

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

Lost Creek Wind, LLC

Post Rock Wind Power Project, LLC

Pattern US Finance Company LLC

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Docket No. EC15-____-000

**APPLICATION FOR AUTHORIZATION OF TRANSACTION UNDER SECTION 203
OF THE FEDERAL POWER ACT, REQUESTS FOR
EXPEDITED ACTION, WAIVERS OF FILING REQUIREMENTS AND
CONFIDENTIAL TREATMENT OF TRANSACTION DOCUMENTS**

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Dated: April 6, 2015

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Pursuant to Section 203(a)(1)(A) of the Federal Power Act (“FPA”)¹ and Part 33 of the Rules and Regulations of the Federal Energy Regulatory Commission (“FERC” or the “Commission”),² Lost Creek Wind, LLC (“Lost Creek”), Post Rock Wind Power Project, LLC (“Post Rock”), and Pattern US Finance Company LLC (“Pattern Finance” and together with Lost Creek and Post Rock the “Applicants”) hereby request Commission authorization for a transaction (as described herein, the “Transaction”) in which Wind Capital Group, LLC (“Wind Capital”) will sell or cause to be sold, and Pattern Finance will purchase, the indirect, controlling ownership interests in Lost Creek and Post Rock. As a result of the Transaction, Post Rock and Lost Creek will become indirect, subsidiaries of Pattern Finance.³

¹ 16 U.S.C. § 824b(a)(1)(A).

² 18 C.F.R. pt. 33.

³ While the Transaction will result in an indirect disposition of Lost Creek’s and Post Rock’s jurisdictional facilities for purposes of FPA Section 203(a)(1)(A), it does not require prior authorization under section 203(a)(2) of the FPA because (i) Pattern Finance is not currently a “holding company” as defined in 18 C.F.R. § 366.1, and (ii) the upstream entities having ownership interests in Pattern Finance, to the extent they are holding companies, are holding companies solely with respect to Exempt Wholesale Generators, Foreign Utility Companies, and Qualifying Facilities and are entitled to the benefit of blanket authorization under 18 C.F.R. § 33.1(c)(8).

As described herein, the Transaction will have no adverse effect on competition, rates, or regulation, and will not result in any cross-subsidization of a non-utility company or the encumbrance or pledge of utility assets for the benefit of an associate company. The Commission should therefore approve the Transaction as consistent with the public interest without hearing or condition.

As further explained in Section VIII below, Applicants request privileged treatment pursuant to Sections 33.8, 388.112 and 385.1112 of the Commission's regulations,⁴ and exemption from the mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission's regulations,⁵ for the Purchase and Sale Agreement pursuant to which the Transaction will occur (the "PSA"), which is attached hereto as Confidential Exhibit I.

Finally, as explained in Section VI below, Applicants respectfully request that the Commission provide for a 21-day comment period⁶ and issue an order approving the Transaction as expeditiously as possible thereafter and **in any event no later than May 8, 2015 (32 days after filing)**. This Application qualifies for expedited action under Section 33.11 of the Commission's regulations⁷ because the Transaction does not involve a merger or require a

⁴ 18 C.F.R. §§ 33.8, 388.112, 385.1112.

⁵ 18 C.F.R. § 388.107(d); *see also* 5 U.S.C. § 552(b)(4).

⁶ *See Transactions Subject to FPA Sec. 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 (2005) ("Order No. 669"), *order on reh'g*, Order No. 669-A, FERC Stats. & Regs. ¶ 31,214 at P 155 (2006) ("Order No. 669-A") (establishing a 21-day comment period for section 203 applications that do not require a detailed Appendix A analysis and that do not raise cross-subsidization concerns), *order on reh'g*, Order No. 669-B, FERC Stats. & Regs. ¶ 31,225 (2006) ("Order No. 669-B").

⁷ 18 C.F.R. § 33.11.

competitive screen analysis, is consistent with Commission precedent, and raises no cross-subsidization concerns.

I. THE PARTIES

A. Lost Creek, Post Rock and Their Current Owners

1. Lost Creek

Lost Creek is a Delaware limited liability company that owns and operates an approximately 150-megawatt (“MW”) wind-powered electric generating facility (the “Lost Creek Facility”) located in Dekalb County, Missouri, within the Associated Electric Cooperative, Inc. (“AECI”) balancing authority area. The Lost Creek Facility commenced commercial operations in May 2010. Lost Creek has obtained Commission authorization to make wholesale sales of electric energy, capacity and ancillary services at market-based rates⁸ and is an Exempt Wholesale Generator.⁹ Lost Creek sells 100% of its output to AECI pursuant to a long-term power sales agreement.

2. Post Rock

Post Rock is a Delaware limited liability company that owns and operates an approximately 201 MW wind-powered electric generation facility in Ellsworth, Lincoln and Rice Counties, Kansas (the “Post Rock Facility”), within the Midwest Energy, Inc. transmission area, which is part of the Westar Energy Inc. (“Westar”) transmission system. The Westar system is located within the balancing authority area of the Southwest Power Pool, Inc. (“SPP”). The Post Rock Facility’s generator interconnection facilities include a 32-mile, 230 kV lead line from the project substation in Ellsworth County to the point of interconnection at the Rice switchyard in

⁸ *Lost Creek Wind, LLC*, Docket No. ER09-1196, Letter Order (Aug. 5, 2009).

⁹ *Lost Creek Wind, LLC*, Docket No. EG09-46, Notice of Self-Certification of Exempt Wholesale Generator Status (May 27, 2009).

Rice County, Kansas. The Post Rock Facility commenced commercial operation in October 2012. Post Rock has obtained Commission authorization to make wholesale sales of electric energy, capacity and ancillary services at market-based rates¹⁰ and is an Exempt Wholesale Generator.¹¹ The full output of the Post Rock Facility is committed to Westar under a long-term contract.

3. Upstream Ownership of Lost Creek and Post Rock

Lost Creek is a direct, wholly-owned subsidiary of Lost Creek Wind Holdco, LLC (“Lost Creek Holdco”). Lost Creek Wind Finco, LLC (“Lost Creek Finco”) holds all of the Class B membership interests in Lost Creek Holdco and, as described in previous filings with the Commission, controls Lost Creek Holdco.¹² Lost Creek Finco is, in turn, a direct, wholly-owned subsidiary of Wind Capital.

All of the Class B membership interests in Post Rock are owned, and Post Rock is controlled, by Lincoln County Wind Project Holdco, LLC (“Lincoln County Holdco”).¹³

¹⁰ *Post Rock Wind Power Project, LLC*, 136 FERC ¶ 61,147 (2011) (granting market-based rate authorization and, in connection with Post Rock’s planned generator lead line, granting certain waivers of requirements under Order Nos. 888 and 889 and requirements to comply with the Commission’s Standards of Conduct).

¹¹ *Post Rock Wind Power Project, LLC*, Docket No. EG11-97, Notice of Self-Certification of Exempt Wholesale Generator Status (June 28, 2011), as supplemented on June 13, 2012.

¹² *See Lost Creek Wind, LLC*, Docket No. ER09-1196-002, Notice of Change in Status (June 29, 2010) (“June 29 Notice of Change in Status”). As described further in the June 29 Notice of Change in Status, on June 2, 2010, Mehetia, Inc., a direct wholly-owned subsidiary of Credit Suisse Leasing 92A, L.P., acquired all of the Class A membership interests in Lost Creek Holdco, which are passive and provide only limited veto and/or consent rights. *See also* Credit Suisse Energy LLC, Docket No. ER06-560, Notice of Non-Material Change in Status at 3 & Exhibit A, (July 2, 2010) (describing passive nature of the Class A membership interests); *Credit Suisse Energy, LLC*, Docket No. ER06-560, Letter Order (Oct. 18, 2010) (accepting notice of change in status).

