Expected 9/2013	90 MW
Kern Front Limited	ER11-4061	Kern Front Limited	Kern Front Limited	Kern Front Limited	N/A	CAISO	Southwest	5/1989	49.8 MW
High Sierra Limited	ER11-4060	High Sierra Limited	High Sierra Limited	High Sierra Limited	N/A	CAISO	Southwest	3/1999	49.8 MW
Double “C” Limited	ER11-4063	Double “C” Limited	Double “C” Limited	Double “C” Limited	N/A	CAISO	Southwest	3/1989	49.8 MW

² Pursuant to a sale/leaseback transaction on June 13, 2011, Alta Wind V, LLC transferred ownership but not control of its facility to the Alta Wind V Owner Lessors. The Commission has found that the Alta Wind V Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Badger Creek Limited	ER13-445	Badger Creek Limited	Badger Creek Limited	Badger Creek Limited	N/A	CAISO	Southwest	4/1991	46 MW
Foote Creek II, LLC	ER99-3450	Foote Creek II, LLC	Foote Creek II, LLC	Foote Creek II, LLC	N/A	PACE	Northwest	6/1999	1.8 MW
Foote Creek III, LLC	ER99-2769	Foote Creek III, LLC	Foote Creek III, LLC	Foote Creek III, LLC	N/A	PACE	Northwest	6/1999	24.8 MW
Foote Creek IV, LLC	ER00-2706	Foote Creek IV, LLC	Foote Creek IV, LLC	Foote Creek IV, LLC	N/A	PACE	Northwest	8/2000	16.8 MW
Ridge Crest Wind Partners, LLC	ER01-2760	Ridge Crest Wind Partners, LLC	Ridge Crest Wind Partners, LLC	Ridge Crest Wind Partners, LLC	N/A	Public Service Company of Colorado	Northwest	12/2001	29.7 MW
Chandler Wind Partners, LLC	ER01-390	Chandler Wind Partners, LLC	Chandler Wind Partners, LLC	Chandler Wind Partners, LLC	N/A	MISO	Central	2/1999	2 MW
Michigan Power Limited Partnership	ER09-1364	Michigan Power Limited Partnership	Michigan Power Limited Partnership	Michigan Power Limited Partnership	N/A	MISO	Central	10/1995	154.1 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Sabine Cogen, LP	ER06-744	Sabine Cogen, LP	Sabine Cogen, LP	Sabine Cogen, LP	N/A	EES	Southeast	1/2000	101.4 MW
AL Sandersville LLC	ER02-1024; ER04-1186; ER10-2150	AL Sandersville LLC	AL Sandersville LLC	AL Sandersville LLC	N/A	SOCO	Southeast	6/2002	692 MW
Effingham County Power, LLC	ER01-1418	Effingham County Power, LLC	Effingham County Industrial Authority	Effingham County Power, LLC	12/1/2001	SOCO	Southeast	8/2003	596.6 MW
MPC Generating, LLC	ER02-1238; ER99-2324	MPC Generating, LLC	MPC Generating, LLC	MPC Generating, LLC	N/A	SOCO	Southeast	12/1999	386.1 MW
Walton County Power, LLC	ER03-28; ER01-1310	Walton County Power, LLC	Walton County Power, LLC	Walton County Power, LLC	N/A	SOCO	Southeast	2/2001	494.1 MW
Washington County Power, LLC	ER03-398	Washington County Power, LLC	Development Authority of Washington County	Washington County Power, LLC	5/1/2001	SOCO	Southeast	6/2003	795.6 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Mid-Georgia Cogen L.P.	N/A	Mid-Georgia Cogen L.P.	Mid-Georgia Cogen L.P.	SOCO ¹⁰	6/1/1998	SOCO	Southeast	3/1998	323 MW
Black Bear Hydro Partners, LLC	ER09-1488	Ellsworth Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1907	8.9 MW
Black Bear Hydro Partners, LLC	ER09-1488	Medway Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1922	3.2 MW
Black Bear Hydro Partners, LLC	ER09-1488	Milford Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1906	7.9 MW
Black Bear Hydro Partners, LLC	ER09-1488	Stillwater Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1932	1.8 MW

¹⁰

See the Southern Companies' Generation Resource Inventory filed in Docket Nos. ER10-2881-004, et al., on July 16, 2012.