¹³ *See Post Rock Wind Power Project, LLC*, Docket No. ER11-3959-003, Notice of Change in Status (December 20, 2012) (“December 20 Notice of Change in Status”). As described further in the December 20 Notice of Change in Status, on November 20, 2012, EFS Post Wind, LLC, Metlife Capital Credit L.P., and Union Bank of California Leasing, Inc. acquired all of the Class

Lincoln County Holdco is a direct, wholly-owned subsidiary of Lincoln County Wind Project Finco, LLC (“LCWPF”). LCWPF is a direct, wholly-owned subsidiary of Lincoln County Wind Project Holdings, LLC, which, in turn, is a direct, wholly-owned subsidiary of Wind Capital.¹⁴

Wind Capital is an affiliate of, and indirectly controlled by, NTR plc (“NTR”). NTR, a public limited company headquartered in Dublin, Ireland, is a leading investor in renewable energy and sustainable waste management businesses in the United States and Ireland.

The above relationships among Lost Creek, Post Rock and their parent companies are graphically depicted in Exhibit C-1.

B. Pattern Entities

1. Pattern Finance and Pattern Energy

Pattern Finance is a Delaware limited liability company and a wholly-owned subsidiary of Pattern Energy Group Inc. (“Pattern Energy”). Pattern Energy currently owns interests in twelve wind power projects in the U.S. and foreign countries and is a publicly traded company whose shares are traded on the NASDAQ under the symbol PEGI. Approximately 75% of the stock of Pattern Energy is owned by public shareholders, none of whom own or control a 10% or greater interest. The remaining stock of Pattern Energy is indirectly owned, and Pattern Energy is indirectly controlled for purposes of FPA Section 203, by Pattern Energy Group LP (“Pattern Development”), a Delaware limited partnership.¹⁵

A membership interests in Post Rock, which are passive and provide only limited veto and/or consent rights.

¹⁴ Wind Capital, Lincoln County Wind Project Holdings, LLC and LCWPF will convert from LLCs to LPs prior to the closing of the Transaction.

¹⁵ As shown in Exhibit C, Pattern Development indirectly owns and, for purposes of FPA Section 203, controls Pattern Energy through its subsidiaries, Pattern Renewables GP LLC, Pattern Renewables LP, and Pattern Development Finance Company LLC.

2. Pattern Development

Pattern Development has its principal place of business in San Francisco, California and is a fully-integrated energy company that develops, constructs, owns, and operates renewable energy and transmission assets across the United States, Canada and Latin America. Pattern Energy Group Holdings LP, a Delaware limited partnership (“Pattern Holdings”), owns 99.99% of the limited partnership interest in Pattern Development. This passive, limited partnership interest constitutes 99.99% of the economic interest in, but conveys no control over, Pattern Development.

Pattern Development is managed by its general partner, Pattern Energy GP LLC, a Delaware limited liability company. Pattern Energy GP LLC has a 0.01% economic interest in Pattern Development. Pattern Energy GP LLC is a wholly-owned, direct subsidiary of Pattern Holdings and was formed for the sole purpose of managing Pattern Development.

3. Pattern Holdings

Pattern Holdings was formed for the sole purpose of owning its interest in Pattern Development. Pattern Holdings has two classes of economic interests: Class A limited partner interests that are capital interests and entitle holders to certain voting and consent rights, and Class B limited partner interests that are profit interests only and do not include voting or consent rights. R/C Wind II LP, a Delaware limited partnership (“R/C Wind II”), owns approximately 99% of the Class A limited partner interests in Pattern Holdings. The remaining 1% of Class A limited partner interests and all of the Class B limited partner interests are held by individuals involved in the management of Pattern Holdings. None of these individuals owns or controls a 10% or greater interest in Pattern Holdings, and therefore none of these individuals is an affiliate of the Pattern entities.

Pattern Holdings is managed and controlled by its general partner, Pattern Energy Group Holdings GP LLC, a Delaware limited liability company. Pattern Energy Group Holdings GP LLC has no economic interest in Pattern Holdings and is a wholly-owned, direct subsidiary of R/C Wind II that was formed for the sole purpose of managing Pattern Holdings.

4. R/C Wind II

R/C Wind II is a private equity fund. The general partner of R/C Wind II is Riverstone/Carlyle Renewable Energy Grant GP, L.L.C., a Delaware limited liability company (“R/C Blocker GP”). The sole member of R/C Blocker GP is R/C Renewable Energy GP II, LLC, a Delaware limited liability company. Riverstone Holdings, LLC (“Riverstone”) is the sole member of R/C Renewable Energy GP II, LLC. All of the limited partners in R/C Wind II are passive investors that hold limited consent rights substantially similar to the consent rights held by the passive tax equity investors in *AES Creative Resources, L.P* (“*AES Creative*”).¹⁶ Accordingly, these limited partners are not affiliates of the Pattern entities.

5. Riverstone

Riverstone has Class A and Class B membership interests. The Class A membership interests convey full control over the operation and management of Riverstone and are held equally by two individuals. Other than their involvement with interests

¹⁶ *AES Creative Res., L.P.*, 129 FERC ¶ 61,239 at P 26 (2009) (detailing consent rights regarding “actions by the project company that potentially could have an impact on the value” of a passive investor’s investment). The Commission has previously accepted statements and supporting information demonstrating that the limited partner interests in R/C Wind II are passive. See *Spring Valley Wind LLC*, Docket No. ER12-726-001, Letter Order (Apr. 18, 2012).

related to companies solely or partially controlled by affiliates of Riverstone, neither of these individuals owns or controls a 10% or greater interest in any (1) electric generation, transmission or distribution facilities, (2) intrastate natural gas transportation, intrastate natural gas storage or distribution facilities; sites for generation capacity development; or entity that owns or controls physical coal supply sources or who may access transportation of coal supplies; or (3) franchised public utility. Neither individual holds any board position in the energy industry as it pertains to these categories, other than positions related to companies solely or partially controlled by affiliates of Riverstone.

The Class B membership interests in Riverstone are held by senior investment professionals employed by Riverstone, or trusts established by them, and senior advisors of Riverstone. The Class B membership interests convey only economic rights, and therefore none of the holders thereof is an affiliate of the Pattern entities.

The above relationships among the Pattern Entities are graphically depicted in Exhibit C-2.

II. THE TRANSACTION

In the Transaction and in accordance with the terms of the PSA between Wind Capital and Pattern Energy, (i) Pattern Energy will assign its rights and obligations under the PSA to Pattern Finance, (ii) Wind Capital will sell and Pattern Finance will purchase 100% of the membership interests in Lost Creek Finco, and (iii) LCWPF will sell and Pattern Finance will purchase 100% of the membership interests in Lincoln County Holdco. As a result of the Transaction, Pattern Energy through Pattern Finance will indirectly acquire all of the controlling interests in Lost Creek and Post Rock.

III. THE TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

Section 203(a)(4) of the FPA provides that the Commission must authorize a proposed transaction under Section 203 if it determines that the transaction “will be consistent with the public interest.”¹⁷ The Commission reviews three factors when evaluating proposed transactions under the Section 203 public interest standard: (i) the effect on competition; (ii) the effect on rates; and (iii) the effect on regulation.¹⁸ In addition, Section 203(a)(4) also requires the Commission to consider whether a proposed transaction would “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.”¹⁹ As described below, the Transaction is consistent with the public interest under the Commission’s applicable tests and otherwise meets the statutory requirements of Section 203 of the FPA.

A. The Transaction Will Not Have an Adverse Effect on Competition

1. The Transaction Does Not Raise Any Horizontal Market Power Issues

Applicants respectfully request that the Commission authorize the Transaction without requiring the filing of a horizontal competitive analysis screen, as set forth in Appendix A to the *Merger Policy Statement* and Section 33.3 of the Commission’s regulations. Section 33.3(a)(2)(i) of the Commission’s regulations provides that the filing of a horizontal competitive

¹⁷ 16 U.S.C. § 824b(a)(4). Section 203 does not require a demonstration that a proposed transaction will result in a positive benefit to the public. Rather, the Commission need only conclude that the proposed transaction is *consistent with* the public interest. See *Tex.-N.M. Power Co.*, 105 FERC ¶ 61,028 at P 23 (2003); *Entergy Servs., Inc.*, 62 FERC ¶ 61,073 at 61,370 (1993); *Fitchburg Gas & Elec. Light Co.*, 58 FERC ¶ 61,201 at 61,624 (1992); *Ky. Utils. Co.*, 56 FERC ¶ 61,184 at 61,654 (1991); *Savannah Elec. & Power Co.*, 42 FERC ¶ 61,240 at 61,780 (1988); *Pac. Power & Light Co. v. FPC*, 111 F.2d 1014, 1016-17 (9th Cir. 1940).

¹⁸ *Inquiry Concerning the Comm’n’s Merger Policy Under the Fed. Power Act: Policy Statement*, Order No. 592, FERC Stats. & Regs. ¶ 31,044 at 30,111-12 (1996) (“*Merger Policy Statement*”), *order on recons.*, Order No. 592-A, 79 FERC ¶ 61,321 (1997).

¹⁹ 16 U.S.C. § 824b(a)(4).

analysis screen is not required if the applicant “[a]ffirmatively demonstrates that the merging entities do not currently conduct business in the same geographic markets or that the extent of the business transactions in the same geographic markets is *de minimis*[.]”²⁰ While the Transaction involves a transfer of upstream interests in generation, rather than a merger, the *de minimis* standard is applicable.²¹

The Transaction involves the transfer of controlling interests in the Lost Creek Facility, an approximately 150 MW wind project located in the AECI balancing authority area, and the transfer of controlling interests in the Post Rock Facility, an approximately 201 MW wind project located in the SPP balancing authority area. Thus, the relevant geographic markets for purposes of analyzing the competitive effects of the Transaction are the AECI and SPP balancing authority areas.

The Transaction satisfies the *de minimis* standard because it will not result in an overlap of generation within the balancing authority areas of either AECI or SPP. Neither Pattern Finance nor any of its affiliates owns or controls, directly or indirectly, any electric generation within these geographic markets.²² Furthermore, the output of each of the Lost Creek Facility

²⁰ 18 C.F.R. § 33.3(a)(2)(i).

²¹ See *Liberty Elec. Power, LLC*, 110 FERC ¶ 62,152 at P 3 (2005) (approving upstream transfer of jurisdictional facilities without requiring a horizontal competitive screen analysis where parties held only *de minimis* interests in the relevant markets); *LenderCo*, 110 FERC ¶ 61,044 (2005) (same); *Athens Generating Co., LP*, 103 FERC ¶ 61,290 (2003) (same).

²² Applicants note that the Commission has recently approved a transaction in which affiliates of Riverstone and PPL Corporation (“PPL”) will contribute certain generation assets to a newly formed, publicly traded energy company, Talen Energy Corporation (“Talen”). See *PPL Corporation*, 149 FERC ¶ 61,260 (2014). In the transaction Riverstone will indirectly retain a greater than 10% ownership interest in Talen, and thus Riverstone (and therefore Pattern Finance) will indirectly become affiliated with the generation contributed by PPL to Talen upon closing of the transaction. However, because none of the PPL generation assets to be contributed to Talen are located in the AECI or SPP markets, the Transaction which is the subject of this proceeding will not result in any overlap of generation within the relevant geographic markets even after the closing of the Talen transaction.

and the Post Rock Facility is fully committed pursuant to long term agreement. For that reason neither generation facility would be attributable to Pattern Finance or its Pattern or Riverstone affiliates under Commission precedent, even if the Transaction would otherwise result in an overlap of generation in a relevant geographic market (which it does not).²³ In short, the Transaction does not require the filing of a horizontal competitive analysis screen, and the Commission should find that the Transaction does not raise any horizontal market power concerns.

2. The Transaction Does Not Raise Any Vertical Market Power Issues

The Transaction does not raise any vertical market power concerns. Neither Pattern Finance nor its affiliates own or control any electric transmission facilities in the AECI or SPP markets. Within SPP an affiliate of Pattern Finance through Riverstone, Salt Plains Storage, LLC (“Salt Plains”), owns and operates an approximately 13 Bcf intrastate natural gas storage facility in Grant County, Oklahoma. Salt Plains provides service under Section 311(a)(2) of the Natural Gas Policy Act of 1978 and Part 284, Subpart C of the Commission’s regulations. Pursuant to Part 284, Subpart C, Salt Plains maintains a Statement of Operating Conditions (essentially a tariff) at “fair and equitable” rates thereunder.²⁴ The Commission has determined that Salt Plains is entitled to charge market-based rates for its services based on a lack of market

²³ See *Nev. Sun-Peak Ltd. P’ship*, 97 FERC ¶ 62,017 (2001) (finding no adverse effect on competition when the output of a generating facility is fully committed under long-term agreements); *Am. Ref-Fuel Co. of Essex Cnty.*, 94 FERC ¶ 62,113 (2001) (same); *Morgan Stanley Capital Grp., Inc.*, 69 FERC ¶ 61,175 (1994) (citing *Enron Power Mktg., Inc.*, 65 FERC ¶ 61,305 (1993) (finding committed power does not confer generation market power upon an applicant for market-based rate authority)).

²⁴ See <http://www.niskapartners.com/wp-content/uploads/2013/12/PR95-15-Salt-Plains-Revised-SOC-filed-9-8-06.pdf>; 18 C.F.R. § 284.123

power,²⁵ and its storage facility accordingly cannot be used to create a barrier to entry into the electric generation market. Aside from Salt Plains, neither Pattern Finance nor its affiliates have any ownership interest in or control of fuel supplies, fuel delivery systems, other inputs to electricity markets or any new sites for electric generation that could raise barriers to entry in the AECI or SPP markets. Accordingly, under Section 33.4(a)(2) of the Commission's regulations,²⁶ there is no need to file a vertical competitive analysis, and the Transaction does not raise any vertical market power concerns.

B. The Transaction Will Not Have an Adverse Effect on Rates

In assessing the effect that a proposed transaction could have on rates, the Commission's primary concern is "the protection of wholesale ratepayers and transmission customers."²⁷ The Transaction will not have any adverse effect on rates because all sales of electric energy, capacity and ancillary services by Lost Creek, Post Rock and Pattern Finance and its affiliates will continue to be made at market-based rates authorized by the Commission.²⁸ In addition, neither Lost Creek, Post Rock nor Pattern Finance and its affiliates have any transmission customers whose rates could be affected by the Transaction.

²⁵ See *Manchester Pipeline Corporation*, 76 FERC 61,007 (1996)(granting market-based rate authority); *Salt Plains Storage, Inc.* (Docket No. PR95-15-000 (March 5, 2001)(notification of succession and name change); *Salt Plains Storage, LLC* (Docket No. PR95-15-000 (June 15, 2006)(notification of conversion to limited liability company).

²⁶ 18 C.F.R. § 33.4(a)(2).

²⁷ *New England Power Co.*, 82 FERC ¶ 61,179 at 61,659, *order on reh'g*, 83 FERC ¶ 61,275 (1998), *aff'd sub nom. Town of Norwood v. FERC*, 202 F.3d 392 (1st Cir. 2000); see also *Merger Policy Statement*, FERC Stats. & Regs. ¶ 31,044 at 30,123 (1996), *recons. denied*, Order No. 592-A, 79 FERC ¶ 61,321 (1997) (concern is to protect ratepayers from rate increases because of a merger).