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Black Bear Hydro Partners, LLC	ER09-1488	Orono Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	Re-commissioned 2009	2.7 MW
Black Bear HVGW, LLC	N/A	Howland Project	Penobscot River Restoration Trust	Black Bear HVGW, LLC	12/17/2010	ISO-NE	Northeast	1916	1.8 MW
Black Bear HVGW, LLC	N/A	Veazie Project	Penobscot River Restoration Trust	Black Bear HVGW, LLC	12/17/2010	ISO-NE	Northeast	1891	8.1 MW
Black Bear SO, LLC	ER13-203	Stillwater Expansion Project	Black Bear Development Holdings, LLC	Black Bear SO, LLC	9/2013	ISO-NE	Northeast	9/2013	2.23 MW
Black Bear SO, LLC	ER13-203	Orono Expansion Project	Black Bear Development Holdings, LLC	Black Bear SO, LLC	Pending facility construction	ISO-NE	Northeast	Anticipated 10/2013	3.74 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Black Bear Development Holdings, LLC	ER13-2143	Stillwater Expansion Project	Black Bear Development Holdings, LLC	Black Bear SO, LLC	9/2013	ISO-NE	Northeast	9/2013	2.23 MW
Black Bear Development Holdings, LLC	ER13-2143	Orono Expansion Project	Black Bear Development Holdings, LLC	Black Bear SO, LLC	Pending facility construction	ISO-NE	Northeast	Anticipated 10/2013	3.74 MW
Bangor-Pacific Hydro Associates	N/A	West Enfield Project	Bangor-Pacific Hydro Associates	Bangor-Pacific Hydro Associates	N/A	ISO-NE	Northeast	4/1988	13 MW
Topsham Hydro Partners Limited Partnership	N/A	Pejepscot Project	Teton Power Funding, LLC and Topsham Hydroelectric Generating Facility Trust No. 1 (as Owner Participants)	Topsham Hydro Partners Limited Partnership	1987	ISO-NE	Northeast	1987	13.7 MW
CPV Shore, LLC	ER13-342	CPV Shore	CPV Shore, LLC	CPV Shore, LLC	N/A	PJM	Northeast	Anticipated 2015	725 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Panther Creek Power Operating, LLC	ER12-2570	Panther Creek Project	Liberty Bell Funding, LLC and Olympus Panther Holdings, LLC (as Owner Participants)	Panther Creek Power Operating, LLC	8/2012 (from Panther Creek Partners as Lessee/Operator to Panther Creek Power Operating, LLC)	PJM	Northeast	12/1992	94 MW
Scrubgrass Generating Co., L.P.	ER13-821	Scrubgrass Generating Co., L.P.	Scrubgrass Generating Co., L.P.	Scrubgrass Generating Co., L.P.	N/A	PJM	Northeast	6/1993	94.7 MW
Westwood Generation, LLC	ER01-1114	Westwood Generation, LLC	Westwood Generation, LLC	Westwood Generation, LLC	N/A	PJM	Northeast	6/1987	36 MW
Bayonne Energy Center, LLC	ER11-3460	Bayonne Energy Center, LLC	Bayonne Energy Center, LLC	Bayonne Energy Center, LLC	N/A	NYISO (Zone J)	Northeast	1/2012	512.5 MW
Beowawe Power, LLC	N/A	Beowawe Power, LLC	Beowawe Power, LLC	Beowawe Power, LLC	N/A	Sierra Pacific	Northwest	12/1985	17 MW
Delta Person Limited Partnership	ER01-138	Delta Person Limited Partnership	Delta Person Limited Partnership	Delta Person Limited Partnership	N/A	PNM	Southwest	5/2000	150 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Oak Creek Wind Power, LLC	ER08-1255	Oak Creek Windpower, LLC	Oak Creek Windpower, LLC	Oak Creek Windpower, LLC	N/A	CAISO	Southwest	6/1999	34.5 MW