²⁸ The Commission's ratepayer protection concerns do not apply to customers that are charged market-based rates. See, e.g., *NorAm Energy Servs., Inc.*, 80 FERC ¶ 61,120 at 61,382-83 (1997).

C. The Transaction Will Not Have an Adverse Effect on Regulation

The Transaction will not diminish the Commission's regulatory authority or create a regulatory gap or shift regulatory authority between the Commission and any state commission. Neither Lost Creek's nor Post Rock's status as an FPA-jurisdictional utility will change as a result of the Transaction, and the Transaction will not result in any facilities being removed from the Commission's jurisdiction. Accordingly, the Transaction will not impair the Commission's jurisdiction over Lost Creek, Post Rock or any other entity.

D. The Transaction Will Not Result in Cross-Subsidization or the Pledge or Encumbrance of Utility Assets

Section 203(a)(4) of the FPA provides that the Commission must find either that a proposed transaction will not result in cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company or that any such cross-subsidization, pledge or encumbrance is consistent with the public interest.²⁹ The Commission has stated that its concern about cross-subsidization is principally a concern over the effect of a proposed transaction on rates charged to captive customers.³⁰ Here, the Transaction falls within one of the Commission's "safe harbors" under Section 203(a)(4), such that detailed explanation and evidentiary support to demonstrate a lack of cross-subsidization is not required.³¹ As explained in Sections I and II above, the Transaction does not involve any franchised public utility with captive customers (i.e., wholesale or retail electric energy customers served under cost-based regulation). The Commission has found that, in these

²⁹ See 16 U.S.C. § 824b(a)(4).

³⁰ *Transactions Subject to FPA Sec. 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 at P 167 (2006); *FPA Sec. 203 Supplemental Policy Statement*, FERC Stats. & Regs. ¶ 31,253 at P 13 (2007).

³¹ *FPA Sec. 203 Supplemental Policy Statement*, FERC Stats. & Regs. ¶ 31,253 at P 17.

circumstances, there is no potential for harm to customers due to cross-subsidization, and no further showing is required under the Commission's FPA Section 203 Supplemental Policy Statement.³²

IV. INFORMATION REQUIRED OF APPLICANTS BY SECTION 33.2 OF THE COMMISSION'S REGULATIONS AND REQUESTS FOR WAIVERS

Applicants herein provide the information necessary for the Commission to determine that the Transaction is consistent with the public interest as required under FPA Section 203. Because certain information specified in the Commission's regulations is inapplicable to the Commission's consideration of whether the Transaction is consistent with the public interest, Applicants respectfully request that the Commission waive certain of the filing requirements in Part 33 of its regulations as discussed below. The Commission has granted such waivers in similar circumstances.³³

A. The exact name and address of the principal business office of Applicant

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

Pattern US Finance Company LLC
c/o Pattern Energy Group, Inc.
Pier 1, Bay 3
San Francisco, CA 94111

Post Rock Wind Power Project, LLC
1310 Papin Street, Suite 107
St. Louis, MO 63103

Lost Creek Wind, LLC
1310 Papin Street, Suite 107
St. Louis, MO 63103

³² *Id.* ("If no captive customers are involved, then there is no potential for harm to customers. Therefore, compliance with Exhibit M could be a showing that no franchised public utility with captive customers is involved in the transaction.") (footnote omitted).

³³ *See, e.g., MACH Gen, LLC*, 113 FERC ¶ 61,138; *Boston Generating, LLC*, 113 FERC ¶ 61,109; *La Paloma, Holding Co., LLC*, 112 FERC ¶ 61,052; *Lake Road Holding Co., LLC*, 112 FERC ¶ 61,051.

B. Name and address of persons authorized to receive notices and communications regarding this Application

Applicants request that the following persons be placed on the official service list for this proceeding and, to the extent necessary, respectfully request waiver of Section 385.203(b)(3) of the Commission's regulations,³⁴ in order to permit designation of all such persons for service in this proceeding.

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³⁴ 18 C.F.R. § 385.203(b)(3).

C. Description of Applicants, including:

1. All business activities of the applicants, including authorizations by charter or regulatory approval

The business activities of Applicants are described in Section I of this Application. Applicants respectfully request a waiver of the requirement to submit Exhibit A to the extent necessary.

2. A list of all energy subsidiaries and energy affiliates, percentage ownership in such subsidiaries and affiliates, and a description of the primary business in which each energy subsidiary and affiliate is engaged

All information pertaining to Lost Creek and Post Rock is provided in Section I.A of this Application, and all information pertaining to Pattern Finance is provided in Section I.B. Applicants respectfully request a waiver of the information requirements of 18 C.F.R. § 33.2(c)(2) to provide any additional information on Lost Creek's or Post Rock's energy affiliates because such affiliates are not relevant to the Commission's evaluation of the Transaction. Exhibit B-1 provides a listing of Pattern Finance's electric generation and transmission affiliates in the format set forth in Appendix B to 18 C.F.R. Part 35, Subpart H. Exhibit B-2 provides a listing of Pattern Finance's additional energy affiliates.

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

Organizational charts illustrating the current and post-Transaction ownership structure of Lost Creek and Post Rock are attached hereto as Exhibit C-1 and Exhibit C-2, respectively.

4. 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 those

planned to occur within a year from the date of filing, to which the applicants or their parent companies, energy subsidiaries, and energy affiliates is a party, unless the proposed transaction does not affect any of its business interests

The pertinent business interests of Applicants are described in the text of this Application. Applicants request waiver of the requirement to provide Exhibit D to the extent necessary as the Transaction will not affect any business interests except as discussed herein.

5. Identity of common officers or directors of parties to the proposed transaction

There are no common officers or directors between Lost Creek, Post Rock and their affiliates, on the one hand, and Pattern Finance and its affiliates on the other. To the extent that any person may in the future hold an interlocking position subject to the Commission's regulations, the appropriate filings under 18 C.F.R. Parts 45 and 46 will be timely made.

6. Description and location of wholesale power customers and unbundled transmission services customers served by the applicant or its parent companies, subsidiaries, affiliates and associate companies

The Transaction will not alter any existing wholesale power sales or transmission services. As discussed above, all output of Lost Creek is committed for sale to AECI, and all output of Post Rock is committed for sale to Westar. All sales of electric energy, capacity and ancillary services made by both companies will continue to be made at market-based rates authorized by the Commission. Moreover, neither Lost Creek, Post Rock, Pattern Finance nor their respective affiliates have transmission service customers or provide unbundled transmission services in any market.

Lost Creek, Post Rock and all affiliates of Pattern Finance that engage in wholesale power sales make such sales pursuant to market-based rate tariffs on file with the Commission and report such transactions, where applicable, in their electric quarterly reports. Any such sales

will not be affected by the Transaction. Applicants request a waiver of the requirement of Section 33.2(c)(6) of the Commission's regulations to the extent it requires that a list be provided of all wholesale power sales customers of Applicants or their respective affiliates because such a list would not assist the Commission in the evaluation of the Transaction. Accordingly, to the extent necessary, Applicants respectfully request waiver of the requirement to file Exhibit F.

D. Description of jurisdictional facilities owned, operated, or controlled by the applicants or their parent companies, subsidiaries, affiliates and associate companies

The jurisdictional facilities owned, operated or controlled by Lost Creek and Post Rock consist of Lost Creek's and Post Rock's market-based rate tariffs, associated books, records, and accounts and related agreements, and limited interconnection facilities required to interconnect the Lost Creek Facility and the Post Rock Facility to the transmission grid. Pattern Finance does not have any jurisdictional facilities. Applicants request waiver of any requirement to describe the jurisdictional facilities of affiliates of the Applicants as they are not relevant to the Commission's evaluation of the Transaction.

E. A narrative description of the proposed transaction for which Commission authorization is requested

The Transaction is described in Section II of this Application. Therefore, to the extent necessary, Applicants respectfully request waiver of the requirement to file Exhibit H.

F. All contracts related to the proposed transaction together with copies of all other written instruments entered into or proposed to be entered into by the parties to the transaction

The PSA which governs the Transaction is attached hereto as Confidential Exhibit I. In Section VIII below, Applicants request confidential treatment of the PSA. Applicants request waiver of the need to file the exhibits to the PSA as they are not necessary for the Commission's evaluation of the Transaction.

G. A statement explaining the facts relied upon to demonstrate that the proposed transaction is consistent with the public interest

This information is provided in Section III of this Application. Therefore, to the extent necessary, Applicants respectfully request waiver of the requirement to file Exhibit J.

H. A general or key map showing the properties of each party to the transaction

The Transaction does not involve a merger or other combination of jurisdictional facilities, and a map would not provide the Commission with information relevant to the Transaction. Therefore, Applicants respectfully request waiver of the requirement to file an Exhibit K.

I. Identify the licenses, orders, or other approvals required from other regulatory bodies in connection with the proposed transaction, and the status of other regulatory actions

Information regarding licenses, orders, or other approvals required from other regulatory bodies in connection with the Transaction is provided in Exhibit L.

J. An explanation, with appropriate evidentiary support for such explanation (i) of how applicants are providing assurances that the proposed transaction will not result in cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company; or (ii) if no such assurance can be provided, an explanation of how such cross-subsidization, pledge or encumbrance will be in the public interest

This information is provided in Section III.D of this Application and restated in Exhibit M.

V. PROPOSED ACCOUNTING ENTRIES

Applicants are not including accounting entries showing the effect of the Transaction on account balances because Applicants are not required to maintain their books and records in accordance with the Commission's Uniform System of Accounts.

VI. REQUEST FOR EXPEDITED CONSIDERATION

Applicants request that the Commission provide for a 21-day comment period³⁵ and further request the issuance of an order approving the Transaction as expeditiously as possible **and no later than May 8, 2015 (32 days after filing)**. Approval of the Transaction by that date is commercially important to the Applicants because it will allow sufficient time for closing shortly thereafter. If the Transaction does not close by May 15, 2015, it will be substantially delayed by the need for Pattern Energy, a public company, to arrange the preparation of and file updated and audited financial information concerning Lost Creek, Post Rock and the Transaction with the Securities and Exchange Commission. Expedited consideration of this Application is warranted under 18 C.F.R. §§ 33.11(b) and (c) of the Commission's regulations because the Transaction: (1) does not involve a merger; (2) is consistent with Commission precedent; and (3) does not require an Appendix A analysis.

VII. VERIFICATIONS

In addition to the Exhibits described above, attached to this Application as Attachment 1 are verifications from authorized representatives of the Applicants as required under Section 33.7³⁶ of the Commission's regulations.

VIII. REQUEST FOR PRIVILEGED TREATMENT

Applicants seek to protect the Transaction PSA from public disclosure pursuant to Sections 33.8, 388.112 and 385.1112 of the Commission's regulations, and exemption from the

³⁵ See *Transactions Subject to FPA Section 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 (2005), *order on reh'g*, Order No. 669-A, FERC Stats. & Regs. ¶ 31,214 at P 155 (2006) (establishing a 21-day comment period for section 203 applications that do not require a detailed Appendix A analysis and that do not raise cross-subsidization concerns), *order on reh'g*, Order No. 669-B, FERC Stats. & Regs. ¶ 31,225 (2006) (collectively, "Order No. 669").

³⁶ 18 C.F.R. §§ 33.7.

mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission's regulations.³⁷ The information contained in the PSA, attached hereto as Confidential Exhibit I, is of a sensitive commercial nature and the product of arm's-length commercial negotiations. As such, public disclosure could severely hamper the ability of the parties to the Transaction to engage in any future transactions of a similar nature with other parties. In accordance with Section 388.112 of the Commission's regulations,³⁸ Applicants have provided as Attachment 2 hereto a draft Protective Order.

IX. CONCLUSION

For the reasons described herein, Applicants respectfully request that the Commission: (i) authorize the Transaction pursuant to Section 203 of the FPA; (ii) grant limited waivers of the Commission's Part 33 filing requirements with respect to information not necessary to ensure that the Transaction meets the statutory requirements of Section 203; (iii) grant confidential treatment of the PSA in Confidential Exhibit I; and (iv) issue an order granting the requested authorizations no later than May 7, 2015.

[Signatures next page]

³⁷ 18 C.F.R. §§ 33.8, 388.112, 385.1112, 388.107(d).

³⁸ 18 C.F.R. § 388.112.

Respectfully submitted,

_____/s/
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_____/s/
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*Counsel for Lost Creek Wind, LLC and Post
Rock Wind Power Project, LLC*

Dated: April 6, 2015

EXHIBIT B

ENERGY-RELATED SUBSIDIARIES

AND AFFILIATES

EXHIBIT B-1

Energy Subsidiaries and Affiliates of Pattern Finance

Table 1: Market-Based Rate Authority and Generation Assets

Filing Entity and its Energy Affiliates	Docket # where MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating ⁱ
						Balancing Authority Area	Geographic Region (per Appendix D)		
Fowler Ridge IV Wind Farm LLC	ER15-1019 (pending)	Fowler Ridge IV Wind Farm	Fowler Ridge IV Wind Farm LLC	Fowler Ridge IV Wind Farm LLC	N/A	PJM	Northeast	2015 expected	150 MW (nameplate)
CSOLAR IV West, LLC	ER14-1656	Imperial Solar Energy Center West	CSOLAR IV West, LLC	CSOLAR IV West, LLC	N/A	CAISO	Southwest	Anticipated Q1 2015	150 MW (nameplate)
TrailStone Power, LLC	ER14-1439	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Bottle Rock Power, LLC ⁱⁱ	(QF95-284)	Bottle Rock Power Plant	Bottle Rock Power, LLC	Bottle Rock Power, LLC	N/A	CAISO	Southwest	9/30/2007 (refurbished)	10 MW
Barney M. Davis, LP	N/A	Barney Davis Energy Center	Barney M. Davis, LP	Barney M. Davis, LP	N/A	ERCOT	ERCOT	1974 (Unit 1); 2010 (Units 2-4)	1032.2 MW

ⁱ Unless otherwise noted, ratings are summer capacity (megawatts) ratings reported to the Energy Information Administration (“EIA”) in 2012, available at: <http://www.eia.gov/electricity/data/eia860/xls/eia8602012.zip>.

ⁱⁱ The Bottle Rock Power Plant currently is not operational.