Coso Geothermal Power Holdings, LLC	ER10-566	BLM Facility	Coso Geothermal Leasing Trusts 2007-M-1, 2007-M-2, 2007-M-3, 2007-M-4, 2007-M-5, 2007-M-6, 2007-C-1 (as successor in interest to Coso Energy Developers)	Coso Geothermal Power Holdings, LLC	12/7/07	CAISO	Southwest	3/1989	90 MW
Coso Geothermal Power Holdings, LLC	ER10-566	Navy I Facility	Coso Geothermal Leasing Trusts 2007-M-1, 2007-M-2, 2007-M-3, 2007-M-4, 2007-M-5, 2007-M-6, 2007-C-1 (as successor in interest to Coso Finance Partners)	Coso Geothermal Power Holdings, LLC	12/7/07	CAISO	Southwest	Prior to 12/1989	92.2 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Coso Geothermal Power Holdings, LLC	ER10-566	Navy II Facility	Coso Geothermal Leasing Trusts 2007-M-1, 2007-M-2, 2007-M-3, 2007-M-4, 2007-M-5, 2007-M-6, 2007-C-1 (as successor in interest to Coso Power Developers)	Coso Geothermal Power Holdings, LLC	12/7/07	CAISO	Southwest	3/1989	90 MW
Terra-Gen 251 Wind, LLC	N/A	Terra-Gen 251 Wind, LLC	Terra-Gen 251 Wind, LLC	Terra-Gen 251 Wind, LLC	N/A	CAISO	Southwest	6/1987	18.4 MW
Terra-Gen VG Wind, LLC	N/A	Terra-Gen VG Wind, LLC	Terra-Gen VG Wind, LLC	Terra-Gen VG Wind, LLC	N/A	CAISO	Southwest	6/1999	7.4 MW
ACE Cogeneration Company, L.P.	N/A	ACE Cogeneration Company, L.P.	ACE Cogeneration Company, L.P.	ACE Cogeneration Company, L.P.	N/A	CAISO	Southwest	11/1989	108 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Bear Mountain Limited	N/A	Bear Mountain Limited	Bear Mountain Limited	Bear Mountain Limited	N/A	CAISO	Southwest	4/1995	46 MW
Chalk Cliff Limited	N/A	Chalk Cliff Limited	Chalk Cliff Limited	Chalk Cliff Limited	N/A	CAISO	Southwest	4/1990	46 MW
Corona Energy Partners, Ltd.	N/A	Corona Energy Partners, Ltd.	Corona Energy Partners, Ltd.	Corona Energy Partners, Ltd.	N/A	CAISO	Southwest	6/1988	47 MW
Live Oak Limited	N/A	Live Oak Limited	Live Oak Limited	Live Oak Limited	N/A	CAISO	Southwest	3/1992	46 MW
LUZ Solar Partners Ltd., IX	N/A	LUZ Solar Partners, Ltd. IX	LUZ Solar Partners, Ltd. IX	LUZ Solar Partners, Ltd. IX	N/A	CAISO	Southwest	10/1990	92 MW
LUZ Solar Partners Ltd., VIII	N/A	LUZ Solar Partners Ltd., VIII	LUZ Solar Partners Ltd., VIII	LUZ Solar Partners Ltd., VIII	N/A	CAISO	Southwest	12/1989	92 MW
McKittrick Limited	N/A	McKittrick Limited	McKittrick Limited	McKittrick Limited	N/A	CAISO	Southwest	10/1991	46 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Nevada Sun-Peak Limited Partnership	N/A ¹¹	Nevada Sun-Peak Limited Partnership	Nevada Sun-Peak Limited Partnership	Nevada Sun-Peak Limited Partnership	N/A	Nevada Power Company	Southwest	6/1991	222 MW
Cameron Ridge, LLC	N/A	Cameron Ridge, LLC	Cameron Ridge, LLC	Cameron Ridge, LLC	N/A	CAISO	Southwest	12/1984	60 MW
Pacific Crest Power, LLC	N/A	Pacific Crest Power, LLC	Pacific Crest Power, LLC	Pacific Crest Power, LLC	N/A	CAISO	Southwest	Prior to 12/1994	46.8 MW
Ridgetop Energy, LLC	N/A	Ridgetop Energy, LLC	Ridgetop Energy, LLC	Ridgetop Energy, LLC	N/A	CAISO	Southwest	Prior to 12/1994	29 MW