Filing Entity and its Energy Affiliates	Docket # where MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating ⁱ
						Balancing Authority Area	Geographic Region (per Appendix D)		
Laredo WLE, LP	N/A	Laredo Energy Center	Laredo WLE, LP	Laredo WLE, LP	N/A	ERCOT	ERCOT	2008	178 MW
Nueces Bay WLE, LP	N/A	Nueces Bay Energy Center	Nueces Bay WLE, LP	Nueces Bay WLE, LP	N/A	ERCOT	ERCOT	2010	718.2 MW
Coastal Carolina Clean Power, LLC	(QF83-263)	Coastal Carolina Clean Power – Kenansville Facility	Coastal Carolina Clean Power, LLC	Coastal Carolina Clean Power, LLC	6/2006	Progress Energy Carolinas (Carolina Power & Light)	Southeast	2/15/2009 (refurbished)	27 MW
Hatchet Ridge Wind, LLC	ER10-1362	Hatchet Ridge Wind Facility	MetLife, Inc.	Hatchet Ridge Wind, LLC	12/14/2010	CAISO	Southwest	2010	101.2 MW
Pattern Gulf Wind LLC	N/A	Pattern Gulf Wind Facility	Pattern Gulf Wind LLC	Pattern Gulf Wind LLC	3/16/2010	ERCOT	ERCOT	2008	283.2 MW
Pattern Panhandle Wind LLC	N/A	Pattern Panhandle Wind Facility	Pattern Panhandle Wind LLC	Pattern Panhandle Wind LLC	N/A	ERCOT	ERCOT	2014	218 MW
Pattern Panhandle Wind 2 LLC	N/A	Pattern Panhandle Wind 2 Facility	Pattern Panhandle Wind 2 LLC	Pattern Panhandle Wind 2 LLC	N/A	ERCOT	ERCOT	2014	181 MW
Spring Valley Wind LLC	ER12-726	Spring Valley	Spring Valley Wind LLC	Spring Valley Wind LLC	N/A	Sierra Pacific	Northwest	8/16/2012	150 MW

Filing Entity and its Energy Affiliates	Docket # where MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating ⁱ
						Balancing Authority Area	Geographic Region (per Appendix D)		
Ocotillo Express LLC	ER12-2639	Ocotillo	Ocotillo Express LLC	Ocotillo Express LLC	N/A	CAISO	Southwest	12/27/2012	265.4 MW
Tres Vaqueros Wind Farms, LLC ⁱⁱⁱ	(QF85-668)	Tres Vaqueros Wind Facility	Tres Vaqueros Wind Farms, LLC	Tres Vaqueros Wind Farms, LLC	6/25/2009	CAISO	Southwest	1984	28.3 MW
ReEnergy Black River LLC	ER04-617	Fort Drum Facility	Black River Generation, LLC	Black River Generation, LLC	N/A	NYISO	Northeast	1989	55 MW
Lyonsdale Biomass, LLC	ER11-3620 (QF87-531)	Lyonsdale Biomass	Lyonsdale Biomass, LLC	Lyonsdale Biomass, LLC	N/A	NYISO	Northeast	1992	19 MW
ReEnergy Sterling CT Limited Partnership	ER11-2882	ReEnergy Sterling CT Limited Partnership	ReEnergy Sterling CT Limited Partnership	ReEnergy Sterling CT Limited Partnership	1/14/2011	ISO-NE	Northeast	1989	26 MW
Bayonne Plant Holding, L.L.C.	ER05-1218	Bayonne Plant Holding, L.L.C.	Bayonne Plant Holding, L.L.C.	Bayonne Plant Holding, L.L.C.	N/A	PJM	Northeast	1988	170.2 MW

ⁱⁱⁱ Tres Vaqueros Wind Farms, LLC has not been operational since November 1, 2009.

Filing Entity and its Energy Affiliates	Docket # where MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating ⁱ
						Balancing Authority Area	Geographic Region (per Appendix D)		
Camden Plant Holding, L.L.C.	ER05-1219	Camden Plant Holding, L.L.C.	Camden Plant Holding, L.L.C.	Camden Plant Holding, L.L.C.	N/A	PJM	Northeast	1993	145 MW
Dartmouth Power Associates Limited Partnership	ER96-149	Dartmouth Power Associates Limited Partnership	Dartmouth Power Associates Limited Partnership	Dartmouth Power Associates Limited Partnership	N/A	ISO-NE	Northeast	1992	82.6 MW
Elmwood Park Power, LLC	ER10-71	Elmwood Park Power, LLC	Elmwood Park Power, LLC	Elmwood Park Power, LLC	N/A	PJM	Northeast	1993	71.7 MW
Newark Bay Cogeneration Partnership, L.P.	ER00-2887	Newark Bay Cogeneration Partnership, L.P.	Newark Bay Cogeneration Partnership, L.P.	Newark Bay Cogeneration Partnership, L.P.	N/A	PJM	Northeast	1993	120.2 MW
Pedricktown Cogeneration Company LP	ER06-703	Pedricktown Cogeneration Company LP	Pedricktown Cogeneration Company LP	Pedricktown Cogeneration Company LP	N/A	PJM	Northeast	1992	117.9 MW
York Generation Company LLC	ER07-1341	York Generation Company LLC	York Generation Company LLC	York Generation Company LLC	N/A	PJM	Northeast	1989	48.5 MW
Sapphire Power Marketing LLC	ER13-2308	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Filing Entity and its Energy Affiliates	Docket # where MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating ⁱ
						Balancing Authority Area	Geographic Region (per Appendix D)		
ReEnergy Livermore Falls LLC	ER01-2569 (QF90-204)	Livermore Falls	ReEnergy Livermore Falls LLC	ReEnergy Livermore Falls LLC	12/20/2011	ISO-NE	Northeast	10/1992	36 MW
ReEnergy Stratton LLC	ER98-4652 (QF86-514)	Stratton	ReEnergy Stratton LLC	ReEnergy Stratton LLC	12/20/2011	ISO-NE	Northeast	9/1998	45 MW
ReEnergy Fort Fairfield LLC	ER02-1175 (QF01-126)	Fort Fairfield	ReEnergy Fort Fairfield LLC	ReEnergy Fort Fairfield LLC	12/20/2011	NBSO	Northeast	1987	32 MW
ReEnergy Ashland LLC	ER01-2568 (QF82-129)	Ashland	ReEnergy Ashland LLC	ReEnergy Ashland LLC	12/20/2011	NBSO	Northeast	8/1993	34 MW
ReEnergy Chateaugay LLC	(QF85-658)	Chateaugay	ReEnergy Chateaugay LLC	ReEnergy Chateaugay LLC	12/20/2011	NYISO	Northeast	3/1993	18 MW
Brandon Shores LLC	ER12-2510	Brandon Shores-1	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1984	635 MW
Brandon Shores LLC	ER12-2510	Brandon Shores-2	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1991	638 MW
C.P. Crane LLC	ER12-2511	C.P. Crane-1	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1961	190 MW
C.P. Crane LLC	ER12-2511	C.P. Crane-2	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1963	195 MW

Filing Entity and its Energy Affiliates	Docket # where MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating ⁱ
						Balancing Authority Area	Geographic Region (per Appendix D)		
C.P. Crane LLC	ER12-2511	C.P Crane-3	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1967	14 MW
H.A. Wagner LLC	ER12-2512	H.A. Wagner-1	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1956	126 MW
H.A. Wagner LLC	ER12-2512	H.A. Wagner-2	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1959	135 MW
H.A. Wagner LLC	ER12-2512	H.A. Wagner-3	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1966	305 MW
H.A. Wagner LLC	ER12-2512	H.A. Wagner-4	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1972	397 MW
H.A. Wagner LLC	ER12-2512	H.A. Wagner-CT	Raven Power Holdings LLC	Raven Power Holdings LLC	11/30/2012	PJM	Northeast	1967	12.9 MW
Raven Power Marketing LLC	ER12-2513	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Table 2: 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	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
Salt Plains Storage, LLC	Salt Plains Storage, intrastate storage facility located in Grant County, Oklahoma	Niska Gas Storage Partners LLC	Niska Gas Storage Partners LLC	May 12, 2010	WFEC	SPP	13 Bcf
Wild Goose Storage, LLC	Wild Goose Storage, intrastate storage facility located in Butte County, California	Niska Gas Storage Partners LLC	Niska Gas Storage Partners LLC	May 12, 2010	CAISO	Southwest	50 Bcf
Thunder Creek Gas Services, LLC	Thunder Creek	Thunder Creek Gas Services, LLC	Thunder Creek Gas Services, LLC	N/A	WACM	Southwest	Approximately 550 miles of gathering pipelines

Exhibit B-2

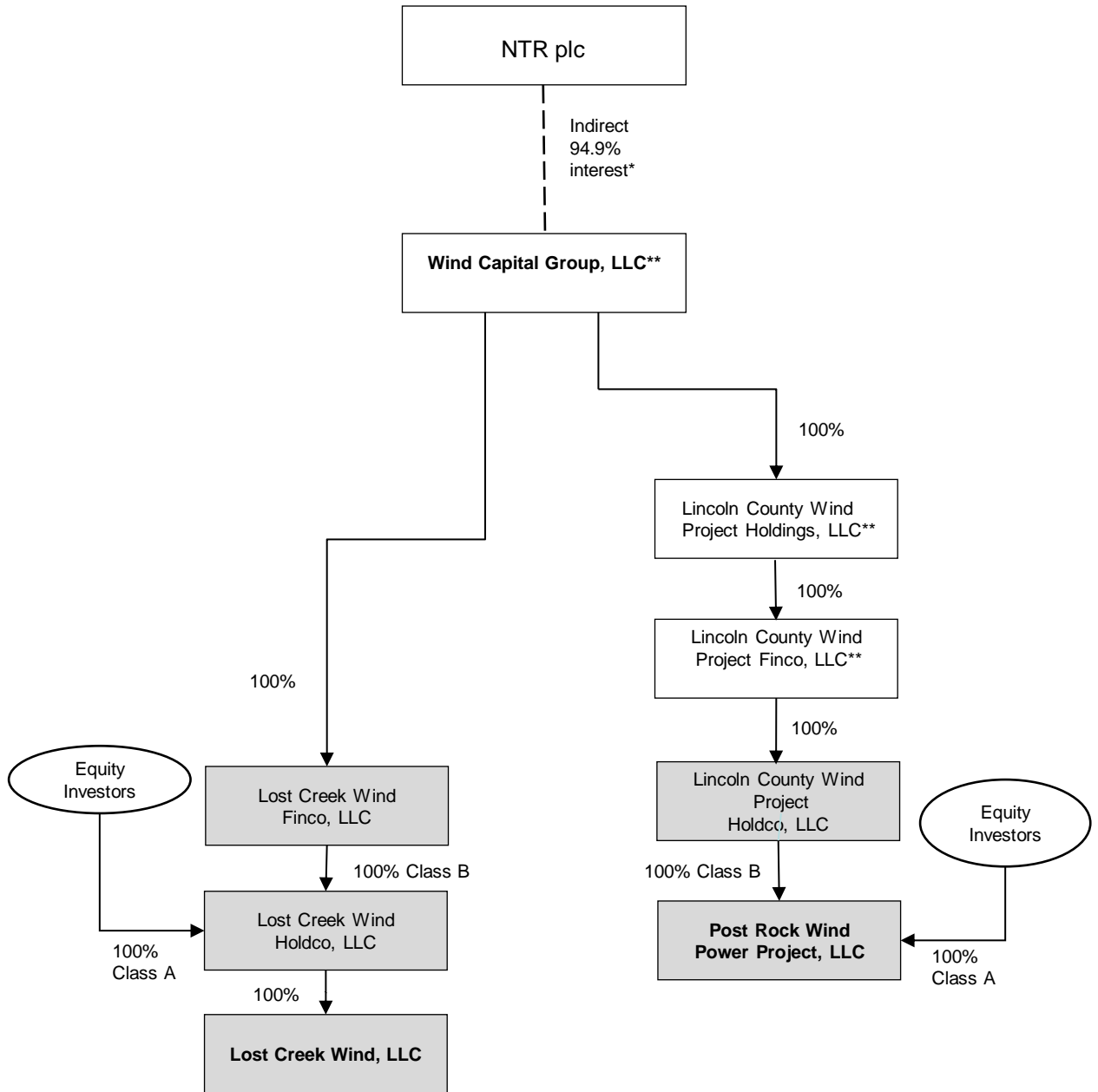
In addition to energy affiliates listed in Exhibit B-1, Pattern Finance is affiliated with the following additional companies through Riverstone:

- Foresight Reserves, LP, which owns or controls through its subsidiaries more than three billion tons of coal reserves in Illinois and which has a strategic relationship with Natural Resource Partners, L.P., a master limited partnership that owns and manages mineral reserve properties;
- Targe Energy LLC, which operates surface coal and limestone mines in Pennsylvania and reclaims coarse and waste coal mines in Pennsylvania;
- Enviva Holdings, LP, which acquires, develops, and operates through its affiliates facilities in Mississippi, North Carolina, and Virginia that collect, process, and transform wood-based biomass into renewable energy feedstock, primarily wood pellets;
- ReEnergy Lewiston LLC, ReEnergy Roxbury LLC, L.L.&S., Inc., Environmental Resources Return Corp. and Green Boston Operations, LLC, each of which operates a facility that processes and recycles construction and demolition debris, some of which is converted into wood chips that are sold to biomass power plants; and
- Green Earth Fuels, LLC, which owns and operates a biodiesel production facility located on the Houston Ship Channel.

EXHIBIT C
ORGANIZATIONAL CHARTS

EXHIBIT C-1

Before Transaction



*The remaining indirect interests in Wind Capital Group are owned by individuals, none of whom owns more than 5%.

**Wind Capital Group, Lincoln County Wind Project Holdings, and Lincoln County Wind Project Finco are currently LLCs but will be converting to LPs prior to the closing of the Transaction.