¹¹ Nevada Sun-Peak Limited Partnership has a long-term fixed rate power supply contract on file with the Commission in Docket No. ER99-963. See Nevada Sun-Peak Limited Partnership, 86 FERC ¶ 61,243 (1999) (accepting the long-term power sales contract as just and reasonable and granting the waivers normally granted to sellers with market-based rates).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
San Gorgonio Westwinds II, LLC	N/A	Phoenix Project; Altech III Project; San Jacinto Project; Windustries Project	San Gorgonio Westwinds II, LLC	San Gorgonio Westwinds II, LLC	N/A	CAISO	Southwest	6/1999	43.4 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating⁴
Alite Wind, LLC	N/A	Alite Wind, LLC	Alite Wind, LLC	Alite Wind, LLC	N/A	CAISO	Southwest	5/2008	24 MW
Terra-Gen Dixie Valley, LLC	N/A	Terra-Gen Dixie Valley, LLC	Dixie Valley Geothermal Leasing Trust 2010-1, Dixie Valley Geothermal Leasing Trust 2010-2, and Dixie Valley Geothermal Leasing Trust 2010-3	Terra-Gen Dixie Valley, LLC	N/A ¹²	CAISO ¹³	Southwest	7/1988	60.5 MW

¹² Pursuant to a sale/leaseback transaction on September 15, 2010, Terra-Gen Dixie Valley, LLC transferred ownership of its generating facility to three trusts (Owner Lessors), which, in turn, leased the facility back to Terra-Gen Dixie Valley, LLC under a long-term lease agreement. Because the Owner Lessors are passive owners with no management rights over the facility or the sale of power therefrom, there was no change in control of the facility as a result of the sale/leaseback transaction.

¹³ The Terra-Gen Dixie Valley Facility, which is located in Churchill, Nevada, is interconnected with the transmission system operated by CAISO via a 212-mile 230 kV radial transmission line.

**Affiliates of the ArcLight Funds with
Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities¹⁴
(as of October, 2013)**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
Alta Wind I, LLC and Alta Windpower Development, LLC	Alta Line I – radial generator lead line	Alta Wind I, LLC and Alta Windpower Development, LLC	Alta Wind I, LLC and Alta Windpower Development, LLC	N/A	CAISO	Southwest	4.4-mile 230kV transmission line
Alta Wind I, LLC, Alta Wind II, LLC, Alta Wind III, LLC, and Alta Windpower Development, LLC	Alta Line II - radial generator lead line	Alta Wind I, LLC, Alta Wind II, LLC, Alta Wind III, LLC, Mustang Hills, LLC, and Alta Windpower Development, LLC	Alta Wind I, LLC, Alta Wind II, LLC, Alta Wind III, LLC, Mustang Hills, LLC, and Alta Windpower Development, LLC	N/A	CAISO	Southwest	1.8-mile 230 kV transmission line
Alta Wind IV, LLC, Alta Wind V, LLC, and Alta Windpower Development, LLC	Alta Line III - radial generator lead line	Alta Wind IV, LLC, Alta Wind V, LLC, Alta Wind VIII, LLC, Pinyon Pines Wind II, LLC, and Alta Windpower Development, LLC	Alta Wind IV, LLC, Alta Wind V, LLC, Alta Wind VIII, LLC, Pinyon Pines Wind II, LLC, and Alta Windpower Development, LLC	N/A	CAISO	Southwest	5.6-mile 230 kV transmission line

¹⁴ This chart does not include affiliates operating solely within the Electric Reliability Council of Texas.

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
Alta Windpower Development, LLC	Alta Line IV - radial generator lead line	Pinyon Pines Wind II, LLC and Alta Windpower Development, LLC	Pinyon Pines Wind II, LLC and Alta Windpower Development, LLC	N/A	CAISO	Southwest	2.8-mile 230 kV transmission line
Alta Wind X, LLC and Alta Windpower Development, LLC	Alta Line V - radial generator lead line	Pinyon Pines Wind I, LLC, Alta Wind X, LLC, and Alta Windpower Development, LLC	Pinyon Pines Wind I, LLC, Alta Wind X, LLC, and Alta Windpower Development, LLC	N/A	CAISO	Southwest	6.8-mile 230 kV transmission line
Alta Wind X, LLC, Alta Wind XI, LLC, and Alta Windpower Development, LLC	Alta Line VI - radial generator lead line	Pinyon Pines Wind I, LLC, Alta Wind X, LLC, Alta Wind XI, LLC, and Alta Windpower Development, LLC	Pinyon Pines Wind I, LLC, Alta Wind X, LLC, Alta Wind XI, LLC, and Alta Windpower Development, LLC	N/A	CAISO	Southwest	2.0-mile 230 kV transmission line
Terra-Gen Dixie Valley, LLC	Dixie Valley Line - radial generator lead line	Terra-Gen Dixie Valley, LLC	Terra-Gen Dixie Valley, LLC	N/A	CAISO	Southwest	212-mile 230 kV transmission line
Mission Natural Gas Company, LP	Mission Natural Gas Company, LP; intrastate gas pipeline	Mission Natural Gas Company, LP	Mission Natural Gas Company, LP	N/A	EES ¹⁵	Southeast	Less than one mile

¹⁵ This asset is used solely to serve a single end-use customer.

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
Enogex LLC	Enogex intrastate pipeline system	Enogex LLC	Enogex LLC	N/A	WFEC OKGE AEPW GRDA AECI	SPP Southeast	Approximately 2,200 miles 33 miles
Enogex LLC	Stuart Storage Field	Enogex LLC	Enogex LLC	N/A	WFEC	SPP	6 Bcf
Enogex LLC	Wetumka Storage Field	Enogex LLC	Enogex LLC	N/A	OKGE	SPP	18 Bcf
American Midstream Onshore Pipelines, LLC	Lafitte 311 intrastate pipeline system	American Midstream Onshore Pipelines, LLC	American Midstream Onshore Pipelines, LLC	N/A	SOCO	Southeast	Approximately 39 miles
American Midstream (Louisiana Intrastate)	Gloria 311 intrastate pipeline system	American Midstream (Louisiana Intrastate)	American Midstream (Louisiana Intrastate)	N/A	EES	Southeast	Approximately 85 miles
American Midstream (Alabama Intrastate)	Magnolia 311 intrastate pipeline system	American Midstream (Alabama Intrastate)	American Midstream (Alabama Intrastate)	N/A	EES	Southeast	Approximately 116 miles
American Midstream Partners, LP	Trigas intrastate pipeline system	American Midstream (Tennessee River), LLC	American Midstream Partners, LP	N/A	TVA	Southeast	Approximately 111 miles