EXHIBIT C-2

After Transaction

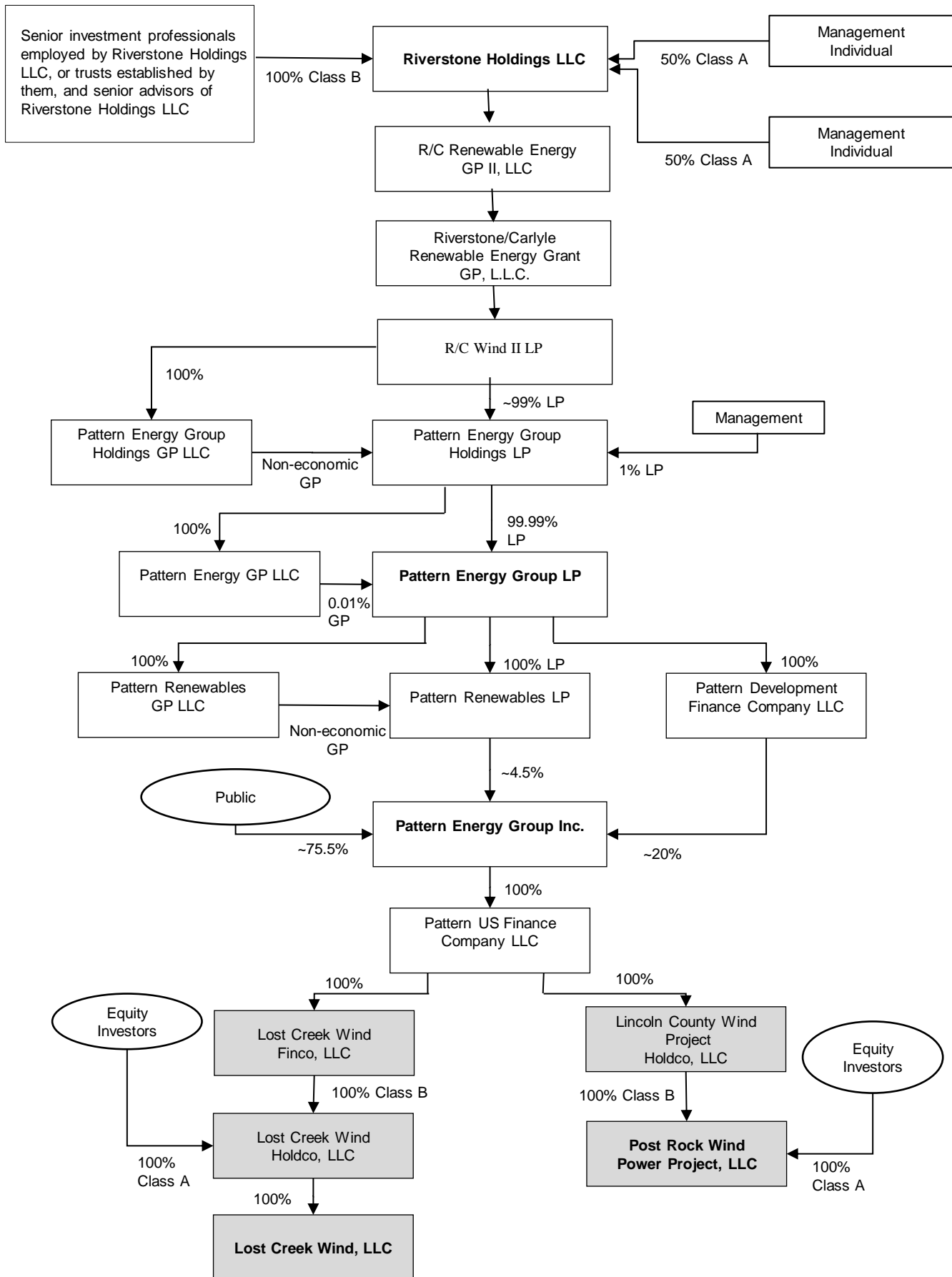


EXHIBIT I

PUBLIC VERSION

CONFIDENTIAL AND PRIVILEGED MATERIAL REMOVED

Exhibit L

The Transaction is subject to review by the Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. There are no other required regulatory approvals.

Exhibit M

The Commission has stated that it will recognize three classes of transactions that are unlikely to raise cross-subsidization concerns under Section 203(a)(4) of the FPA. The first such class involves:

transactions where the applicant shows that a franchised public utility with captive customers is not involved. If no captive customers are involved, then there is no potential for harm to customers. Therefore, compliance with Exhibit M could be a showing that no franchised public utility with captive customers is involved in the transactions.³⁹

No franchised public utility with captive customers is involved in the Transaction. Accordingly, the Commission should find that Applicants have complied with Exhibit M requirements and that the Transaction does not raise cross-subsidy concerns under Section 203(a)(4) of the FPA.

In addition to the Transaction falling within this safe harbor, Applicants represent that, based on facts and circumstances known to them or that are reasonably foreseeable, the proposed Transaction will not result in, at the time of the Transaction or in the future, cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company. Specifically, there are no existing pledges and/or encumbrances of the assets of traditional utilities involved in the Transaction, and the Transaction will not result in: (a) 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; (b) 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; (c) any new pledge or encumbrance of assets of a traditional public utility associate company that has

³⁹ *FPA Sec. 203 Supplemental Policy Statement*, FERC Stats. & Regs. ¶ 31,253 at P 17.

captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or (d) 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 service agreements subject to review under sections 205 and 206 of the FPA.

ATTACHMENT 1

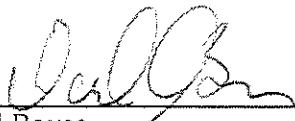
VERIFICATIONS

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

Lost Creek Wind, LLC) Docket No. EC15-___-000
Post Rock Wind Power Project, LLC)
Pattern US Finance Company LLC)

VERIFICATION PURSUANT TO 18 C.F.R. § 33.7

David Boyce, being duly sworn, deposes and says that: he is President of Wind Capital Group, LLC ("Wind Capital") and has the authority to verify the foregoing Application on behalf of Lost Creek Wind, LLC ("Lost Creek") and Post Rock Wind Power Project, LLC ("Post Rock"); he has read said Application; and based on his knowledge, information and belief, all of the statements contained therein pertaining to Lost Creek, Post Rock and their affiliates are true and accurate.



David Boyce
President
Wind Capital Group, LLC

Subscribed and Sworn to before me
this 2nd day of April, 2015.



Notary Public

My Commission expires: 06/13/2018

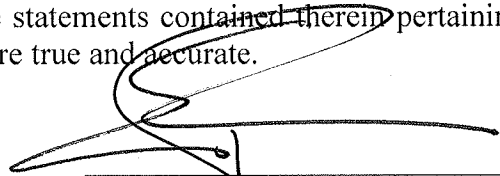


**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

Lost Creek Wind, LLC) Docket No. EC15-___-000
Post Rock Wind Power Project, LLC)
Pattern US Finance Company LLC)

VERIFICATION PURSUANT TO 18 C.F.R. § 33.7

Esben Pedersen, being duly sworn, deposes and says that: he is a Vice President of Pattern US Finance Company LLC and has the authority to verify the foregoing Application on behalf of Pattern US Finance Company LLC; he has read said Application; and based on his knowledge, information and belief, all of the statements contained therein pertaining to Pattern US Finance Company LLC and its affiliates are true and accurate.



Esben Pedersen
Vice President
Pattern US Finance Company LLC

Subscribed and Sworn to before me
this 3rd day of April, 2015.

[Please see attached].

Notary Public

My Commission expires: _____

California Acknowledgment Form

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

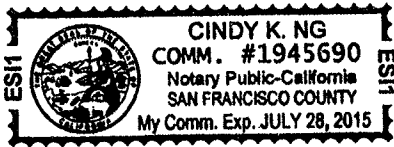
State of California }
County of San Francisco } ss.

On April 3, 2015 before me, CINDY K. NG, a Notary Public,
(here insert name and title of the officer)
personally appeared ESBEN PEDERSEN

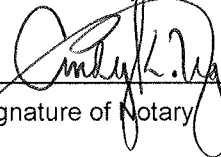
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Seal



WITNESS my hand and official seal.


Signature of Notary

Optional Information

To help prevent fraud, it is recommended that you provide information about the attached document below.
This is not required under California State notary public law.

Document Title: FERC VERIFICATION # of Pages: 2

Notes

ATTACHMENT 2

PROTECTIVE ORDER

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

Lost Creek Wind, LLC)	Docket No. EC15-____-000
Post Rock Wind Power Project, LLC)	
Pattern US Finance Company LLC)	

PROTECTIVE ORDER

(Issued _____, 2015)

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) (which includes the Chief Administrative Law 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 CFR § 388.113(c)(1) (“Critical Energy Infrastructure Information”).

3. Definitions – For purposes of this Order:

(a) The term “Participant” shall mean a Participant as defined in 18 CFR § 385.102(b).

(b) (1) The term “Protected Materials” means (A) materials (including depositions) provided by a Participant 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 “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 B 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 Paragraph 3(b)(1). 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 that has been filed with and accepted into the public files of the Commission, or contained in the public files of 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 Trial Staff designated as such in this proceeding;
- (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 Subparagraph (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 non-public 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 Trial Staff ("Staff"), Staff shall follow the notification procedures of 18 CFR §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 18, 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 the designation of which 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 18 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 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" 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.

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

15. 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.

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

17. 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."

18. 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 determination, 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 CFR §§ 388.112 and 388.113 shall apply to any requests under the Freedom of Information Act (5 U.S.C. § 552) for Protected Materials in the files of the Commission.

19. 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.

20. 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.

21. 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.

Presiding Administrative Law Judge

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

Lost Creek Wind, LLC) Docket No. EC15-____-000
Post Rock Wind Power Project, LLC)
Pattern US Finance Company LLC)

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 Signature: _____
Print Name: _____
Title: _____
Employed by: _____
Representing: _____
Date: _____

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