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
American Midstream (Bamagas Intrastate) LLC	Bamagas intrastate pipeline system	American Midstream (Bamagas Intrastate) LLC	American Midstream (Bamagas Intrastate) LLC	N/A	TVA	Southeast	Approximately 52 miles
American Midstream Partners, LP	MLGT intrastate pipeline system	Mid Louisiana Gas Transmission, LLC	American Midstream Partners, LP	N/A	EES	Southeast	Approximately 54 miles
American Midstream Partners, LP	Chalmette intrastate pipeline system	American Midstream (SIGCO Intrastate), LLC	American Midstream Partners, LP	N/A	EES	Southeast	Approximately 39 miles
CenterPoint Energy Resources Corp.	IGTC 311 intrastate pipeline system	CenterPoint Energy – Illinois Gas Transmission Company LLC	CenterPoint Energy – Illinois Gas Transmission Company LLC	N/A	MISO	Central	Approximately 20 miles

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC) Docket No. EC14-__-__
County of Suffolk)
Commonwealth of Massachusetts)


Christine M. Miller, being duly sworn, deposes and says: she is Associate General Counsel of ArcLight Capital Partners, LLC and has the authority to verify the foregoing Application on behalf of ArcLight Energy Partners Fund V, L.P. and its affiliates. She has read the Application and, to the best of her knowledge, information and belief, all of the statements contained therein with respect to ArcLight Energy Partners Fund V, L.P. and its affiliates are true and accurate.

Christine M. Miller
Christine M. Miller

Subscribed and sworn to before me on this 29th day of October, 2013.

Elisabeth A. Wallace
Notary Public

My commission expires Nov. 21, 2014

 Elisabeth A. Wallace
Notary Public
Commonwealth of Massachusetts
My Commission Expires
November 21, 2014

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC

)

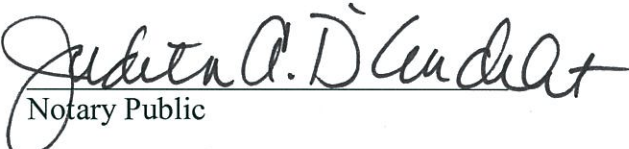
Docket No. EC14-__-__

County of Maryland)
State of Montgomery)

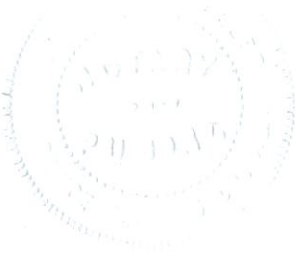
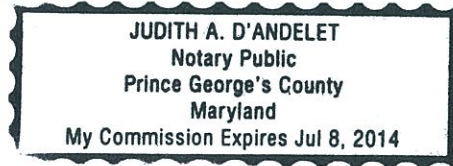
Robert W. Burke, being duly sworn, deposes and says: he is General Counsel and Secretary of CPV Shore Holdings, LLC and has the authority to verify the foregoing Application on behalf of CPV Shore, LLC and its affiliates. He has read the Application and, to the best of his knowledge, information and belief, all of the statements contained therein with respect to CPV Shore, LLC and its affiliates are true and accurate.


Robert W. Burke

Subscribed and sworn to before me on this 20th day of October, 2013.


Notary Public

My commission expires _____



UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC

)

Docket No. EC14-___ - ___

County of Suffolk

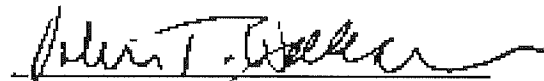
State of Massachusetts

Gavin R. Danaher, being duly sworn, deposes and says: he is the Managing Director of John Hancock Life Insurance Company (U.S.A.) and has the authority to verify the foregoing Application on behalf of John Hancock Life Insurance Company (U.S.A.) and its affiliates. He has read the Application and, to the best of his knowledge, information and belief, all of the statements contained therein with respect to John Hancock Life Insurance Company (U.S.A.) and its affiliates are true and accurate.



Gavin R. Danaher
Managing Director

Subscribed and sworn to before me on this 28th day of October, 2013.


John T. Wallace
Notary Public

My commission expires _____

